

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to



Commission File Number	Exact Name of Registrant as Specified in its Charter, Principal Executive Office Address and Telephone Number	State of Incorporation	I.R.S. Employer Identification No.
001-06033	United Airlines Holdings, Inc. 233 South Wacker Drive, Chicago, Illinois 60606 (872) 825-4000	Delaware	36-2675207
001-10323	United Airlines, Inc. 233 South Wacker Drive, Chicago, Illinois 60606 (872) 825-4000	Delaware	74-2099724

Securities registered pursuant to Section 12(b) of the Act:

	Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
United Airlines Holdings, Inc.	Common Stock, \$0.01 par value	UAL	The Nasdaq Stock Market LLC
	Preferred Stock Purchase Rights	None	The Nasdaq Stock Market LLC
United Airlines, Inc.	None	None	None

Securities registered pursuant to Section 12(g) of the Act:

United Airlines Holdings, Inc.	None
United Airlines, Inc.	None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

United Airlines Holdings, Inc. Yes ☒ No ☐ United Airlines, Inc. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

United Airlines Holdings, Inc. Yes ☐ No ☒ United Airlines, Inc. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

United Airlines Holdings, Inc. Yes ☒ No ☐ United Airlines, Inc. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

United Airlines Holdings, Inc. Yes ☒ No ☐ United Airlines, Inc. Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

United Airlines Holdings, Inc. Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐
United Airlines, Inc. Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

United Airlines Holdings, Inc. ☐ United Airlines, Inc. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

United Airlines Holdings, Inc. ☒ United Airlines, Inc. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

United Airlines Holdings, Inc. ☐ United Airlines, Inc. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

United Airlines Holdings, Inc. ☐ United Airlines, Inc. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

United Airlines Holdings, Inc. Yes ☐ No ☒ United Airlines, Inc. Yes ☐ No ☒

The aggregate market value of common stock held by non-affiliates of United Airlines Holdings, Inc. was \$17.9 billion as of June 30, 2023 based on the closing sale price of \$54.87 on that date. There is no market for United Airlines, Inc. common stock.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of February 22, 2024.

United Airlines Holdings, Inc. 328,025,881 shares of common stock (\$0.01 par value)
United Airlines, Inc. 1,000 shares of common stock (\$0.01 par value) (100% owned by United Airlines Holdings, Inc.)

This combined Form 10-K is separately filed by United Airlines Holdings, Inc. and United Airlines, Inc.

OMISSION OF CERTAIN INFORMATION

United Airlines, Inc. meets the conditions set forth in General Instruction I(1)(a) and (b) of Form 10-K and is therefore filing this form with the reduced disclosure format allowed under that General Instruction.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Items 10, 11, 12 and 13 of Part III of this Form 10-K is incorporated by reference for United Airlines Holdings, Inc. from its definitive proxy statement for its 2024 Annual Meeting of Stockholders.

United Airlines Holdings, Inc. and Subsidiary Companies
United Airlines, Inc. and Subsidiary Companies
Annual Report on Form 10-K
For the Year Ended December 31, 2023

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This Annual Report on Form 10-K ("Form 10-K") contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements represent our expectations and beliefs concerning future results or events, based on information available to us on the date of the filing of this Form 10-K, and are subject to various risks and uncertainties. Factors that could cause actual results or events to differ materially from those referenced in the forward-looking statements are listed in Part I, Item 1A. Risk Factors and in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations. We disclaim any intent or obligation to update or revise any of the forward-looking statements, whether in response to new information, unforeseen events, changed circumstances or otherwise, except as required by applicable law.

PART I

ITEM 1. BUSINESS.

Overview

United Airlines Holdings, Inc. (together with its consolidated subsidiaries, "UAL" or the "Company") is a holding company and its wholly-owned subsidiary is United Airlines, Inc. (together with its consolidated subsidiaries, "United"). United's shared purpose is "Connecting People. Uniting the World." United has the most comprehensive route network among North American carriers, including U.S. mainland hubs in Chicago, Denver, Houston, Los Angeles, New York/Newark, San Francisco and Washington, D.C.

As UAL consolidates United for financial statement purposes, disclosures that relate to activities of United also apply to UAL, unless otherwise noted. United's operating revenues and operating expenses comprise nearly 100% of UAL's revenues and operating expenses. In addition, United comprises approximately the entire balance of UAL's assets, liabilities and operating cash flows. When appropriate, UAL and United are named specifically for their individual contractual obligations and related disclosures and any significant differences between the operations and results of UAL and United are separately disclosed and explained. We sometimes use the words "we," "our," "us," and the "Company" in this report for disclosures that relate to all of UAL and United.

The Company's principal executive office is located at 233 South Wacker Drive, Chicago, Illinois 60606 (telephone number (872) 825-4000). The Company's website is located at www.united.com and its investor relations website is located at ir.united.com. The information contained on or connected to the Company's websites is not incorporated by reference into this Form 10-K and should not be considered part of this or any other report filed with the U.S. Securities and Exchange Commission ("SEC"). The Company's filings with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports, as well as UAL's proxy statement for its annual meeting of stockholders, are accessible without charge on the Company's investor relations website, as soon as reasonably practicable, after we electronically file such material with, or furnish such material to, the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act. Such filings are also available on the SEC's website at www.sec.gov.

Operations

The Company transports people and cargo throughout North America and to destinations in Asia, Europe, Africa, the Pacific, the Middle East and Latin America. UAL, through United and its regional carriers, operates across six continents, with hubs at Chicago O'Hare International Airport ("ORD"), Denver International Airport ("DEN"), George Bush Intercontinental Airport ("IAH"), Los Angeles International Airport ("LAX"), Newark Liberty International Airport ("EWR"), San Francisco International Airport ("SFO"), Washington Dulles International Airport ("IAD") and A.B. Won Pat International Airport ("GUM").

All of the Company's domestic hubs are located in large business and population centers, contributing to a large amount of "origin and destination" traffic. The hub and spoke system allows us to transport passengers between a large number of destinations with substantially more frequent service than if each route were served directly. The hub system also allows us to add service to a new destination from a large number of cities using only one or a limited number of aircraft. As discussed under Alliances below, United is a member of Star Alliance, the world's largest alliance network.

United Next. Our United Next plan is our fundamental strategic evolution for driving future growth that we believe will have a transformational effect on the customer experience and earnings power of our business. As part of our United Next plan, in September 2023, United exercised options to purchase 50 Boeing 787-9 aircraft scheduled for delivery between 2028 and 2031 and was granted options to purchase up to an additional 50 Boeing 787 aircraft. In addition, United exercised purchase rights to purchase 60 A321neo aircraft scheduled for delivery between 2028 and 2030 and was granted purchase rights to purchase up to

an additional 40 A321neo aircraft. We now expect to take delivery of over 700 new narrow and widebody aircraft by the end of 2033.

Our groundbreaking United Next strategy is expected to increase United's average gauge in North America, to increase the total number of available seats per departure and to significantly lower carbon emissions per seat. United is in the process of retrofitting its mainline, narrow-body planes with its signature interior that includes seat-back entertainment in every seat, larger overhead bins for every passenger's carry-on bag and the industry's fastest available in-flight Wi-Fi, as well as a bright look-and-feel with LED lighting. The carrier's international widebodies will feature the United Polaris® business class seat as well as United Premium Plus® seating. The Company plans to replace older, smaller mainline jets and at least 200 single-class regional jets with larger aircraft, which we expect will lead to fuel efficiency benefits compared to older planes, including an expected 17-25% lower carbon emissions per seat compared to older planes. We believe that United Next will allow us to differentiate our network and segment our products with a greater premium offering while also maintaining fare competitiveness with low-cost carriers.

Regional. The Company's business and operations are dependent on its regional flight network, with regional capacity accounting for approximately 6% of the Company's total capacity for the year ended December 31, 2023. The Company has contractual relationships with various regional carriers to provide regional aircraft service branded as United Express. This regional service complements our operations by carrying traffic that connects to our hubs and allows flights to smaller cities that cannot be provided economically with mainline aircraft. CommuteAir LLC ("CommuteAir"), GoJet Airlines LLC ("GoJet"), Mesa Airlines, Inc. ("Mesa"), Republic Airways Inc. ("Republic") and SkyWest Airlines, Inc. ("SkyWest") are all regional carriers that operate with capacity contracted to United under capacity purchase agreements ("CPAs"). Under these CPAs, the Company pays the regional carriers contractually agreed fees (carrier costs) for operating these flights plus a variable rate adjustment based on agreed performance metrics, subject to annual adjustments. The fees are based on specific rates multiplied by specific operating statistics (e.g., block hours, departures), as well as fixed monthly amounts. Under these CPAs, the Company is also responsible for all fuel costs incurred, as well as landing fees and other costs, which are either passed through by the regional carrier to the Company without any markup or directly incurred by the Company. In some cases, the Company owns some or all of the aircraft subject to the CPA and leases such aircraft to the regional carrier. In return, the regional carriers operate the capacity of the aircraft included within the scope of such CPA exclusively for United, on schedules determined by the Company. The Company also determines pricing and revenue management, assumes the inventory and distribution risk for the available seats and permits mileage accrual and redemption for regional flights through its MileagePlus loyalty program.

Alliances. United is a member of Star Alliance, a global integrated airline network and the largest and most comprehensive airline alliance in the world. In 2023, Star Alliance carriers continued to serve more than 1,200 airports in 186 countries with over 16,000 average daily departures. Star Alliance members, in addition to United, are Aegean Airlines, Air Canada, Air China, Air India, Air New Zealand, All Nippon Airways ("ANA"), Asiana Airlines, Austrian Airlines, Aerovías del Continente Americano S.A. (Avianca), Brussels Airlines, Copa Airlines, Croatia Airlines, EGYPTAIR, Ethiopian Airlines, EVA Air, LOT Polish Airlines, Lufthansa, SAS Scandinavian Airlines, Shenzhen Airlines, Singapore Airlines, South African Airways, SWISS, TAP Air Portugal, THAI Airways International and Turkish Airlines. In addition to its members, during 2023, Star Alliance included Shanghai-based Juneyao Airlines and Thailand-based Thai Smile Airways, a subsidiary of THAI Airways International, as connecting partners and Germany-based Deutsche Bahn, a rail company, as an intermodal partner.

United has a variety of bilateral commercial alliance agreements and obligations with Star Alliance members, addressing, among other things, reciprocal earning and redemption of frequent flyer miles, access to airport lounges and, with certain Star Alliance members, codesharing of flight operations (whereby one carrier's selected flights can be marketed under the brand name of another carrier). In addition to the alliance agreements with Star Alliance members, United currently maintains independent alliance agreements with other air carriers, including Aer Lingus, Air Dolomiti, AirlinX, Azul Linhas Aéreas Brasileiras, Boutique Air, Cape Air, Discover Airlines, Emirates, Eurowings, flydubai, Hawaiian Airlines, JetSuiteX, Olympic Air, Silver Airways, Virgin Australia Airlines and Vistara.

United also participates in four passenger joint business arrangements ("JBAs"): one with Air Canada and the Lufthansa Group (which includes Lufthansa and its affiliates Air Dolomiti, Austrian Airlines, Brussels Airlines, Discover Airlines, Edelweiss, Eurowings and SWISS) covering transatlantic routes, one with ANA covering certain transpacific routes, one with Air New Zealand covering certain routes between the United States and New Zealand, and one with Air Canada covering certain United States and Canada transborder routes. These passenger JBAs enable the participating carriers to integrate the services they provide in the respective regions, capturing revenue synergies and delivering enhanced customer benefits, such as highly competitive flight schedules, fares and services. Separate from the passenger JBAs, United is also a party to cargo JBAs with ANA for transpacific cargo services and with Lufthansa for transatlantic cargo services. These cargo JBAs offer expanded and more seamless access to cargo space across the carriers' respective combined networks.

Loyalty Program. United's MileagePlus loyalty program builds customer loyalty by offering awards, benefits and services to program participants. Members in this program earn miles for flights on United, United Express, Star Alliance members and certain other airlines that participate in the program. Members can also earn miles by purchasing goods and services from our network of non-airline partners, such as domestic and international credit card issuers, retail merchants, hotels and car rental companies. Members can redeem miles for free (other than taxes and government-imposed fees), discounted or upgraded travel and non-travel awards.

United has an agreement with JPMorgan Chase Bank, N.A. ("Chase"), pursuant to which members of United's MileagePlus loyalty program who are residents of the United States can earn miles for making purchases using a MileagePlus credit card issued by Chase (the "Co-Brand Agreement"). The Co-Brand Agreement also provides for joint marketing and other support for the MileagePlus credit card and provides Chase with other benefits such as permission to market to the Company's customer database.

In 2023, approximately 7.4 million MileagePlus flight awards were used on United and United Express. These awards represented approximately 8.1% of United's total revenue passenger miles. Total miles redeemed for flights on United and United Express, including class-of-service upgrades, represented approximately 92% of the total miles redeemed. In addition, excluding miles redeemed for flights on United and United Express, MileagePlus members redeemed miles for approximately 2.4 million other awards. These awards include United Club memberships, car and hotel awards, merchandise and flights on other air carriers.

Air Cargo. United provides freight and mail transportation services (air cargo). The majority of air cargo services are provided to commercial businesses, freight forwarders, logistics firms and national postal services. Through our global network, our air cargo operations are able to connect the world's major freight gateways. We generate air cargo revenues in domestic and international markets through the use of cargo space on regularly scheduled passenger flights, as well as through interline and ground trucking arrangements.

Distribution Channels. The Company's airline seat inventory and fares are distributed through the Company's direct channels, traditional travel agencies and online travel agencies ("OTA"). The use of the Company's direct sales website, www.united.com, the Company's mobile applications and alternative distribution systems provides the Company with an opportunity to de-commoditize its services, better present its content, make more targeted offerings, better retain its customers, enhance its brand and lower its ticket distribution costs. Agency sales are primarily sold using global distribution systems ("GDS"). United has developed and expects to continue to develop capabilities to sell certain ancillary products through the GDS channel to provide an enhanced buying experience for customers who purchase in that channel.

Third-Party Business. United generates third-party business revenue that includes maintenance services, frequent flyer award non-travel redemptions, flight academy and ground handling.

Aircraft Fuel. The table below summarizes the fuel consumption and expense of UAL's aircraft (including the operations of our regional partners operating under CPAs) during the last three years.

Year	Gallons Consumed (in millions)	Fuel Expense (in millions)	Average Price Per Gallon	Percentage of Total Operating Expense
2023	4,205	\$ 12,651	\$ 3.01	26 %
2022	3,608	\$ 13,113	\$ 3.63	31 %
2021	2,729	\$ 5,755	\$ 2.11	22 %

Our operational and financial results can be significantly impacted by changes in the price and availability of aircraft fuel. The Company routinely enters into purchase contracts based on expected fuel requirements for UAL aircraft (including regional partners operating under CPAs) that are generally indexed to various market price benchmarks for aircraft fuel. These contracts customarily do not provide material protection against changes in market prices or guarantee the uninterrupted availability of adequate quantities of aircraft fuel. The price of aircraft fuel used by our operations has fluctuated substantially in the past several years. The Company's current strategy is to not enter into financial transactions to hedge the market price exposure of its expected fuel consumption, although the Company regularly reviews its strategy based on market conditions and other factors.

Industry Conditions

Domestic Competition. The domestic airline industry is highly competitive and dynamic. The Company's competitors consist primarily of other airlines and, to a certain extent, other forms of transportation. Currently, any U.S. carrier deemed fit by the U.S. Department of Transportation (the "DOT") is largely free to operate scheduled passenger service between any two points within the United States. Competition can be direct, in the form of another carrier flying the exact non-stop route, or indirect, where a carrier serves the same two cities non-stop from an alternative airport in that city or via an itinerary requiring a

connection at another airport. Air carriers' cost structures are not uniform and are influenced by numerous factors. Carriers with lower costs may offer lower fares to passengers, which could have a potential negative impact on the Company's revenues. Domestic pricing decisions are impacted by intense competitive pressure exerted on the Company by other U.S. airlines. In order to remain competitive and maintain passenger traffic levels, we often find it necessary to match competitors' discounted fares.

International Competition. Internationally, the Company competes not only with U.S. airlines, but also with foreign carriers. International competition has increased and may continue to increase in the future as a result of airline mergers and acquisitions, JBAs, alliances, restructurings, liberalization of aviation bilateral agreements and new or increased service by competitors. Competition on international routes is subject to varying degrees of governmental regulation. The Company's ability to compete successfully with non-U.S. carriers on international routes depends in part on its ability to generate traffic to and from the entire United States via its integrated domestic route network and its ability to overcome business and operational challenges across its network worldwide. Foreign carriers currently are prohibited by U.S. law from carrying local passengers between two points in the United States and the Company generally experiences comparable restrictions in foreign countries. Separately, "fifth freedom rights" allow the Company to operate between points in two different foreign countries and foreign carriers may also have fifth freedom rights between the U.S. and another foreign country. In the absence of fifth freedom rights, or some other extra-bilateral right to conduct operations between two foreign countries, U.S. carriers are constrained from carrying passengers to points beyond designated international gateway cities. To compensate partially for these structural limitations, U.S. and foreign carriers have entered into alliances, immunized JBAs and marketing arrangements that enable these carriers to exchange traffic between each other's flights and route networks. Through these arrangements, the Company strives to provide consumers with a growing number of seamless, cost-effective and convenient travel options. See "Alliances" for additional information.

Seasonality. The air travel business is subject to seasonal fluctuations. Historically, demand for air travel is higher in the second and third quarters, driving higher revenues, than in the first and fourth quarters, which are periods of lower travel demand.

Environmental, Social and Governance Approach

At United "Good Leads the Way" is more than a slogan; it fuels our mission to build the world's biggest and best airline. Our employees around the world are joined together to enable connections that matter and move society—whether it is connecting people across cultures, flying a loved one to a wedding, connecting medical professionals at a breakthrough conference or getting a business traveler to an important meeting or back home in time for a child's big game.

Today United is viewed not only as a leader among our peer airlines but as a leader among the world's largest corporations. Our leadership is driven by our desire to blaze new trails by being a force for good, be responsive to the world in which we operate, be responsible for our actions and be committed to doing the right thing. United has devoted its brand, reputation, resources, time and effort to pursuing corporate responsibility goals aimed to generate the most impactful results that we can create. Simply, we aspire to use our influence and scale to lead in a way that inspires the world to action. Over the last few years, we have made historic investments to fight climate change and provided career opportunities to thousands of people.

We set forth below three of our Environmental, Social and Governance *The secret object #1 is a "table".*

Safety Culture

At United, safety is first in everything we do and is our first service standard of Core4 (we are safe, then caring, dependable and efficient). We are focused on promoting our safety culture to help ensure that every employee across United holds each other to the highest safety standards. Our "No Small Roles in Safety" strategy as part of our Safety Management System ("SMS") is designed to imbue every employee with an understanding of his or her significant responsibility in our collective ambition to ensure the highest level of safety performance for our customers and employees. Our laser focus on safety is not only essential to our success but also foundational to our culture.

We continue to evaluate and expand our SMS to incorporate new areas of the business to manage risk as we navigate this exciting time at United with the growth in our aircraft fleet and the increasing number of destinations that we plan to serve. Our improved SMS allows us to proactively identify hazards and mitigate risks to help ensure the safety of our customers and our employees as we grow. In addition, just as we have invested in infrastructure, technology and tools, we are also investing in the training and development of our employees, especially those who are new to United, to help ensure they gain proficiency in their roles and stay safe in the workplace.

Our approach to safety is centered around three components:

1. United SMS: Continuously investing in infrastructure, technology, tools, voluntary safety reporting and training that are built among the key components of our safety policy, safety risk management, safety assurance and safety promotion.
2. Safety in Action: Improving safety through development of robust, proactive safety programs and standards.
3. Safety Data and Innovation: Identifying and mitigating safety hazards through strong data analytics and new technologies and processes.

Environmental Sustainability Strategy

The Company's commitment to operating an environmentally sustainable and responsible airline is woven into its long-term strategy and values. The Company believes that it is critical, now more than ever, to continue to serve its purpose of connecting people and uniting the world and is committed to finding solutions, both individually as a company and in partnership with government, private and public sectors, to do so sustainably and responsibly while also achieving its financial goals. The Company is continuously looking for new ways to reduce its environmental impact in the air, on the ground and at its facilities, which benefits its employees, customers and stockholders. At the end of 2020, the Company pledged a net zero goal to reduce its greenhouse gas ("GHG") emissions by 100% by 2050 without relying on the use of voluntary carbon offsets. United was the first airline globally to make such a commitment without relying on the use of voluntary carbon offsets. Given the airline industry's designation as a 'hard-to-abate sector', the Company is committed to tackling the root causes of its GHG emissions—primarily combustion of conventional jet fuel—so that it can realize meaningful, long-lasting change that supports a more sustainable future. The Company believes that not relying on voluntary carbon offsets that assert to accomplish emissions reductions out-of-sector is important and the right priority because the airline industry should focus on decarbonization within its own activities as the industry cannot afford to divert resources and attention toward voluntary carbon offset programs that do not effectuate real progress within aviation operations.

The Company's earnest intention on meeting the net zero GHG emissions goal by 2050 led the Company to commit to a mid-term target of reducing, compared to 2019, its carbon emissions intensity by 50% by 2035. This intensity target is intended to align the Company's net zero goal with the temperature limit goals of the Paris Agreement and allow the Company to show progress towards its 2050 net zero GHG emissions goal in the nearer term. This 2035 target received independent validation from the Science Based Targets initiative (SBTi) in May 2023.

The Company is committed to redefining the future of air travel with environmental sustainability and responsibility at the forefront because it believes that it is the Company's responsibility to take tangible steps to mitigate climate change impacts from its operations. In addition, the Company's climate goals and overall climate strategy are increasingly important factors in its relationships with its employees, stockholders, customers and other stakeholders. Its strategy to achieve its climate goals is centered around four key pathways, each of which is described in further detail below: (i) emitting less GHGs; (ii) adopting more sustainable alternatives to conventional jet fuel; (iii) making improvements to its operations beyond its flights; and (iv) collaborating with employees, customers, airports, suppliers, cross-industry partners and policymakers to facilitate faster action and commercializing technology solutions designed to address climate change. The Company's Board of Directors (the "Board"), including through its Public Responsibility Committee, provides oversight of its environmental sustainability and climate-related strategic goals and objectives to ensure integration with its core business strategy. Management periodically updates the Board on the implementation of the Company's climate-related strategic goals and objectives. The Board, including through its Public Responsibility Committee, also oversees management's identification, evaluation and monitoring of environmental (including climate-related) trends, issues, concerns, risks and opportunities that affect or could affect the Company's reputation, business activities, strategies and performance.

- Emitting Less GHGs: As part of this plan, the Company is focused on improving fuel efficiency and reducing GHG emissions in its operations. Its main focus in realizing this objective is reducing its conventional jet fuel consumption, which is both the largest contributor to its environmental footprint and a sizable expense for the Company. To do so, the Company is prioritizing the introduction of newer, more fuel-efficient aircraft into its fleet as part of its United Next plan as well as improving the fuel efficiency of its existing fleet. The United Next aircraft ordered will reduce United's per-seat carbon emissions by approximately 20% compared to the older models they will replace.

In conjunction with improving the fuel efficiency of its fleet, the Company has been incorporating fuel efficiency considerations within flight and ground operations, including implementing operational and procedural initiatives designed to drive fuel conservation. The Company has worked collaboratively across its organization and with Air Traffic Control ("ATC") providers to strive to improve fuel efficiency through the implementation of best practices and by training its pilots and dispatchers and supplying them with the necessary tools to execute those strategies.

The Company, through the aerospace-focused investment vertical, of its corporate venture capital arm, United Airlines Ventures, Ltd. ("UAV"), also has been collaborating with, as well as investing in, early-stage climate technology companies that focus on lower carbon alternative propulsion technologies.

- *Adopting More Sustainable Alternatives to Conventional Jet Fuel:* We believe that large-scale adoption of sustainable aviation fuel ("SAF") in our operations is critical to achieving our net zero GHG target. SAF is an alternative to conventional jet fuel and its potential to scale is due to its 'drop-in' readiness, which means it can be used in current operations with existing aircraft and infrastructure without alterations required. The Company is working with strategic partners to scale, employ and commercialize the use of SAF as the Company believes that it is the most promising technology solution in development to date that can help abate emissions from the Company's flight operations. SAF is intended to reduce lifecycle GHG emissions by up to 85% compared with conventional jet fuel and has the added benefits of having a limited impact on performance or safety, reducing sulfur dioxide (SO₂) and soot particle emissions as well as providing energy diversification.

While the Company is an aviation leader in investing in future SAF production, SAF supply in the jet fuel market is currently constrained and represents, according to industry estimates, far less than 1% of global commercial aviation fuel usage. Additionally, the purchase of SAF today comes with a price premium, compared to conventional jet fuel, to account for the additional costs of scaling and producing this early-stage solution. As a result, as of December 31, 2023, the total volume of SAF the Company used in its operations remained less than 0.1% of its total aviation fuel usage. These challenges with present-day SAF have informed the Company's strategy of investing in SAF producers and technology to help scale the SAF market and unlock future supply for the Company.

The Company has an established history in the investment in, and use of, SAF. Beginning in 2015, the Company made its first investment in a company working to commercialize SAF production. In 2016, the Company became the first airline globally to start using SAF in its regular operations on an ongoing basis at various airports. The Company has progressed its SAF strategy with several notable milestones, including the following:

- In 2021 the Company launched its first-of-its-kind Eco-Skies Alliance program for corporations to help advance the SAF market by working with the Company to fund the price premium for SAF. The Company also established UAV, a corporate venture capital arm that seeks to invest in promising sustainable aviation technologies and innovation to usher in the future of air travel. Additionally, the Company made aviation history by operating the first passenger flight using 100% SAF in one engine from Chicago to Washington, D.C.
 - In 2022 the Company signed a purchase agreement with Neste for up to 52.5 million gallons of SAF at domestic and international stations, becoming the first U.S. airline to execute an international purchase agreement for SAF.
 - In 2023 the Company launched, through UAV, the United Airlines Ventures Sustainable Flight Fund (the "Fund") to support start-ups focused on accelerating the research, production and technologies associated with SAF. The Fund began in February 2023 with more than \$100 million in commitments from United and five limited partners. As of February 2024, the Fund has since increased in size to more than \$200 million in committed capital among a total of 22 corporate partners.
- *Improving Our Operations Beyond Our Flights:* The Company recognizes that its responsibility to address its environmental impact extends beyond the emissions generated from flights to operations across its enterprise. The Company is focused on embedding sustainability within its operations, strengthening cross-functional teams and working on initiatives intended to drive more sustainable operations while maintaining efficiencies across the business.

United continues to progress its strategic electrification of ground service equipment ("GSE") across its hubs and stations. As of the end of 2023, over 4,650 units of the Company's GSE around the world are electric, representing approximately 35% of its GSE fleet. Electrifying its fleet is integral to the Company achieving its long-term sustainability goals and the Company is committed to strategically addressing the GHG emissions from our ground operations. In early 2023, United took delivery of two Goldhofer AST-E Phoenix electric towbarless tractors for use at LAX. The Company was the first airline in North America to own and operate such equipment.

- *Collaborating with Partners:* The Company recognizes it cannot achieve its climate targets alone. The Company has devoted a significant amount of time and energy to defining a better future of flying by collaborating with employees, customers, airports, suppliers, cross-industry partners and policymakers across its value chain to scale the supply of SAF, invest in decarbonization technology solutions, minimize its environmental impact and protect the environment,

all of which are key to advancing the Company's climate goals. Some of the Company's highlights in this area include the following:

- The Company has historically supported the adoption of more aggressive industry targets and worked with both Airlines for America ("A4A") and the International Air Transport Association to drive adoption of industry-wide net-zero emissions targets by 2050 for domestic and international carriers, respectively. In addition, the Company worked with other airlines, low-carbon fuel producers and other stakeholders from across the SAF value chain to support the Biden Administration's SAF Grand Challenge to collectively make 3 billion gallons of SAF available domestically by 2030.
- The Company is a founding member of the Biden Administration's First Movers Coalition, a collective of leading companies committing to purchase low-carbon technologies in hard-to-abate sectors. As part of its membership, the Company has committed to using emerging technologies with significant emissions reductions by 2030 and has also set a target of replacing at least 5% of conventional jet fuel demand with SAF that reduces lifecycle GHG emissions by 85% or more compared with conventional jet fuel by 2030.
- The Company worked with federal policymakers to champion passage of new production tax credits for SAF in the Inflation Reduction Act of 2022 (the "IRA"). These credits create an economic incentive for increased SAF production within the United States.
- The Company led a cross-sectoral effort to incentivize SAF in Illinois, lowering the overall cost of SAF for consumption at the state level. The Sustainable Aviation Fuel Purchase Credit was enacted in Illinois in February 2023 and became effective in mid-2023.

In 2023, the Company evolved its GHG reporting to align with corporate best practices around GHG accounting protocols, including anticipated updates in accounting guidance from SBTi and the Greenhouse Gas Protocol. This revised reporting methodology allows us to provide greater transparency around the aircraft's GHG emissions from burning conventional jet fuel and SAF. Biogenic GHG emissions from SAF are not reported as Scope 1-3 emissions. The Company believes that its absolute GHG emissions will increase in the immediate future as the Company continues to grow. In addition, even though purchasing voluntary carbon offsets could present near-term emissions reductions, as outlined above, the Company is resolute in attaining its mid-term and long-term climate goals without relying on the use of voluntary carbon offsets to support its climate targets and has made progress towards implementing solutions that the Company believes are needed to permanently change aviation and reduce the environmental impact of air travel to protect our planet for generations to come. Such commitment is demonstrated by the end of the Company's customer offset program and elimination of emission reductions realized by carbon offsets as reflected in its GHG inventory. Additional quantitative emissions data for fiscal years 2022 and 2021 are as follows:

Carbon Emissions	2022	2021
Direct (Scope 1) GHG Emissions in Metric Tons CO₂e		
Gross GHG emissions	30,400,715	21,375,275
Net GHG emissions	30,400,715	21,370,485
Biogenic Emissions in Metric Tons CO₂e		
Biogenic (Outside of Scope) Emissions	26,806	Not calculated
Indirect Emissions in Metric Tons CO₂e		
Indirect (Scope 2) GHG emissions	149,252	160,794
Other indirect (Scope 3) GHG emissions (a)	13,343,676	5,561,745
Total Net GHG Emissions in Metric Tons CO₂e (b)	43,893,642	27,093,024

Carbon Emissions Intensity Rates (c)	2022	2021
Emissions Intensity per Revenue ton-kilometer ("RTK")		
Mainline RTKs (millions) (d)	39,526	25,212
Metric tons CO ₂ e/1,000 mainline RTKs (e)	773	854
Metric tons CO ₂ e/1,000 mainline and regional RTKs (f)	1,098	1,307
Emissions Intensity per ASM		
ASMs (millions) (g)	247,858	178,684
Metric tons CO ₂ e/1,000 mainline and regional ASMs (h)	176	151

(a) 2021 included Scope 3 categories 4, 7, 14 and 15 while 2022 included Scope 3 categories 3, 4, 7, 14 and 15.

(b) Excludes biogenic emissions in accordance with Greenhouse Gas Protocol.

(c) Intensity rates and operational figures are calculated based on third-party verified data for 2022 and 2021.

(d) The number of mainline revenue (passenger and cargo) tons transported multiplied by the number of miles flown on each segment.

(e) Scope 1+2 emissions/mainline RTKs; metric used for tracking progress against industry goal of 1.5%/year efficiency improvement.

(f) Scope 1+2+3 (categories 3 and 4) emissions/mainline+regional RTKs; metric used for tracking progress against the Company's 2035 carbon emissions intensity goal and 2050 carbon emission goal.

(g) The number of seats available for passengers multiplied by the number of scheduled miles those seats are flown.

(h) Scope 1+2+3 (categories 3, 4, 7 and 14) emissions/mainline+regional ASMs.

Additional information on United's commitment to environmental sustainability is available at united.com/sustainability. The information contained on or connected to the Company's website is not incorporated by reference into this Form 10-K and should not be considered part of this or any other report filed with the SEC.

Human Capital Management and Resources

Demographics: As of December 31, 2023, UAL, including its subsidiaries, had approximately 103,300 employees, of whom approximately 83% were represented by various U.S. labor organizations. See our section "The maintenance of our relationships with our labor unions" below for information on the represented employee groups.

As of December 31, 2023, of our U.S. employees, approximately 39% were female and approximately 50% self-identified as part of an underrepresented racial or ethnic group. Our workforce diversity metrics are reported regularly to the executive team and to the Board. The Board believes that its membership should continue to reflect a diversity of gender, race, ethnicity, age, sexual orientation and gender identity and is committed to actively seeking women and minority candidates for the pool from which director candidates are chosen in support of the Board's commitment to diversity. The following table contains aggregate information regarding certain self-identified characteristics of our U.S. employees and directors:

U.S. Employees and Directors (a)

	Board of Directors	Company-wide	Frontline	Professional/Supervisory	Senior Professional/Leaders	Senior Leaders
Female	5	36,089	31,320	3,278	1,400	91
Male	9	56,008	49,322	3,977	2,533	176
Asian	—	11,434	9,650	1,000	760	24
American Indian/Alaska Native	—	401	363	26	11	1
Black/African American	3	13,580	12,158	1,089	317	16
Hispanic/Latino	—	16,411	14,677	1,345	372	17
Hawaiian/Pacific Island	—	2,674	2,485	153	35	1
Not disclosed	—	1,388	1,227	104	54	3
Two or more races	—	1,764	1,561	145	53	5
White	11	44,445	38,521	3,393	2,331	200

(a) Employee diversity representation data is for U.S. workforce only, excluding employees on leave and those directly employed by United subsidiaries, as of December 31, 2023. Diversity tracking is prohibited by law in some international locations. Numbers may not sum due to rounding.

People & Culture: We believe that our employees represent the brightest and highest-performing people in the aviation industry. Our continued ability to attract, hire, develop and retain skilled personnel with industry experience and knowledge at all levels of our organization is the foundation of our success, especially in light of our ambitious growth agenda under our United Next plan. Our human capital management strategy is designed to help us find the best talent who can drive our United Next objectives and provide the tools to prepare them for critical roles and leadership positions in the future. We are proud of our Company culture and plan to continue to execute our strategy through the following:

1. Our talent acquisition process and succession planning.

We developed talent acquisition tools and programs to help us continue to (i) attract the candidates who can deliver the highest levels of service to our customers; (ii) ensure recruiting, retention and leadership development goals are systematically executed throughout the Company; and (iii) broaden and strengthen our talent channels and pipelines so that we can cultivate the next generation of talent that will lead our company into the future. In 2023, the Company hired approximately 17,000 employees across the globe through the Company's external career site, professional association partnerships, employee referrals, universities and other external sources.

Our human resources programs are designed to facilitate internal talent mobility. We encourage employees to identify the paths that can build the skills, experience, knowledge and competencies needed for career advancement. In 2023, about 75% of our senior leader positions filled were internal placements and 513 frontline employees were promoted into management roles, the latter of which was consistent with last year and almost three times as many as in prior years.

In addition, as a global company that operates in hundreds of locations around the world with millions of customers, we believe that we have a unique responsibility to provide transformative opportunities to enter into high paying aviation fields that have been inaccessible to many of the people who live in the communities that we serve. We have been focused on effecting change in these communities that we believe can impact the entire aviation workforce landscape through our United Pathways programs (which include the Aviate, Calibrate and Innovate programs that make pilot, technician and digital technology careers more accessible by raising awareness, focusing on skills-first hiring and removing financial barriers).

We believe that our talent management process provides equal and consistent opportunities for employees. The Company's policies strictly prohibit any form of employment discrimination. To ensure accountability over time, we have committed to sharing our U.S. workforce demographic data by self-identified race, ethnicity and gender as well as our Consolidated EEO-1 Report (which includes only the Company's and United Ground Express, Inc.'s U.S. workforces) on an annual basis on our website. The information contained on or connected to the Company's website is not incorporated by reference into this Form 10-K and should not be considered part of this or any other report filed with the SEC.

Succession planning provides us the opportunity to evaluate our key successors. Executives engage in succession planning by continuously evaluating, developing and mentoring our high potential talent and providing them with advancement opportunities to ensure they are prepared when executive and management positions become available. The Board also engages in annual succession planning and talent development discussions with our Chief Executive Officer, President and Executive Vice President of Human Resources, focusing on our ability to identify, attract, prepare and retain talented employees for future leadership positions.

2. The development of our Company culture that is centered on safety, supports our employees' well-being and promotes the importance of continuously listening and responding to colleague feedback.

As stated above, safety is first in everything we do and is our first Core4 service standard. We are focused on promoting our safety culture to help ensure that every employee across the Company holds each other to the highest safety standards and strives to protect themselves, their colleagues and our customers.

To support the well-being—including physical health, mental health and financial well-being—of our employees and their families, we provide comprehensive access to benefits designed to help employees thrive. One of the ways that we aim to support the wellness of our colleagues is by partnering with them to help ensure they feel they are part of a community. Our highly engaged and employee-led Business Resource Groups ("BRG") build cultural awareness and allyship for the various communities they represent – Black/African American, LGBTQ+, multicultural, multigenerational, people with disabilities, veterans, women and families (working parents and caregivers). Membership in our BRGs grew by approximately 11,000 memberships to approximately 38,000 in 2023. Each of our eight BRGs is sponsored by a member of our executive team.

As we strive to continue to be an employer of choice, we believe it is critical that our workforce is informed, engaged and can provide feedback. Our executive team provides several avenues of engagement to inform our employee needs globally. We routinely conduct employee engagement surveys of our global workforce, which provide feedback on employee satisfaction and cover a variety of topics such as company culture, safety and values, execution of our strategy, diversity, equity and inclusion and individual development, among others.

3. Robust professional and leadership development training programs for all career stages.

Our industry and team are experiencing transformation and we have responded by becoming a learning organization, helping to guide our employees in their journey to reach their full potential. We invest heavily in our training programs, which we believe will better position us to meet our current and future business needs while also driving employee retention. We offer a broad range of leadership and professional training programs for career growth and advancement, which begins with an introduction to our culture when our employees start and progresses through new people leadership trainings as well as high potential development programs at the manager, senior manager, director and managing director levels. We provide all management-level employees with the opportunity to develop their skills through our Leadership, Airport Operations and Digital Training Institutes. With respect to our technical positions, we have developed state-of-the art technical training programs that include immersive training, virtual reality, simulations, on the job training and assessments of proficiency to ensure we operate at the highest level of aviation safety and customer service.

4. The ability for our employees to qualify for retirement, health and wellness benefits as well as, of course, travel privileges.

While our rewards package for most of our employees is defined by collective bargaining agreements, it includes competitive base pay, travel privileges and other comprehensive benefits, including health, wellness and retirement programs for all our employees, including part-time employees. We review both industry and local market data at least annually to identify trends and market gaps in order to maintain the competitiveness of our compensation and employee benefit programs. With respect to executives, a substantial proportion of their total rewards package is variable, at-risk pay that is based on Company performance and delivered in the form of equity, supporting alignment over the long term between our executives and our shareholders. We align our executives' long-term equity compensation with our shareholders' interests by linking realizable pay with stock performance. In addition, the Company has performance-based compensation programs for other management employee leaders, including managers, supervisors and team leads.

5. The maintenance of our relationships with our labor unions.

We bargain in good faith with the unions that represent our employees and frequently engage with union leaders. Collective bargaining agreements between the Company and its represented employee groups are negotiated under the Railway Labor Act ("RLA"). Such agreements typically do not contain an expiration date and instead specify an

amendable date, upon which the agreement is considered "open for amendment." The following table reflects the Company's represented employee groups, the number of employees per represented group, union representation for each employee group, and the amendable date for each employee group's collective bargaining agreement as of December 31, 2023:

Employee Group	Number of Employees	Union	Agreement Open for Amendment
United Airlines, Inc.:			
Flight Attendants	25,803	Association of Flight Attendants	August 2021
Fleet Service	15,624	International Association of Machinists and Aerospace Workers (the "IAM")	May 2025
Pilots	15,445	Air Line Pilots Association ("ALPA")	October 2027
Passenger Service	11,674	IAM	May 2025
Technicians	9,752	International Brotherhood of Teamsters (the "IBT")	December 2024
Storekeepers	1,216	IAM	May 2025
Dispatchers	500	Professional Airline Flight Control Association	December 2024
Fleet Tech Instructors	167	IAM	May 2025
Technical Operations Maintenance Planners	123	IBT	May 2028
Technical Operations Maintenance Controllers	84	IBT	November 2026
Load Planners	77	IAM	May 2025 (a)
Maintenance Instructors	54	IAM	May 2025
Security Officers	40	IAM	May 2025 (a)
United Ground Express, Inc.:			
Passenger Service	5,163	IAM	March 2025

(a) Reflecting contract ratification in February 2024.

In January 2023, United and the IBT ratified an extension to its labor contract. The agreement becomes amendable in December 2024. On February 28, 2024, United and the IBT reached a tentative agreement for an extension to their labor contract. The agreement, if ratified, becomes amendable in December 2028. The tentative agreement provides competitive pay increases and improved several work rules. In May 2023, United and the IAM ratified five agreements. The ratified agreements are effective through 2025. On February 23, 2024, United and the IAM ratified agreements covering the security guards in California and central load planners. The ratified agreements are effective through 2025. In September 2023, the Company's pilots represented by ALPA ratified an agreement with United. The agreement includes numerous work rule changes and pay rate increases during the four-year term.

Board Oversight: Our Board, assisted by several of its committees, plays a key role in the strategic oversight of management regarding the development, implementation and effectiveness of the Company's policies and strategies relating to human capital management. The Board's Executive Committee oversees and reviews significant human capital strategies, including culture, talent management and diversity, equity and inclusion ("DEI") matters, and the Board's Public Responsibility Committee reviews and monitors the development and implementation of the Company's DEI and strategic goals and objectives. Many of our Board members have experience overseeing workforce issues as CEOs and presidents of other companies or organizations. The Compensation Committee also engages an independent compensation and benefits consulting firm to help evaluate our executive compensation and benefit programs and to provide benchmarking against a group of peer companies, including peers within the airline industry.

Additional Information: See our report at crrreport.united.com, for additional information on our human capital management programs, initiatives and measures. We are committed to transparency and accountability as we work to better reflect the diversity of the communities we serve in all areas of our business and have committed to sharing our U.S. workforce demographic data by self-identified race, ethnicity and gender on an annual basis on our website. The information contained on

or connected to the Company's website is not incorporated by reference into this Form 10-K and should not be considered part of this or any other report filed with the SEC.

Industry Regulation

Airlines are subject to extensive domestic and international regulatory oversight. The following discussion summarizes the principal elements of the regulatory framework applicable to our business. Regulatory requirements, including but not limited to those discussed below, affect our operations and increase our operating costs, and future regulatory developments may continue to do the same. In addition, should any of our governmental authorizations or certificates be modified, suspended or revoked, our business and competitive position could be materially adversely affected. See Part I, Item 1A. Risk Factors—*"The airline industry is subject to extensive government regulation, which imposes significant costs and may adversely impact our business, operating results and financial condition"* for additional information on the material effects of compliance with government regulations.

Domestic Regulation. All carriers engaged in air transportation in the United States are subject to regulation by the DOT. Absent an exemption, no air carrier may provide air transportation of passengers or property without first being issued a DOT certificate of public convenience and necessity. The DOT also grants international route authority, approves international codeshare arrangements and regulates methods of competition. The DOT regulates consumer protection and maintains jurisdiction over advertising, denied boarding compensation, tarmac delays, baggage liability and other areas and may add additional expensive regulatory burdens in the future. The DOT has launched investigations or claimed rulemaking authority to regulate commercial agreements among carriers or between carriers and third parties in a wide variety of contexts.

Airlines are also regulated by the Federal Aviation Administration (the "FAA"), an agency within the DOT, primarily in the areas of flight safety, air carrier operations and aircraft maintenance and airworthiness. The FAA issues air carrier operating certificates and aircraft airworthiness certificates, prescribes maintenance procedures, oversees airport operations and regulates pilot and other employee training. From time to time, the FAA issues directives that require air carriers to inspect, modify or ground aircraft and other equipment, potentially causing the Company to incur substantial, unplanned expenses. The airline industry is also subject to numerous other federal laws and regulations. The U.S. Department of Homeland Security ("DHS") has jurisdiction over virtually every aspect of civil aviation security. The Antitrust Division of the U.S. Department of Justice ("DOJ") has jurisdiction over certain airline competition matters. The U.S. Postal Service has authority over certain aspects of the transportation of mail by airlines. Labor relations in the airline industry are generally governed by the RLA, a federal statute. The Company is also subject to investigation inquiries by the DOT, FAA, DOJ, DHS, the U.S. Food and Drug Administration ("FDA"), the U.S. Department of Agriculture ("USDA"), Centers for Disease Control and Prevention ("CDC"), OSHA and other U.S. and international regulatory bodies.

Airport Access. Access to landing and take-off rights, or "slots," at several major U.S. airports served by the Company are subject to government regulation. Federally-mandated domestic slot restrictions that limit operations and regulate capacity currently apply at three airports: Reagan National Airport in Washington, D.C., and John F. Kennedy International Airport and LaGuardia Airport in the New York City metropolitan region. Additional restrictions on takeoff and landing slots at these and other airports may be implemented in the future and could affect the Company's rights of ownership and transfer as well as its operations.

Legislation. The airline industry is subject to legislative actions (or inactions) that may have an impact on operations and costs. In 2018, the U.S. Congress approved a five-year reauthorization for the FAA, expiring September 30, 2023. Congress subsequently extended the FAA's authorization through March 8, 2024. Discussions in connection with the reauthorization could include a wide range of tax and policy issues. Potential policy changes for consideration could include airline customer service requirements, aviation safety, investments in FAA staffing and resources, advancements in improving ATC technology, labor requirements and managing new entrants in the National Air Space. These issues could impact the Company and larger airline industry. Congressional action on reauthorization is expected to occur after the March 2024 expiration date, and in that case, Congress will likely pass an extension of current law to prevent any lapse in taxing authority.

International Regulation. International air transportation is subject to extensive government regulation. In connection with the Company's international services, the Company is regulated by both the U.S. government and the governments of the foreign countries or regions the Company serves. In addition, the availability of international routes to U.S. carriers is regulated by aviation agreements between the U.S. and foreign governments and in some cases, fares and schedules require the approval of the DOT and/or the relevant foreign governments.

Legislation. Foreign countries are increasingly enacting passenger protection laws, rules and regulations that meet or exceed U.S. requirements. In cases where this activity exceeds U.S. requirements, additional burden and liability may be placed on the Company. Certain countries have regulations requiring passenger compensation from the Company and/or enforcement penalties in addition to changes in operating procedures due to overbooked, canceled or delayed flights.

Airport Access. Historically, access to foreign routes has been tightly controlled through bilateral agreements between the U.S. and each foreign jurisdiction involved. These agreements regulate the routes served, the number of carriers allowed to serve each route and the frequency of carriers' flights. Since the early 1990s, the U.S. has pursued a policy of "Open Skies" (meaning all U.S. and foreign carriers have access to the destination) under which the U.S. government has negotiated a number of bilateral agreements allowing unrestricted access between U.S. and foreign points. Currently, there are more than 100 Open Skies agreements in effect. However, even with Open Skies, many of the airports that the Company serves in Asia, Africa, the Middle East, the Pacific, Europe, and Latin America maintain slot controls. A large number of these slot controls exist due to congestion, environmental and noise protection and reduced capacity due to runway and ATC construction work, among other reasons.

The Company's ability to serve some foreign routes and expand into certain others is limited by the absence of aviation agreements between the U.S. government and the relevant foreign governments. Shifts in U.S. or foreign government aviation policies may lead to the alteration or termination of air service agreements. Depending on the nature of any such change, the value of the Company's international route authorities and slot rights may be materially enhanced or diminished. Similarly, foreign governments control their airspace and can restrict our ability to overfly their territory, which may enhance or diminish the value of the Company's existing international route authorizations and slot rights.

Epidemics or pandemics, such as the COVID-19 pandemic, may cause governments to restrict entry of passengers and/or to impose health management rules which can include vaccinations, boosters, testing, quarantine upon arrival, health declarations and temperature screens, among others. Such requirements may result in reduced demand for travel in certain circumstances and may cause the Company to suspend certain international services. Although certain governments may grant waivers for limited periods that allow the Company to maintain existing slot rights and route authorizations while not operating at a particular foreign point, waivers are not guaranteed.

Environmental Regulation. The airline industry is subject to increasingly stringent federal, state, local and international environmental regulations, including those regulating emissions to air, water discharges, safe drinking water and the use and management of hazardous substances and wastes. The Company endeavors to comply with all applicable environmental regulations.

Climate Change and Sustainability. As outlined above, the Company's commitment to becoming a more environmentally sustainable company extends beyond seeking to comply with regulatory requirements. At the same time, efforts to reduce carbon emissions through environmental sustainability legislation and regulation, or non-binding standards or accords, is an increased focus of global, national and regional regulators. The International Civil Aviation Organization's ("ICAO") Carbon Offsetting and Reduction Scheme for International Aviation ("CORSIA"), adopted in October 2016, is intended to be a single global market-based measure to achieve carbon-neutral growth for international aviation, by requiring airlines to purchase eligible carbon offsets, or, lower their carbon offsetting obligations through the use of eligible sustainable fuels. In October 2022, the ICAO Assembly passed a resolution establishing the baseline for the subsequent phases of CORSIA at 85% of 2019 emissions. This decision is expected to substantially increase United's anticipated CORSIA compliance costs for the first phase, 2024-2026, as compared to the prior 2019-only baseline. The exact mechanism by which CORSIA will be implemented domestically is currently unknown as the federal government has not enacted legislation or regulations to implement the first phase of CORSIA. Additionally, the market for CORSIA-eligible offsets is severely constrained, as the ICAO Council has so far approved only two registries as eligible to supply CORSIA-eligible emissions units for the 2024-2026 compliance period.

Other jurisdictions are proposing or enacting regulations to limit GHG emissions from aviation. A policy to regulate GHG emissions from aviation known as the European Union ("EU") Emission Trading System ("ETS") was adopted in 2009, but applicability to flights arriving at or departing from airports outside the EU has been postponed several times, most recently until 2027. The extension of the EU ETS to extra-EU flights could still occur in future years, depending on the EU government's assessment of the effectiveness of CORSIA. In addition to the EU ETS, other countries are considering climate proposals that would impact aviation. For example, in 2023 the Dutch government announced plans to introduce a CO₂ emissions ceiling for international aviation, whereby each airport would be restricted to a CO₂ budget for consecutive three-year periods. The exact scope of the regulation is unknown, but if adopted in 2024, it could apply as early as 2025. Domestically, in December 2020, the U.S. Environmental Protection Agency ("EPA") adopted its own aircraft and aircraft engine GHG emissions standards, which are aligned with the 2017 ICAO airplane CO₂ emission standards. In June 2022, the same standards were proposed by the FAA, the agency responsible for enforcing the standard at the time of aircraft certification, and the regulations were finalized in February 2024.

The Company believes that policies that incentivize the production of SAF, such as the passage of tax credit incentives for the production of SAF in the IRA, or economy-wide carbon prices or taxes, will enable the Company to decarbonize its operations more cost efficiently than a patchwork of regulatory requirements on aviation, particularly those that require airlines to reduce flights or impose the cost of transitioning to low-carbon alternatives disproportionately on airlines. The Company lauded the

U.S. government's passage of the IRA and will continue to work with policymakers to adopt policies that incentivize the production of SAF to allow the industry to transition to a lower carbon future, including policies that will allow ethanol-based SAF to qualify for IRA tax credits. In addition, while the Company continues to plan on meeting its mid-term and long-term climate goals without relying on voluntary carbon offsets, the Company may be subject to future regulatory requirements that require the purchase of non-voluntary carbon offsets, which may expose the Company to additional costs associated with the procurement of offsets or limited supply in the carbon offsets market. The Company believes that policies that incentivize in-sector emissions reductions, rather than carbon offset purchases, will better support the industry's transition to a lower carbon future.

A number of climate-related regulations have recently been finalized that will require the Company to develop compliance programs and strategies. Recently, the EU finalized its ReFuelEU regulation which requires fuel producers in EU states to supply a minimum percentage of SAF in aviation fuel provided to aircraft operators at covered EU airports beginning January 1, 2025. ReFuelEU requires airlines flying out of covered EU airports to comply with refueling obligations beginning January 1, 2025. Under ReFuelEU, United will be subject to the refueling obligation for flights from covered EU airports and will be required to submit verified reports to the European Union Aviation Safety Agency on its purchases of SAF and its actual aviation fuel uplift at the covered airports. Similar SAF blending mandates have also been introduced in France, Norway, India and Japan. Separately, a number of countries and other jurisdictions, including California, have finalized or proposed low carbon fuel standards that would impose compliance obligations on jet fuel and effectively create a cap-and-trade system for low carbon fuels. The implementation of low carbon fuel standards that include obligations for jet fuel are expected to increase United's operating costs.

Other regulations are emerging globally that would require companies such as United to increasingly measure, disclose, and mitigate environmental sustainability risks both within their operations and their supply chains, such as the EU's Corporate Sustainability Due Diligence Directive and Corporate Sustainability Reporting Directive.

Other Regulations. Our operations are subject to a variety of other environmental laws and regulations both in the United States and internationally. These include noise-related restrictions on aircraft types and operating times and state and local air quality initiatives which have resulted in, or could in the future result in, curtailments in services, increased operating costs, limits on expansion, or further emission reduction requirements. Certain airports and/or governments, both domestically and internationally, either have established or are seeking to establish environmental fees and other requirements applicable to carbon emissions, local air quality pollutants and/or noise, sustainable aviation fuel blending mandates and the use of products and material such as single-use plastics. The implementation of these requirements is expected to result in increased operational costs to develop compliance programs and strategies.

Governmental authorities in the U.S. and abroad have passed legislation restricting the use of per- and polyfluoroalkyl substances ("PFAS") which have been used in manufacturing, industrial, and consumer applications, including those related to aviation. State governments and local municipalities have adopted legislation prohibiting the use of Class B fire-fighting foam agents that contain intentionally added PFAS. As a result, the Company continues to incur costs to convert existing fixed foam fire suppression systems to accommodate PFAS-free firefighting foam agents. In addition, the EPA has developed the PFAS Strategic Roadmap, which includes regulatory actions across a wide spectrum of its statutory authorities, including the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), the Resource Conservation and Recovery Act, the Clean Water Act, the Toxic Substances Control Act and the Safe Drinking Water Act. In August 2022, EPA proposed to designate two PFAS substances, perfluorooctanoic acid ("PFOA") and perfluorooctanesulfonic acid ("PFOS") as hazardous substances under CERCLA. The proposed rule, expected to be finalized in March 2024, would authorize the EPA to order cleanup actions and hold responsible parties liable under CERCLA's joint and several liability scheme. The rule, if finalized, would also require the Company to immediately report releases that meet or exceed the reportable quantity of PFOA or PFOS to the EPA and any other applicable state and local agencies. The Company expects these broad regulatory policies will increase the risk of incurring remediation costs and/or liabilities at current and former locations at which the Company currently or historically used fire-fighting foam agents containing PFOA, PFOS or other PFAS substances. To mitigate these risks, the Company is working to remove PFAS-containing fire-fighting foam from its hangars and other assets through a phased retrofit/replacement strategy and is committed to transitioning to PFAS-free materials for fire suppression. Finally, environmental cleanup laws and lease obligations could require the Company to undertake (or subject the Company to liability for costs associated with) investigation and remediation actions at certain owned or leased locations or third-party disposal locations. Because PFOA, PFOS and other PFAS substances are expected to be regulated under CERCLA and have been regulated under other environmental cleanup laws, the Company may become subject to potential liability for its historic usage of PFAS-containing materials. Until the applicability of new regulations to our specific operations is better defined and/or until pending regulations are finalized, future costs to comply with such regulations will remain uncertain but are likely to increase our operating costs over time.

While the Company is required to comply with numerous applicable environmental regulations, the Company believes that these regulations and programs, including the first phase of CORSIA, EPA regulations regarding PFAS and GHG emissions, and other existing environmental regulations, are not reasonably likely to have a material effect on the Company's results or competitive position. However, the precise nature of future requirements and their applicability to the Company are difficult to predict, and the financial impact to the Company and the aviation industry could be significant.

Information about Our Executive Officers

Below is a list of the Company's executive officers as of the date hereof, including their name, office(s) held and age.

Name	Position	Age
Torbjorn (Toby) J. Enqvist	Executive Vice President and Chief Operations Officer	52
Kate Gebo	Executive Vice President Human Resources and Labor Relations	55
Brett J. Hart	President	54
Linda P. Jojo	Executive Vice President and Chief Customer Officer	58
J. Scott Kirby	Chief Executive Officer	56
Michael Leskinen	Executive Vice President and Chief Financial Officer	44
Andrew Nocella	Executive Vice President and Chief Commercial Officer	54

Set forth below is a description of the background of each of the Company's executive officers. Executive officers are elected by UAL's Board for an initial term that continues until the first Board meeting following the next Annual Meeting of Shareholders and thereafter, are elected for a one-year term or until their successors have been chosen, or until their earlier death, resignation or removal. Executive officers serve at the discretion of the Board. Unless otherwise stated, employment is by UAL and United. There are no family relationships between any executive officer or director of UAL.

Torbjorn (Toby) J. Enqvist. Mr. Enqvist has served as Executive Vice President and Chief Operations Officer of UAL and United since July 2022. From June 2021 to July 2022, he served as Executive Vice President and Chief Customer Officer of UAL and United. From August 2018 to May 2021, he served as Senior Vice President and Chief Customer Officer of UAL and United. From December 2017 to August 2018, he served as Senior Vice President of Network Operations and Customer Solutions of UAL and United. From July 2017 to December 2017, he served as Senior Vice President of Customer Solutions and Recovery of UAL and United. From December 2015 to June 2017, he served as Vice President Hubs Domestic & International Line Stations. From January 2014 to November 2015, he served as Vice President Project Quality. From November 2011 to December 2013, he served as Vice President Newark Hub. From January 2010 to October 2011, he served as Vice President Security & Environment Affairs. Mr. Enqvist joined Continental Airlines, Inc. ("Continental") in 1996.

Kate Gebo. Ms. Gebo has served as Executive Vice President Human Resources and Labor Relations of UAL and United since December 2017. From November 2016 to November 2017, Ms. Gebo served as Senior Vice President, Global Customer Service Delivery and Chief Customer Officer of United. From October 2015 to November 2016, Ms. Gebo served as Vice President of the Office of the Chief Executive Officer of United. From November 2009 to October 2015, Ms. Gebo served as Vice President of Corporate Real Estate of United.

Brett J. Hart. Mr. Hart has served as President of UAL and United since May 2020. From March 2019 to May 2020, he served as Executive Vice President and Chief Administrative Officer of UAL and United. From May 2017 to March 2019, he served as Executive Vice President, Chief Administrative Officer and General Counsel of UAL and United. From February 2012 to May 2017, he served as Executive Vice President and General Counsel of UAL and United. Mr. Hart served as acting Chief Executive Officer and principal executive officer of the Company, on an interim basis, from October 2015 to March 2016. From December 2010 to February 2012, he served as Senior Vice President, General Counsel and Secretary of UAL, United and Continental. From June 2009 to December 2010, Mr. Hart served as Executive Vice President, General Counsel and Corporate Secretary at Sara Lee Corporation, a consumer food and beverage company. From March 2005 to May 2009, Mr. Hart served as Deputy General Counsel and Chief Global Compliance Officer of Sara Lee Corporation.

Linda P. Jojo. Ms. Jojo has served as Executive Vice President and Chief Customer Officer of UAL and United since July 2022. From June 2017 to July 2022, she served as Executive Vice President Technology and Chief Digital Officer of UAL and United. From November 2014 to June 2017, she served as Executive Vice President and Chief Information Officer of UAL and United. From July 2011 to October 2014, she served as Executive Vice President and Chief Information Officer of Rogers Communications, Inc., a Canadian communications and media company. From October 2008 to June 2011, she served as Chief Information Officer of Energy Future Holdings, a Dallas-based privately held energy company and electrical utility provider.

J. Scott Kirby. Mr. Kirby has served as Chief Executive Officer of UAL and United since May 2020. Mr. Kirby served as President of UAL and United from August 2016 to May 2020. Prior to joining the Company, from December 2013 to August 2016, Mr. Kirby served as President of American Airlines Group and American Airlines, Inc. Mr. Kirby also previously served as President of US Airways from October 2006 to December 2013. Mr. Kirby held significant other leadership roles at US Airways and at America West prior to the 2005 merger of those carriers, including Executive Vice President—Sales and Marketing (2001 to 2006); Senior Vice President, e-business (2000 to 2001); Vice President, Revenue Management (1998 to 2000); Vice President, Planning (1997 to 1998); and Senior Director, Scheduling and Planning (1995 to 1998). Prior to joining America West, Mr. Kirby worked for American Airlines Decision Technologies and at the Pentagon.

Michael Leskinen. Mr. Leskinen has served as Executive Vice President and Chief Financial Officer of UAL and United since September 2023. Mr. Leskinen served as Vice President of Corporate Development and Investor Relations of United from April 2019 to September 2023. In 2021, he added the title of President of UAV, an industry-first corporate venture capital fund that identifies and invests in opportunities to decarbonize air travel and enhance the customer travel experience. From January 2018 to April 2019, Mr. Leskinen served as Managing Director of Investor Relations of UAL and United. Prior to joining United, Mr. Leskinen was an executive director at J.P. Morgan Asset Management from 2013 to 2017, where he led the firm's investment efforts in aerospace, defense, and airlines. From 2009 to 2013, he worked at Oppenheimer Funds focused on the aerospace sector.

Andrew Nocella. Mr. Nocella has served as Executive Vice President and Chief Commercial Officer of UAL and United since September 2017. From February 2017 to September 2017, he served as Executive Vice President and Chief Revenue Officer of UAL and United. Prior to joining the Company, from August 2016 to February 2017, Mr. Nocella served as Senior Vice President, Alliances and Sales of American Airlines, Inc. From December 2013 to August 2016, he served as Senior Vice President and Chief Marketing Officer of American Airlines, Inc. From August 2007 to December 2013, he served as Senior Vice President, Marketing and Planning of US Airways.

ITEM 1A. RISK FACTORS.

Any of the risks and uncertainties described below could significantly and negatively affect our business operations, financial condition, operating results (including components of our financial results), cash flows, prospects, reputation or credit ratings, which could cause the trading price of our common stock to decline significantly. Additional risks and uncertainties that are not presently known to us, or risks that we currently consider immaterial, could also impair our business operations, financial condition, operating results, cash flows, prospects, reputation or credit ratings.

Strategic and Business Development Risks

We may not be successful in executing elements of our strategic operating plan, which may have a material adverse impact on our business, financial results and market capitalization.

United Next, the Company's strategic operating plan, includes firm orders of over 700 narrow and widebody aircraft, retrofitting plans and plans to increase mainline daily departures and available seats across the Company's North American network. In developing our United Next plan, we made certain assumptions including, but not limited to, customer demand (in light of changing economic conditions), fuel costs, delivery of aircraft, aircraft certification approval timelines, labor market constraints and related costs, supply chain constraints, inflationary pressures, voluntary or mandatory groundings of aircraft, our regional network, competition, market consolidation and other macroeconomic and geopolitical factors. We also subsequently adjusted certain of our assumptions as a result of the increase in costs due to infrastructure improvements, new labor contracts and aircraft maintenance that were needed to support our United Next plan as well as the expected delay in 737 MAX 10 aircraft deliveries. Actual conditions may be different from our assumptions at any time and could cause the Company to further adjust its strategic operating plan. In addition, we cannot provide any assurance that we will be able to successfully execute our strategic plan, that the growth that we anticipate will occur through execution of our strategic plan will not exacerbate any other risk described in this Form 10-K (especially relating to fuel costs, the impact of economic pressures or geopolitical events, our supply chain or our ability to attract, train and retain talent), that our strategic plan will not result in additional unanticipated costs, that our suppliers will timely provide adequate products or support for our products (including but not limited to certification and delivery of aircraft) or that our strategic plan will result in improvements in future financial performance. If we do not successfully execute our United Next or other strategic plans, or if actual results vary significantly from our expectations, our business, operating results, financial condition and market capitalization could be materially and adversely impacted. The failure to successfully structure our business to meet market conditions could have a material adverse effect on our business, operating results and financial condition.

Changes in the Company's network strategy over time or other factors outside of the Company's control may make aircraft on order less economic for the Company, result in costs related to modification or termination of aircraft orders or cause the Company to enter into orders for new aircraft on less favorable terms, and any inability to accept or integrate new aircraft into the Company's fleet as planned could increase costs or affect the Company's flight schedules.

The Company's orders for new aircraft are typically made years in advance of actual delivery of such aircraft and the financial commitment required for purchases of new aircraft is substantial. As a result of our network strategy changing or our demand expectations not being realized, our preference for the aircraft that we previously ordered may decrease; however, the Company may be responsible for material liabilities to its counterparties if it were to attempt to modify or terminate any of its existing aircraft order commitments and our financial condition could be adversely impacted. These risks are heightened as a result of the Company's sizeable United Next aircraft orders. Additionally, the Company may have a need for additional aircraft that are not available under its existing orders and may seek to acquire aircraft from other sources, such as through lease arrangements, which may result in higher costs or less favorable terms, or through the purchase or lease of used aircraft. The Company may not be able to acquire such aircraft when needed on favorable terms or at all.

Furthermore, if, for any reason, the Company is unable or does not want to accept deliveries of new aircraft or integrate such new aircraft into its fleet as planned, the Company may face higher financing and operating costs than planned or litigation risks and may be required to seek extensions of the terms for certain leased aircraft or otherwise delay the exit of other aircraft from its fleet. Unanticipated extensions or delays may require the Company to operate existing aircraft beyond the point at which it is economically optimal to retire them, resulting in increased maintenance costs, or reductions to the Company's schedule, thereby reducing revenues.

The imposition of new tariffs, or any increase in existing tariffs, on the importation of commercial aircraft that the Company orders may also result in higher costs.

Failure to effectively manage acquisitions, divestitures, investments, joint ventures and other portfolio actions could adversely impact our operating results. In addition, any businesses or assets that we acquire in the future increase our exposure to unknown liabilities or other issues and also may underperform as compared to expectations.

An important part of the Company's strategy to expand its global network and operate an environmentally sustainable and responsible airline has included making significant investments, both domestically and in other parts of the world, including in other airlines and other aviation industry participants, producers of SAF and manufacturers of electric and other new generation aircraft. For instance, the Company plans to continue to make additional investments through its corporate venture capital arm, UAV and as a limited partner of the Fund. However, since there are a limited number of potential arrangements, and other airlines and industry participants seek to enter into similar relationships, this may make it difficult for the Company to complete strategic investments on commercially reasonable terms or at all.

These investments are inherently risky and may not be successful. Future revenues, profits and cash flows of these and future investments and repayment of invested or loaned funds may not materialize due to safety concerns, regulatory issues, supply chain constraints or other factors beyond our control. Where we acquire debt or equity securities as all or part of the consideration for business development activities, such as in connection with a joint venture, the value of those securities will fluctuate and may depreciate in value. We may not control the companies in which we make investments and, as a result, we will have limited ability to determine their management, operational decisions, internal controls and compliance and other policies, which can result in additional financial and reputational risks. Further, acquisitions and investments create exposure to assumed litigation and unknown liabilities, as well as undetected internal control, regulatory compliance or other issues, or additional costs not anticipated at the time the transaction was completed, and our due diligence efforts may not identify such liabilities or issues, or they may not be disclosed to us.

From time to time, we also divest assets. We may not be successful in separating any such assets, and losses on the divestiture of, or lost operating income from, such assets may adversely affect our earnings. Any divestitures also may result in continued financial exposure to the divested businesses following the transaction, such as through guarantees or other financial arrangements or potential litigation.

In addition, we have incurred, and may again in the future incur, asset impairment charges related to acquisitions, divestitures, investments or joint ventures that have the effect of reducing our earnings. Moreover, new or revised accounting standards, rules and interpretations could result in changes to the recognition of income and expense that may materially and adversely affect our financial results.

If the execution or implementation of acquisitions, divestitures, investments, joint ventures and other portfolio actions is not successful, it could adversely impact our financial condition, cash flows and results of operations. In addition, due to the Company's substantial amount of debt, there are certain limitations on the Company's business development capacity. Further, pursuing these opportunities may require us to obtain additional equity or debt financing and could result in increased leverage and/or a downgrade of our credit ratings.

Business, Operational and Industry Risks

The Company could experience adverse publicity, harm to its brand, reduced travel demand, potential tort liability and operational restrictions as a result of an accident, catastrophe or incident involving its aircraft or its operations or the aircraft or operations of another airline, which may result in a material adverse effect on the Company's business, operating results or financial condition.

An accident, catastrophe or incident involving an aircraft that the Company operates, or an aircraft or aircraft type that is operated by another airline, or an incident involving the Company's operations, or the operations of another airline, could have a material adverse effect on the Company if such accident, catastrophe or incident created a public perception that the Company's operations, or the operations of its codeshare partners or regional carriers, are not safe or reliable, or are less safe or reliable than other airlines. Further, any such accident, catastrophe or incident involving the Company, its regional carriers or its codeshare partners could expose the Company to significant liability. Although the Company currently maintains liability insurance in amounts and of the type the Company believes to be consistent with industry practice to cover damages arising from any such accident, catastrophe or incident, and the Company's codeshare partners and regional carriers carry similar insurance and generally indemnify the Company for their operations, if the Company's liability exceeds the applicable policy limits or the ability of another carrier to indemnify it, the Company could incur substantial losses from an accident, catastrophe or incident, which may result in a material adverse effect on the Company's business, operating results or financial condition. In addition, any such accident, catastrophe or incident involving the Company, its regional carriers or its codeshare partners could result in operational restrictions on the Company, including voluntary or mandatory groundings of aircraft. Voluntary or involuntary groundings have also impacted, and could in the future impact, the Company's financial results and operations in numerous ways, including reduced revenue, redistributions of other aircraft and deferrals of capital expenditure and other spending. For example, in January 2024, the FAA issued an Emergency Airworthiness Directive suspending service of all Boeing 737 MAX 9 aircraft operated by U.S. airlines, resulting in the grounding of all 79 of the Company's Boeing 737 MAX 9 aircraft, which has negatively impacted the Company's financial performance in the first quarter of 2024. Previously, in

February 2021, the FAA issued an Emergency Airworthiness Directive regarding certain Boeing 777 Pratt & Whitney powered aircraft, which required the Company to keep more than 50 aircraft out of service until required repairs were made to improve the safety of the engines. A prolonged period of time operating a reduced fleet in these circumstances could result in a material adverse effect on the Company's business, operating results or financial condition.

The global airline industry is highly competitive and susceptible to price discounting and changes in capacity, which could have a material adverse effect on our business, operating results and financial condition.

The airline industry is highly competitive, marked by significant competition with respect to routes, fares, schedules (both timing and frequency), services, products, customer service and frequent flyer programs. Consolidation in the airline industry, the rise of well-funded government sponsored international carriers, changes in international alliances, swaps of landing and slots and the creation of immunized JBAs have altered and are expected to continue to alter the competitive landscape in the industry, resulting in the formation of airlines and alliances with increased financial resources, more extensive global networks and services and competitive cost structures. Open Skies agreements, including the longstanding agreements between the United States and each of the EU, Canada, Japan, Korea, New Zealand, Australia, Colombia and Panama, as well as the more recent agreements between the United States and each of Mexico, Brazil and the UK, may also give rise to better integration opportunities among international carriers. Movement of airlines between current global airline alliances could reduce joint network coverage for members of such alliances while also creating opportunities for JBAs and bilateral alliances that did not exist before such realignment. Further airline and airline alliance consolidations or reorganizations could occur in the future, and other airlines participating in such activities may significantly improve their cost structures or revenue generation capabilities, thereby potentially making them stronger competitors of the Company and impairing the Company's ability to realize expected benefits from its own strategic relationships.

Airlines also compete by increasing or decreasing their capacity, including route systems and the number of destinations served. Several of the Company's domestic and international competitors have increased their international capacity by including service to some destinations that the Company currently serves, causing overlap in destinations served and, therefore, increasing competition for those destinations. This increased competition in both domestic and international markets may have a material adverse effect on the Company's business, operating results and financial condition.

The Company's U.S. operations are subject to competition from traditional network carriers, national point-to-point carriers and discount carriers, including low-cost carriers and ultra-low-cost carriers that may have lower costs and provide service at lower fares to destinations also served by the Company. The significant presence of low-cost carriers and ultra-low-cost carriers, which engage in substantial price discounting, may diminish our ability to achieve sustained profitability on domestic and international routes and has also caused us to reduce fares for certain routes, resulting in lower yields on many domestic markets. Our ability to compete in the domestic market effectively depends, in part, on our ability to maintain a competitive cost structure. If we cannot maintain our costs at a competitive level, then our business, operating results and financial condition could continue to be materially and adversely affected. In addition, our competitors have established new routes and destinations, including some at our hub airports, which may compete with our existing routes and destinations and expansion plans.

Our international operations are subject to competition from both foreign and domestic carriers. For instance, competition is significant from government-subsidized competitors from certain Middle East countries. These carriers have large numbers of international widebody aircraft on order and are increasing service to the U.S. from their hubs in the Middle East. The government support provided to these carriers has allowed them to grow quickly, reinvest in their product, invest in other airlines and expand their global presence. We also face competition from foreign carriers operating under "fifth freedom" rights permitted under international treaties that allow certain carriers to provide service to and from stopover points between their home countries and ultimate destinations, including points in the United States, in competition with service provided by us.

Through alliance and other marketing and codesharing agreements with foreign carriers, U.S. carriers have increased their ability to sell international transportation, such as services to and beyond traditional global gateway cities. Similarly, foreign carriers have obtained increased access to interior U.S. passenger traffic beyond traditional U.S. gateway cities through these relationships. In addition, several JBAs among U.S. and foreign carriers have received grants of antitrust immunity allowing the participating carriers to coordinate schedules, pricing, sales and inventory. If we are not able to continue participating in these types of alliance and other marketing and codesharing agreements in the future, our business, operating results and financial condition could be materially and adversely affected.

Our MileagePlus frequent flyer program benefits from the attractiveness and competitiveness of United Airlines as a material purchaser of award miles and the majority recipient for mileage redemption. If we are not able to maintain a competitive and attractive airline business, our ability to acquire, engage and retain customers in the loyalty program may be adversely affected, which could adversely affect the loyalty program's and our operating results and financial condition.

Further, our MileagePlus frequent flyer program also faces significant and increasing direct competition from the frequent flyer programs offered by other airlines, as well as from similar loyalty programs offered by banks and other financial services companies. Competition among loyalty programs is intense regarding customer acquisition incentives, the value and utility of program currency, rewards range and value, fees, required usage, and other terms and conditions of these programs. If we are not able to maintain a competitive frequent flyer program, our ability to attract and retain customers to MileagePlus and United alike may be adversely affected, which could adversely affect our operating results and financial condition.

Substantially all of the Company's aircraft, engines and certain parts are sourced from a limited number of suppliers; therefore, the Company would be materially and adversely affected if it were unable to obtain timely deliveries, additional equipment or support from any of these suppliers.

The Company currently sources substantially all of its aircraft and many related aircraft parts from The Boeing Company ("Boeing") or Airbus S.A.S. ("Airbus"). In addition, our aircraft suppliers are dependent on other suppliers for certain other aircraft parts. Therefore, if the Company is unable to acquire additional aircraft at acceptable prices from Boeing or Airbus, or if Boeing or Airbus fails to make timely deliveries of aircraft (whether as a result of increased FAA oversight of the production process, any failure or delay in obtaining regulatory approval or certification for new model aircraft, such as the 737 MAX 10 aircraft, which has not received a type certificate from the FAA, manufacturing delays or otherwise) or to provide adequate support for its products, including with respect to the aircraft subject to firm orders under our United Next plan, the Company's operations could be materially and adversely affected. For example, due to the delay of the certification of the 737 MAX 10 aircraft and continued supply chain issues, the Company currently expects a reduction in deliveries from Boeing during the next couple of years, which has caused the Company to rework its fleet plan and may impact our financial position, results of operations and cash flows.

The Company is also dependent on a limited number of suppliers for engines and certain other aircraft parts and could, therefore, also be materially and adversely affected in the event of the unavailability or increased cost of these engines and other aircraft parts.

Many of our suppliers are experiencing inflationary pressures, as well as disruptions due to the lingering impacts of global supply chain and labor market constraints and related costs. If one or more of our suppliers, our contractors or their subcontractors continue to experience financial difficulties, delivery delays or other performance problems, they may be unable to meet their commitments to us and our financial position, results of operations and cash flows may continue to be adversely impacted.

Disruptions to our regional network and United Express flights provided by third-party regional carriers could adversely affect our business, operating results and financial condition.

While the Company has contractual relationships that are material to its business with various regional carriers to provide regional aircraft service branded as United Express that include contractually agreed performance metrics, each regional carrier is a separately certificated commercial air carrier, and the Company does not control the operations of these carriers. A number of factors may impact the Company's regional network, including weather-related effects, seasonality, equipment or software failures and cybersecurity attacks and any significant declines in demand for air travel services.

In addition, the decrease in qualified pilots driven primarily by changes to federal regulations has adversely impacted and could continue to adversely impact the Company's regional flying. For example, the FAA's expansion of minimum pilot qualification standards, including a requirement that a pilot have at least 1,500 total flight hours, as well as the FAA's revised pilot flight and duty time requirements under Part 117 of the Federal Aviation Regulations, have contributed to a smaller supply of pilots available to regional carriers. The decrease in qualified pilots resulting from the regulations as well as other factors, including a decreased student pilot population and a shrinking U.S. military from which to hire qualified pilots, has led to increased competition from large, mainline carriers attempting to meet their hiring needs and has adversely impacted our regional carriers. United Express regional carriers have been unable to hire adequate numbers of pilots to meet their needs, resulting in a reduction in the number of flights offered, disruptions in scheduled flights, increased costs of operations, financial difficulties and other adverse effects and these circumstances may become more severe in the future and could cause a material adverse effect on our business. In response, the Company has been and may in the future be required to provide additional financial compensation and other support to its regional carriers or reduce its regional carrier flying, which could require the Company to fly routes at a greater cost, reduce the number of destinations the Company is able to serve or lead to negative public perceptions of the Company.

Disruptions to our regional networks, the pilot shortage or other factors could adversely affect our business, operating results and financial condition.

Unfavorable economic and political conditions, in the United States and globally, may have a material adverse effect on our business, operating results and financial condition.

The Company's business and operating results are significantly impacted by U.S. and global economic and political conditions. The airline industry is highly cyclical and the level of demand for air travel is correlated to the strength of the U.S. and global economies, including the strength of the domestic and foreign economies, unemployment levels, consumer confidence levels and the availability of consumer and business credit. Air transportation is often a discretionary purchase that leisure travelers may limit or eliminate during difficult economic times. Short-haul travelers, in particular, have the option to replace air travel with surface travel. In addition, during periods of unfavorable economic conditions, business travelers historically have reduced the volume of their travel, either due to cost-saving initiatives, the replacement of travel with alternatives such as videoconferencing or as a result of decreased business activity requiring travel. Furthermore, an increase in price levels generally or in price levels in a particular sector (such as current rising inflationary pressures related to domestic and global supply chain constraints, which have led to both overall price increases and pronounced price increases in certain sectors) could result in a shift in consumer demand away from both leisure and business travel. Reduced or flat consumer spending may drive us and our competitors to reduce or offer promotional prices, which would negatively impact our gross margin. Any of the foregoing would adversely affect the Company's business and operating results. Significant declines in industry passenger demand, particularly with respect to the Company's business and premium cabin travelers and a reduction in fare levels, as well as the continuing slow return of business travel demand to pre-COVID-19 levels, could lead to a material reduction in revenue, changes to the Company's operations and deferrals of capital expenditure and other spending. Additionally, any deterioration in global trade relations, such as increased tariffs or other trade barriers, could result in a decrease in the demand for international air travel.

The Company's business relies extensively on third-party service providers, including certain technology providers. Failure of these parties to perform as expected, or interruptions in the Company's relationships with these providers or their provision of services to the Company, could have a material adverse effect on the Company's business, operating results and financial condition.

The Company has engaged third-party service providers to perform a large number of functions that are integral to its business, including regional operations, operation of customer service call centers, distribution and sale of airline seat inventory, provision of information technology infrastructure and services, transmitting or uploading of data, provision of aircraft maintenance and repairs, provision of various utilities and performance of airport ground services, aircraft fueling operations, catering services and air cargo handling services, among other vital functions and services. Although generally the Company enters into agreements that define expected service performance and compliance requirements, there can be no assurance that our third-party service providers will adhere to these requirements. Accordingly, any of these third-party service providers may materially fail to meet their service performance commitments to the Company or may suffer disruptions to their systems, labor groups or supply chains that could impact their services. For example, failures in certain third-party technology or communications systems may cause flight delays or cancellations. The failure of any of the Company's third-party service providers to perform their service obligations adequately, or other interruptions of services, may reduce the Company's ability to operate its flights and provide other services to its customers or result in adverse consequences to our brand. We may also be subject to consequences from any illegal conduct of our third-party service providers, including for their failure to comply with anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act. In addition, the Company's business and financial performance could be materially harmed if its customers believe that its services are unreliable or unsatisfactory.

The Company may also have disagreements with such third-party providers and related contracts may be terminated or may not be extended or renewed. For example, the number of flight reservations booked through third-party GDSs or OTAs may be adversely affected by disruptions in the business relationships between the Company and these suppliers. Such disruptions, including a failure to agree upon acceptable contract terms when contracts expire or otherwise become subject to renegotiation, may cause the Company's flight information to be limited or unavailable for display by the affected GDS or OTA operator, significantly increase fees for both the Company and GDS/OTA users and impair the Company's relationships with its customers and travel agencies. Any such disruptions or contract terminations may adversely impact our operations and financial results.

If we are not able to negotiate or renew agreements with third-party service providers, or if we renew existing agreements on less favorable terms, our operations and financial results may be adversely affected.

Extended interruptions or disruptions in service at major airports where we operate could have a material adverse impact on our operations, including our ability to operate our existing flight schedule and to expand or change our route network in the future, and space, facility and infrastructure constraints at our hubs or other airports may prevent the Company from maintaining existing service and/or implementing new service in a commercially viable manner.

The airline industry is heavily dependent on business models that concentrate operations in major airports in the United States and throughout the world. An extended interruption or disruption at one of our hubs or other airports where we have a significant presence resulting from ATC delays, weather conditions, natural disasters, growth constraints, relationships with or the performance of third-party service providers, cybersecurity incidents and other failures of computer systems, disruptions to government agencies or personnel (including as a result of government shutdowns), regulatory changes, disruptions at airport facilities or other key facilities used by us to manage our operations, labor relations and market constraints, power supplies, fuel supplies, terrorist activities, international hostilities or other factors could result in the cancellation or delay of a significant portion of our flights and, as a result, could have a material adverse impact on our business, operating results and financial condition. For example, we perform significant aircraft and engine maintenance operations at our SFO airport hub and any disruption or interruption at our SFO hub could have a serious impact on our overall operations. We have minimal control over the operation, quality or maintenance of these services or whether our suppliers will improve or continue to provide services that are essential to our business. For example, because we prioritize operational excellence and continually work to optimize our route network and schedule, in light of the industry-wide operational challenges at airports in our network that have limited our system-wide capacity (two of the more prominent examples being the grounding of a number of the Company's transatlantic flights in response to the capacity cut by London Heathrow during the summer of 2022 and the flight disruptions experienced at EWR during the summer of 2023), we have reconfigured our proposed flight schedule and capacity to help improve our operational performance and our customers' experience. These industry-wide operational challenges have had a negative impact on our business and operating results and are expected to continue. In the future, we may not be able to adjust our operations to mitigate their effect, which may have a negative impact on our business, operating results, financial condition and liquidity and limit our ability to expand or change our route network and execute our United Next strategy.

In addition, as airports around the world become more congested, space, facility and infrastructure constraints at our hubs or other airports where we operate now or may operate in the future may prevent the Company from maintaining existing service and/or implementing new service in a commercially viable manner because of a number of factors, including capital improvements at such airports being imposed by the relevant airport authorities without the Company's approval. Capital spending projects of airport authorities currently underway and additional projects that we expect to commence over the next several years are expected to result in increased costs to airlines and the traveling public that use those facilities as the airports seek to recover their investments through increased rental rates, landing fees and other facility costs. These actions have caused and may continue to cause the Company to experience increased space rental rates at various airports in its network, including a number of our hubs and gateways, as well as increased operating costs. Furthermore, the Company is not able to control decisions by other airlines to reduce their capacity, causing certain fixed airport costs to be allocated among fewer total flights and resulting in increased landing fees and other costs for the Company. We have sufficient slots or analogous authorizations to operate our existing flights and we have generally, but not always, been able to obtain the rights to expand our operations and to change our schedules, but there can be no assurance that we can maintain existing service or implement new service in a cost-effective manner in the future.

Geopolitical conflict, terrorist attacks or security events may adversely affect our business, financial condition and results of operations.

As a global business with operations outside of the United States from which it derives significant operating revenues, volatile conditions in certain international regions may have a negative impact on the Company's operating results and its ability to achieve its business objectives. The Company's international operations are a vital part of its worldwide airline network. Political disruptions and instability in certain regions have negatively impacted the demand and network availability for air travel, as well as fuel prices, and may continue to have a negative impact on these and other items. For example, the suspensions of the Company's overflying in Russian airspace as a result of the Russia-Ukraine military conflict and to Tel Aviv as a result of the Israeli-Hamas military conflict have significantly impacted our financial condition, cash flows and results of operations. In addition, terrorist attacks or international hostilities, even if not made on or targeted directly at the airline industry, or the fear of or the precautions taken in anticipation of such attacks (including elevated national threat warnings, travel restrictions, selective cancellation or redirection of flights and new security regulations) could materially and adversely affect the Company and the airline industry. The Company's financial resources and insurance coverage may not be sufficient to absorb the adverse effects of any future terrorist attacks, international hostilities or other security events, which could have a material adverse impact on the Company's financial condition, liquidity and operating results. In addition, due to threats against the aviation industry, the Company has incurred, and may continue to incur, significant expenditures to comply with security-related requirements to mitigate threats and protect the safety of our employees and customers.

Any damage to our reputation or brand image could adversely affect our business or financial results.

We operate in a public-facing industry and maintaining a good reputation is critical to our business. The Company's reputation or brand image could be adversely impacted by any failure to maintain satisfactory practices for all of our operations and activities; any failure or perceived failure to achieve and/or make progress toward our environmental, safety, diversity, equity

and inclusion or other social and governance ("ESG") goals, which are aspirational and subject to risks and uncertainties that are outside of our control; our stakeholders not being satisfied with our ESG goals or strategy or efforts to meet such goals; public pressure from investors or policy groups to change our policies and strategies; customer perceptions of our advertising campaigns, sponsorship arrangements or marketing programs, including greenwashing concerns regarding our advertising campaigns and marketing programs related to our sustainability initiatives; deficiencies in the quantitative data that we disclose in relation to our ESG goals; or customer perceptions of statements made by us, our employees and executives, agents or other third parties. Damage to our reputation or brand image or loss of customer confidence in our services could adversely affect our business and financial results, as well as require additional resources to rebuild our reputation.

Regulators, customers, investors, employees and other stakeholders are focusing more on ESG impacts of operations and related disclosures, which are subject to rules, regulations and standards for collecting, measuring and reporting that are still developing, involve internal controls and processes that continue to evolve, depend in part on third-party performance or data that is outside the Company's control and have resulted in, and are likely to continue to result in, increased general and administrative expenses and increased management time and attention spent complying with or meeting such expectations, rules, regulations and standards. The ongoing relevance of our brand may depend on our ability to achieve our ESG goals, make progress on our ESG initiatives and comply with applicable federal, state and international binding or non-binding legislation, regulation, standards and accords as well as on the accuracy, adequacy or completeness of our disclosures relating to our ESG goals and initiatives and progress towards those goals.

Information Technology, Cybersecurity and Data Privacy Risks

The Company relies heavily on technology and automated systems to operate its business and any significant failure or disruption of, or failure to effectively integrate and implement, these technologies or systems could materially harm its business or business strategy.

The Company depends on technology and automated systems, including artificial intelligence ("AI"), to operate its business, including, but not limited to, computerized airline reservation systems, electronic tickets, electronic airport kiosks, demand prediction software, flight operations systems, in-flight wireless internet, cloud-based technologies, technical and business operations systems and commercial websites and applications, including [www.united.com](#) and the United Airlines mobile app. These systems could suffer substantial or repeated disruptions due to various events, some of which are beyond the Company's control (including natural disasters (which may occur more frequently or intensely as a result of the impacts of climate change), power failures, terrorist attacks, dependencies on third-party technology services, equipment or software failures, cybersecurity attacks, insider threats or other security breaches and the deployment by certain wireless carriers of "5G" service networks), which could reduce the attractiveness of the Company's services versus those of our competitors, materially impair our ability to market our services and operate our flights, result in the unauthorized release of confidential or sensitive information, or information that should be protected from inadvertent disclosures, negatively impact our reputation among our customers and the public, subject us to liability to third parties, regulatory action or contract termination and result in other increased costs, lost revenue and the loss of, or compromise to the integrity, availability or confidentiality of, important data. These systems have in the past and may in the future be subject to failure, disruption or cyber incidents as a result of these or other factors. Substantial or repeated systems failures or disruptions may adversely affect the Company's business, operating results, financial condition and business strategy. We have cybersecurity frameworks, resiliency initiatives and disaster recovery plans in place designed to prevent and mitigate disruptions, and we continue to invest in improvements to these initiatives and plans. We also maintain property and business interruption insurance. However, these measures may not be adequate to prevent or mitigate disruptions or provide coverage for the Company's associated costs, some of which may be unforeseeable.

The Company may also face challenges in implementing, integrating and modifying the automated systems and technologies required to operate its business or new systems and technologies designed to enhance its business, each of which may require significant expenditures, human resources, the development of effective internal controls and the transformation of business and financial processes. Our competitors or other third parties may incorporate AI into their products more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Additionally, if the content, analyses, or recommendations that AI applications assist in producing are or are alleged to be deficient, inaccurate, or biased, our business, reputation, financial condition, and results of operations may be adversely affected. AI also presents emerging ethical issues, and if our use of AI becomes controversial, we may experience brand or reputational harm, competitive harm, or legal liability. The rapid evolution of AI, including proposed government regulation of AI, may require significant resources to develop, test and maintain our AI platform and services to help us implement AI in a compliant and ethical manner in order to minimize any adverse impact to our business. If the Company is generally unable to timely or effectively implement, integrate or modify its systems and technology, the Company's operations could be adversely affected.

Increasing privacy, data security and cybersecurity obligations or a significant data breach may adversely affect the Company's business.

In our regular business operations, we collect, process, store and transmit to commercial partners sensitive data, including personal information of our customers and employees such as payment processing information and information of our business partners, to provide our services and operate our business.

The Company must manage increasing legislative, regulatory and consumer focus on privacy issues, data security and cybersecurity risk management in a variety of jurisdictions domestically and across the globe. For example, the EU's General Data Protection Regulation imposes significant privacy and data security requirements, as well as potential for substantial penalties for non-compliance that have resulted in substantial adverse financial consequences to non-compliant companies. Depending on the regulatory interpretation and enforcement of emerging data protection regulations and industry standards, the Company's business operations could be impacted, up to and including being unable to operate, within certain jurisdictions. Also, some of the Company's commercial partners, such as credit card companies, have imposed data security standards that the Company must meet. The Company will continue its efforts to meet its privacy, data security and cybersecurity risk management obligations; however, it is possible that certain new obligations or customer expectations may be difficult to meet and could require changes in the Company's operating processes and increase the Company's costs. Any significant liabilities associated with violations of any related laws or regulations could also have an adverse effect on our business, operating results, financial condition and liquidity, reputation and consumer relationships.

Additionally, the Company must manage the increasing threat of continually evolving cybersecurity risks. Our network, systems and storage applications, and those systems and applications maintained by our third-party commercial partners (such as aircraft and engine suppliers, cloud computing companies, credit card companies, regional airline carriers and international airline partners) have been and likely will continue to be subject to attempts to gain unauthorized access, breaches, malfeasance or other system disruptions, including those involving criminal hackers, denial of service attacks, hacktivists, state-sponsored actors, corporate espionage, employee malfeasance and human or technological error. In some cases, it is difficult to anticipate or to detect immediately such incidents and the damage caused thereby, and we may not be able to realize the benefits of our proactive defense measures and may experience operational difficulty in implementing them. Our use of AI applications has resulted in, and may in the future result in cybersecurity incidents that implicate the personal data of our customers, employees or users of such applications. In addition, as attacks by cybercriminals and nation state actors become more sophisticated, frequent and intense, the costs of proactive defense measures have increased and will likely continue to increase. Furthermore, the Company's remote work arrangements may make it more vulnerable to targeted activity from cybercriminals and significantly increase the risk of cyberattacks or other security breaches. While we continually work to safeguard our network, systems and applications, including through risk assessments, system monitoring, cybersecurity and data protection policies, processes and technologies and employee awareness and training, and seek to require that third-parties adhere to security standards, there is no assurance that such actions will be sufficient to prevent actual or perceived cybersecurity incidents or data breaches or the damages and impacts to our business that result therefrom.

Any such cybersecurity incident or data breach could result in significant costs, including monetary damages, operational impacts, including service interruptions and delays, and reputational harm. Furthermore, the loss, disclosure, misappropriation of or access to sensitive Company information, customers', employees' or business partners' information or the Company's failure to meet its privacy or data protection obligations could result in legal claims or proceedings, penalties and remediation costs. A significant data breach or the Company's failure to meet its data privacy or data protection obligations may adversely affect the Company's operations, reputation, relationships with our business partners, business, operating results, financial condition and business strategy.

Increased use of social media platforms present risks and challenges.

We are increasing our use of social media to communicate Company news and events. The inappropriate and/or unauthorized use of certain media vehicles could cause brand damage or information leakage or could lead to legal implications, including from the improper collection and/or dissemination of personally identifiable information from employees, customers or other stakeholders. In addition, negative or inaccurate posts or comments about us on any social networking website could damage our reputation, brand image and goodwill. Further, the disclosure of non-public Company-sensitive information by our workforce or others, whether intentional or unintentional, through external media channels could lead to information loss and reputational or competitive harm.

Human Capital Management Risks

Union disputes, employee strikes or slowdowns, and other labor-related disruptions or regulatory compliance costs could adversely affect the Company's operations and could result in increased costs that impair its financial performance.

United is a highly unionized company. As of December 31, 2023, the Company and its subsidiaries had approximately 103,300 employees, of whom approximately 83% were represented by various U.S. labor organizations. See Part I, Item 1. Business—Human Capital Management and Resources of this report for additional information on our represented employee groups and

collective bargaining agreements. There is a risk that unions or individual employees might pursue judicial or arbitral claims arising out of changes implemented as a result of the Company entering into collective bargaining agreements with its represented employee groups. There is also a possibility that employees or unions could engage in job actions such as slowdowns, work-to-rule campaigns, sick-outs or other actions designed to disrupt the Company's normal operations, in an attempt to pressure the Company in collective bargaining negotiations. Although the Railway Labor Act makes such actions unlawful until the parties have been lawfully released to self-help, and the Company can seek injunctive relief against premature self-help, such actions can cause significant harm even if ultimately enjoined. Similarly, if the operations of our third-party regional carriers, ground handlers or other vendors are impacted by labor-related disruptions, our operations could be adversely affected. In addition, collective bargaining agreements with the Company's represented employee groups increase the Company's labor costs and such costs could become material. We remain in negotiations regarding certain of these collective bargaining agreements and anticipate that any new contracts involving the relevant labor groups may include material increases in salaries and other benefits, which would significantly increase our labor expense. Furthermore, there is increasing litigation in the airline industry over the application of state and local employment and labor laws to airline employees, particularly those based in California. For example, the U.S. Supreme Court denied review of a Ninth Circuit ruling which held that federal law did not preempt California state meal and rest break laws from applying to certain California based flight attendants. This decision adversely affects the Company's defenses with respect to certain employee groups in California and it may give rise to additional litigation in these and other areas previously found to be preempted by federal law. The Company is a defendant in a number of proceedings regarding alleged non-compliance with wage and hour laws. Adverse decisions in these cases could adversely impact our operational flexibility, uniform application of our negotiated collective bargaining agreements, and result in imposition of damages and fines which could be significant.

If we are unable to attract, train or retain skilled personnel, including our senior management team or other key employees, our business could be adversely affected.

Much of our future success is largely dependent on our continued ability to attract, train and retain skilled personnel with industry experience and knowledge, including our senior management team and other key employees. Competition for qualified talent in the aviation industry is intense and labor market constraints may arise in the future. If we are unable to attract, train and retain talented, highly qualified employees or experience a shortage of skilled labor, the cost of hiring and retaining quality talent could materially increase and our operations could continue to be impacted, which could impair our ability to adjust capacity or otherwise execute our strategic operating plan. In addition, if we are unable to effectively provide for the succession of senior management or other key employees, our business, ability to execute our strategic operating plan or company culture may be adversely affected.

Regulatory, Tax, Litigation and Legal Compliance Risks

The airline industry is subject to extensive government regulation, which imposes significant costs and may adversely impact our business, operating results and financial condition.

Airlines are subject to extensive regulatory and legal oversight. Compliance with U.S. and international regulations imposes significant costs and may have adverse effects on the Company.

United provides air transportation under certificates of public convenience and necessity issued by the DOT. If the DOT modified, suspended or revoked these certificates, it could have a material adverse effect on the Company's business. The DOT also regulates consumer protection and, through its investigations or rulemaking authority (including, for example, the DOT's recent enforcement settlement against Southwest Airlines for its operational disruption resulting in an announced fine of \$140 million, and any rulemakings or initiatives in response to the Executive Order on Promoting Competition in the American Economy issued by the President on July 9, 2021), could impose restrictions that materially impact the Company's business. United also operates pursuant to an air carrier operating certificate issued by the FAA and FAA orders and directives have previously resulted in the temporary grounding of an entire aircraft type when the FAA identifies design, manufacturing, maintenance or other issues requiring immediate corrective action (including the FAA Emergency Airworthiness Directives suspending service of the Company's Boeing 737 MAX 9 aircraft in January 2024 and grounding our Boeing 777 Pratt & Whitney powered aircraft in February 2021), which has had and could in the future have a material effect on the Company's business, operating results and financial condition.

In 2018, the U.S. Congress approved a five-year reauthorization for the FAA, which encompasses a range of policy issues related to aviation tax, airline customer service and aviation safety. The current authorization was recently extended to March 8, 2024, and the legislative process to renew this authorization (the "FAA Authorization Renewal") could impact the Company by imposing new rules or regulations concerning, among other things, airline customer service, aviation safety, labor, managing new entrants in the U.S. national airspace system, as well as new or increased fees or taxes intended to fund these policies. Any new or enhanced requirements resulting from the FAA Authorization Renewal may materially impact our operations and costs.

Additionally, the U.S. Congress may consider legislation related to environmental issues relevant to the airline industry, such as the implementation of CORSIA, which could negatively impact the Company and the airline industry.

The Company's operations may also be adversely impacted due to the existing antiquated ATC system utilized by the U.S. government and regulated by the FAA, which may not be able to effectively handle projected future air traffic growth. The outdated ATC system has led to short-term capacity constraints imposed by government agencies and has resulted in delays and disruptions of air traffic during peak travel periods in certain markets due to its inability to handle demand and reduced resiliency in the event of a failure causing flight cancellations and delays. Failure to update the ATC system in a timely manner and the substantial funding requirements of a modernized ATC system that may be imposed on air carriers may have an adverse impact on the Company's financial condition or operating results.

Access to slots at several major U.S. airports and many foreign airports served by the Company is subject to government regulation on airspace management and competition that might limit the number of slots or change the rules on the use and transfer of slots. If slots are eliminated at one of our hubs or other airports, or if the number of hours of operation governed by slots is reduced at an airport, the lack of controls on take-offs and landings could result in greater congestion both at the affected airport and in the regional airspace and could significantly impact the Company's operations. Similarly, a government or regulatory agency, including DOT, could choose to impose slot restrictions at one of our hubs or other airports or grant increased access to another carrier and limit or reduce our operations at an airport, whether or not slot-controlled, which could have significant impact on our operations. The DOT (including FAA) may limit the Company's airport access by limiting the number of departure and arrival slots at congested airports, which could affect the Company's ownership and transfer rights, and local airport authorities may have the ability to control access to certain facilities or the cost to access their facilities, which could have an adverse effect on the Company's business. If the DOT were to take actions that adversely affect the Company's slot holdings, the Company could incur substantial costs to preserve its slots or may lose slots.

The Company currently operates a number of flights on international routes under government arrangements, regulations or policies that designate the number of carriers permitted to operate on such routes, the capacity of the carriers providing services on such routes, the airports at which carriers may operate international flights or the number of carriers allowed access to particular airports. Applicable arrangements between the United States and foreign governments (such as Open Skies) may be amended from time to time, government policies with respect to airport operations may be revised and the availability of appropriate slots or facilities may change, which could have a material adverse impact on the Company's financial condition and operating results and could result in the impairment of material amounts of related tangible and intangible assets. For instance, the COVID-19 pandemic resulted in increased regulatory burdens in the U.S. and around the globe, which included closure of international borders to flights and/or passengers from specific countries, passenger and crew quarantine requirements and other regulations promulgated to protect public health but that have had and may continue to have a negative impact on travel and airline operations.

In addition, disruptions to the Company's business could result from the deployment of new cellular networks (e.g., "5G") by wireless carriers, which, due to potential interference with aircraft systems, could cause flights to be cancelled or diverted, which in turn could affect consumer perceptions of the safety of air travel. For example, over the past two years regulators have addressed potential "5G" interference on a temporary and piecemeal basis tailored to specific aircraft and airports, which could occur again. Systematic regulation of the overlap between aviation systems and cellular networks may not occur in the near term or may not involve terms that are favorable to the Company.

Moreover, any legislation that would result in a reshaping of the benefits that the Company is able to provide to its consumers through the co-branded credit cards issued by our partner could also materially negatively affect the Company's profitability and competitive position.

In addition, competition from revenue-sharing JBAs and other alliance arrangements by and among other airlines could impair the value of the Company's business and assets on the Open Skies routes. The Company's plans to enter into or expand U.S. antitrust immunized alliances and JBAs on various international routes are subject to receipt of approvals from applicable U.S. federal authorities and other applicable foreign government clearances or satisfaction of other applicable regulatory requirements. There can be no assurance that such approvals and clearances will be granted or will continue in effect upon further regulatory review or that changes in regulatory requirements or standards can be satisfied.

See Part I, Item 1. Business—Industry Regulation, of this report for additional information on government regulation impacting the Company.

Current or future litigation and regulatory actions, or failure to comply with the terms of any settlement, order or agreement relating to these actions, could have a material adverse impact on the Company.

From time to time, we are subject to litigation and other legal and regulatory proceedings relating to our business or investigations or other actions by governmental agencies, including as described in Part I, Item 3. Legal Proceedings, of this report. In addition, the Company was subject to an increased risk of litigation and other proceedings as a result of the COVID-19 pandemic and responsive measures. For example, the Company is involved in litigation relating to its vaccination requirements for employees. No assurances can be given that the results of these or new matters will be favorable to us. An adverse resolution of lawsuits, arbitrations, investigations or other proceedings or actions could have a material adverse effect on our financial condition and operating results, including as a result of non-monetary remedies, and could also result in adverse publicity. Defending ourselves in these matters may be time-consuming, expensive and disruptive to normal business operations and may result in significant expense and a diversion of management's time and attention from the operation of our business, which could impede our ability to achieve our business objectives. Additionally, any amount that we may be required to pay to satisfy a judgment, settlement, fine or penalty may not be covered by insurance. If we fail to comply with the terms contained in any settlement, order or agreement with a governmental authority relating to these matters, we could be subject to criminal or civil penalties, which could have a material adverse impact on the Company. Under our charter and certain indemnification agreements that we have entered into (and may in the future enter into) with our officers, directors and certain third parties, we could be required to indemnify and advance expenses to them in connection with their involvement in certain actions, suits, investigations and other proceedings. Any of these payments may be material.

We are subject to many forms of environmental regulation and liability as well as risks associated with climate change and may incur substantial costs as a result. In addition, failure to achieve or demonstrate progress towards our climate goals may expose us to liability and reputational harm.

Many aspects of the Company's operations are subject to increasingly stringent federal, state, local and international laws regarding the environment, including those relating to water discharges, safe drinking water and the use and management of hazardous materials and wastes. Compliance with existing and future environmental laws and regulations has required and may in the future require significant expenditures and operational changes. Violations have led and may in the future lead to significant fines, penalties, lawsuits and reputational harm. In addition, we have in the past been identified and may in the future be identified as a responsible party for environmental investigation and remediation costs under applicable environmental laws due to the disposal or release of hazardous substances generated by our operations, including PFAS, which are expected to be designated by U.S. EPA as hazardous substances under the Comprehensive Environmental Response, Compensation & Liability Act. We could also be subject to environmental liability claims from various parties, including airport authorities and other third parties, related to our operations at our owned or leased premises, including our use of PFAS-containing fire suppression systems as required by fire codes, or the off-site disposal of waste generated at our facilities.

As discussed in Part I, Item 1. Business—Environmental, Social and Governance Approach—Environmental Sustainability Strategy, the Company has made several commitments regarding its intended reduction of carbon emissions, including reducing its GHG emissions by 100% by 2050 and by reducing its carbon emission intensity by 50% by 2035 compared to 2019. The Company has incurred, and expects to continue to incur, costs to achieve its goal of net zero carbon emissions, which will involve a transition to lower-carbon technologies (such as SAF), and to comply with environmental sustainability legislation and regulation and non-binding standards and accords. Such activity may require the Company to modify its supply chain practices, make capital investments to modify certain aspects of its operations or increase its operating costs (including fuel costs). The potential transition cost to a lower-carbon economy could be prohibitively expensive without appropriate government policies and incentives in place. The precise nature of future binding or non-binding legislation, regulation, standards and accords in this area of increased focus by global, national and regional regulators is difficult to predict and the financial impact to the Company would likely be significant if future legal standards do not align with the Company's plans to achieve its climate goals or if U.S. legislation establishing financial incentives to accelerate the production of SAF development expires and is not renewed. For instance, CORSIA-related costs cannot be fully predicted at this time, but the program, which requires the purchasing of carbon offsets, is expected to increase operating costs for airlines that operate internationally. There is also a risk that the increased regulatory focus on airline GHG emissions could result in a patchwork of inconsistent or conflicting regional requirements that could unduly shift excessive cost burden to airlines and inhibit the development of carbon reduction technologies that the Company needs to reach its climate goals. The Company believes that climate change presents, along with challenges, strategic opportunities and that the sustainability-related solutions the Company is pursuing to advance its climate goals will help mitigate several of these potential risks posed by the transition to a lower-carbon economy. While the Company has not yet purchased carbon offsets for CORSIA compliance, the Company anticipates being required to do so by January 2028 if a regulatory framework to implement CORSIA within the United States is established. There is a risk that insufficient CORSIA-eligible carbon offsets will be available for purchase for CORSIA compliance, leading to potential regulatory enforcement risks. There is also a risk that any carbon offsets purchased by the Company for CORSIA compliance, even if accepted by regulators, could be viewed by third parties as not sufficiently reflecting real, verifiable, and additional GHG reductions, leading to reputational harm.

There can be no assurance of the extent to which any of our climate goals will be achieved or that any current or future investments that we make in furtherance of achieving our climate goals will produce the expected results or meet stakeholders' evolving expectations. Moreover, future events could lead the Company to prioritize other nearer-term interests over progressing toward our current climate goals based on business strategy, economic, regulatory and social factors or pressure from investors, activist groups or other stakeholders. If we fail—or are perceived to fail—to meet or properly report on our progress toward achieving our climate change goals and commitments, we could face adverse publicity and reactions from investors, activist groups, or other stakeholders, which could result in reputational harm, liability or other adverse effects to the Company. In addition, the Company believes it is possible that, in the future, segments of the public may choose to fly less frequently as a result of negative perception of the environmental impact of air travel or fly on an airline based on carriers' GHG emissions or which carrier they perceive as operating in a manner that is more sustainable to the climate, which presents both a challenge and an opportunity for the Company and is why the Company is resolute in attaining its mid-term and long-term climate goals; if this trend materializes, the Company's results of operations could be adversely impacted and those impacts could be exacerbated if the Company fails to meet or properly report on its climate change goals and commitments. Moreover, we could also be subject to climate litigation, as groups, individuals, and governmental authorities affected by climate change seek to recover climate-related damages from entities they perceive as being partially responsible for human-induced climate change because of the emission of GHGs from their operations.

The Company's key pathways to achieving its climate goals include investing in and using more SAF, reducing its conventional jet fuel consumption and working with strategic partners to advance the future of more sustainable flight. The Company has been able to increase its purchases of SAF in recent years due to its corporate customers' funding of the price premium for SAF through the Company's Eco-Skies Alliance, but the willingness of corporate customers to assist the Company in covering the price premium for SAF in the future could decrease, including based on economic factors or concerns regarding the validity of a book and claim approach for claiming the emissions reductions from SAF, or emerging SAF certification schemes developed by non-governmental organizations or practices whereby corporate customers purchase the environmental attributes from SAF directly from fuel producers, bypassing the airlines.

The Company may incur substantial costs and operational disruptions as a result of both its physical risks (such as extreme weather conditions or rising sea levels) and transition risks (such as regulatory or technological changes) associated with climate change. Climate change is expected to increase the frequency, severity, unpredictability and duration of severe weather events and other natural cycles and could affect travel demand as well as result in increases in delays and cancellations, turbulence-related injuries and fuel consumption to avoid such weather, any of which could result in a significant loss of revenue and higher costs. In addition, certain of our operations and facilities around the world are in locations that may be impacted by the physical impacts of climate change and we could incur significant costs to improve the climate resiliency of our infrastructure and supply chain and otherwise prepare for, respond to, and mitigate the effects of climate change. We are not able to reasonably predict the future materiality of any potential losses or costs associated with the effects of climate change.

See Part I, Item 1. Business—Industry Regulation—Environmental Regulation, of this report for additional information on environmental regulation impacting the Company.

Market, Liquidity, Accounting and Financial Risks

High and/or volatile fuel prices or significant disruptions in the supply of aircraft fuel could have a material adverse impact on the Company's strategic plans, operating results, financial condition and liquidity.

Aircraft fuel is critical to the Company's operations and is one of our largest operating expenses. During the year ended December 31, 2023, the Company's fuel expense was approximately \$12.7 billion. The timely and adequate supply of fuel to meet operational demand depends on the continued availability of reliable fuel supply sources as well as related service and delivery infrastructure. Although the Company has some ability to cover short-term fuel supply and infrastructure disruptions at some major demand locations, it depends significantly on the continued performance of its vendors and service providers to maintain supply integrity. Consequently, the Company can neither predict nor guarantee the continued timely availability of aircraft fuel throughout the Company's system.

Aircraft fuel has historically been the Company's most volatile operating expense due to the highly unpredictable nature of market prices for fuel. The Company generally sources fuel at prevailing market prices, which have historically fluctuated substantially in short periods of time and continue to be highly volatile due to a multitude of unpredictable factors beyond the Company's control, including changes in global crude oil prices, the balance between aircraft fuel supply and demand, natural disasters, prevailing inventory levels and fuel production and transportation infrastructure. Prices of fuel are also impacted by indirect factors, such as geopolitical events, economic growth indicators, fiscal/monetary policies, fuel tax policies, changes in regulations, environmental concerns and financial investments in energy markets. Both actual changes in these factors, as well as changes in related market expectations, can potentially drive rapid changes in fuel prices in short periods of time. Rising fuel

prices can also lead to constraints on the Company's regional partners, reduced capital available for other spending or other outcomes that could adversely impact the Company.

Given the highly competitive nature of the airline industry, the Company historically had limited ability to, and may not be able to in the future, increase its fares and fees sufficiently to offset the full impact of increases in fuel prices, especially if these increases are significant, rapid and sustained. Further, any such fare or fee increase may not be sustainable, may reduce the general demand for air travel and may also eventually impact the Company's operations, strategic growth and investment plans for the future. In addition, decreases in fuel prices for an extended period of time may result in increased industry capacity, increased competitive actions for market share and lower fares or surcharges. If fuel prices were to then subsequently rise quickly, there may be a lag between the rise in fuel prices and any improvement of the revenue environment.

The Company does not currently hedge its future fuel requirements. However, to the extent the Company decides to start a hedging program to hedge a portion of its future fuel requirements, such hedging program may not be successful in mitigating higher fuel costs and any price protection provided may be limited due to the choice of hedging instruments and market conditions, including breakdown of correlation between hedging instrument and market price of aircraft fuel and failure of hedge counterparties. To the extent that the Company decides to use hedge contracts that have the potential to create an obligation to pay upon settlement if fuel prices decline significantly, such hedge contracts may limit the Company's ability to benefit fully from lower fuel prices in the future. If fuel prices decline significantly from the levels existing at the time the Company enters into a hedge contract, the Company may be required to post collateral (margin) beyond certain thresholds. There can be no assurance that the Company's hedging arrangements, if any, would provide any particular level of protection against rises in fuel prices or that its counterparties will be able to perform under the Company's hedging arrangements. Additionally, deterioration in the Company's financial condition could negatively affect its ability to enter into hedge contracts in the future.

The Company has a significant amount of financial leverage from fixed obligations and insufficient liquidity may have a material adverse effect on the Company's financial condition and business.

The Company has a significant amount of financial leverage from fixed obligations, including aircraft lease and debt financings, leases of airport property, secured bonds, secured loan facilities and other facilities, and other material cash obligations. In addition, the Company has substantial noncancelable commitments for capital expenditures, including for the acquisition of new aircraft and related spare engines. If the Company's liquidity is materially diminished, the Company's substantial level of indebtedness, the Company's non-investment grade credit ratings and the lack of availability of Company assets as collateral for loans or other indebtedness may make it difficult for the Company to raise additional capital if needed to meet its liquidity needs on acceptable terms, or at all, and the Company may not be able to timely pay its leases and debts or comply with material provisions of its contractual obligations, including covenants under its financing and credit card processing agreements.

In addition to the foregoing, the degree to which we are leveraged could have important consequences to holders of our securities, including the following: (1) we must dedicate a substantial portion of cash flow from operations to the payment of principal and interest on applicable indebtedness, which, in turn, reduces funds available for operations and capital expenditures; (2) our flexibility in planning for, or reacting to, changes in the markets in which we compete may be limited; (3) we may be at a competitive disadvantage relative to our competitors with less indebtedness; (4) we are rendered more vulnerable to general adverse economic and industry conditions; (5) we are exposed to increased interest rate risk given that a portion of our indebtedness obligations are at variable interest rates; and (6) our credit ratings may be reduced and our debt and equity securities may significantly decrease in value.

See Part II, Item 7., Management's Discussion and Analysis of Financial Condition and Results of Operations, of this report for additional information regarding the Company's liquidity.

Agreements governing our debt include financial and other covenants. Failure to comply with these covenants could result in events of default.

Our financing agreements include various financial and other covenants. Certain of these covenants require UAL or United, as applicable, to maintain minimum liquidity and/or minimum collateral coverage ratios. UAL's or United's ability to comply with these covenants may be affected by events beyond its control, including the overall industry revenue environment, the level of fuel costs and the appraised value of the collateral. In addition, our financing agreements contain other negative covenants customary for such financings. If we fail to comply with these covenants and are unable to remedy or obtain a waiver or amendment, an event of default would result.

If an event of default were to occur, the lenders could, among other things, declare outstanding amounts immediately due and payable. In addition, an event of default or declaration of acceleration under one financing agreement could also result in an

event of default under other of our financing agreements due to cross-default and cross-acceleration provisions. The acceleration of significant amounts of debt could require us to renegotiate, repay or refinance the obligations under our financing arrangements, and there can be no assurance that we will be able to do so on commercially reasonable terms or at all.

The MileagePlus Financing agreements in particular contain stringent covenants, limit our flexibility to manage our capital structure and limit our ability to make financial and operational changes to the MileagePlus program. If we were to default under the MileagePlus Financing agreements, the lenders' exercise of remedies could result in our loss of the MileagePlus program, which would have a material adverse effect on our business, results of operations and financial condition. As a result we may take actions to ensure that the MileagePlus Financing debt is satisfied or that the lenders' remedies under such debt are not exercised, potentially to the detriment of our other creditors.

The Company's ability to use its net operating loss carryforwards and certain other tax attributes to offset future taxable income for U.S. federal income tax purposes may be significantly limited due to various circumstances, including certain possible future transactions involving the sale or issuance of UAL common stock, or if taxable income does not reach sufficient levels.

As of December 31, 2023, UAL reported consolidated U.S. federal net operating loss ("NOL") carryforwards of approximately \$12.0 billion. The Company's ability to use its NOL carryforwards and certain other tax attributes will depend on the amount of taxable income it generates in future periods and, as a result, certain of the Company's NOL carryforwards and other tax attributes may expire before it can generate sufficient taxable income to use them in full. In addition, the Company's ability to use its NOL carryforwards and certain other tax attributes to offset future taxable income may be limited if it experiences an "ownership change" as defined in Section 382 of the Internal Revenue Code of 1986, as amended. Potential future transactions involving the sale or issuance of UAL common stock may increase the possibility that the Company will experience a future "ownership change" under Section 382. Such transactions may include the exercise of warrants issued in connection with the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") programs, the issuance of UAL common stock for cash, the conversion of any future convertible debt, the repurchase of any debt with the Company's common stock, the acquisition or disposition of any stock by a stockholder owning 5% or more of the outstanding shares of UAL common stock, or a combination of the foregoing.

The Company has established a tax benefits preservation plan (the "Plan") in order to preserve the Company's ability to use its NOLs and certain other tax attributes to reduce potential future income tax obligations. On December 4, 2023, the Company entered into an amendment to extend the Plan until December 4, 2026, subject to stockholder approval at the Company's 2024 annual meeting of stockholders. The Plan is designed to reduce the likelihood that the Company experiences an "ownership change" by deterring certain acquisitions of Company securities. There is no assurance, however, that the deterrent mechanism in the Plan will be effective, and such acquisitions may still occur. In addition, the Plan may adversely affect the marketability of UAL common stock by discouraging existing or potential investors from acquiring UAL common stock or additional shares of UAL common stock because any non-exempt third party that acquires 4.9% or more of the then-outstanding shares of UAL common stock would suffer substantial dilution of its ownership interest in the Company.

The Company may never realize the full value of its intangible assets or its long-lived assets causing it to record impairments that may negatively affect its financial condition and operating results.

In accordance with applicable accounting standards, the Company is required to test its indefinite-lived intangible assets for impairment on an annual basis, or more frequently where there is an indication of impairment, and certain of its other assets for impairment where there is any indication that an asset may be impaired. The Company may be required to recognize losses in the future due to, among other factors, extreme fuel price volatility, tight credit markets, government regulatory changes, decline in the fair values of certain tangible or intangible assets, such as our aircraft, route authorities, airport slots and frequent flyer database, unfavorable trends in historical or forecasted results of operations and cash flows and an uncertain economic environment, as well as other uncertainties. For example, during 2021, the Company recorded \$97 million of impairments, which includes impairments resulting from current market conditions for used aircraft that are being held for sale and the decision to retire single-cabin 50-seat regional aircraft as a result of the 2021 United Next order. The Company can provide no assurance that a material impairment loss of tangible or intangible assets will not occur in a future period.

The price of our common stock may fluctuate significantly.

The closing price for our common stock has varied between a high of \$57.61 and a low of \$33.90 in the year ended December 31, 2023. Volatility in the market price of our common stock may prevent holders from selling shares at or above the prices paid for them. The market price of our common stock could fluctuate significantly for various reasons which include: the market reaction to events like the COVID-19 pandemic and our responses thereto; changes in the prices or availability of oil or jet fuel; our quarterly or annual earnings or those of other companies in our industry; changes in our earnings or recommendations by research analysts who track our common stock or the stock of other airlines; the public's reaction to our

press releases, our other public announcements and our filings with the SEC; changes in the competitive landscape for the airline industry, including any changes resulting from industry consolidation whether or not involving our Company; an accident, catastrophe or incident involving an aircraft that the Company operates; mandatory grounding of an aircraft that the Company operates; changes in general conditions in the United States and global economy, financial markets or airline industry, including those resulting from changes in fuel prices or fuel shortages, war, incidents of terrorism, pandemics or responses to such events; our liquidity position; the sale of substantial amounts of our common stock; and the other risks described in these "Risk Factors."

In addition, in recent periods, the stock market has experienced extreme declines and volatility. This volatility has had a significant negative impact on the market price of securities issued by many companies, including us and other companies in our industry.

The Company's operating results fluctuate due to seasonality and other factors associated with the airline industry, many of which are beyond the Company's control.

Due to greater demand for air travel during the spring and summer months, revenues in the airline industry in the second and third quarters of the year are generally stronger than revenues in the first and fourth quarters of the year, which are periods of lower travel demand. The Company's operating results generally reflect this seasonality but have also been impacted by numerous other factors that are not necessarily seasonal, including, among others, extreme or severe weather, outbreaks of disease, public health issues (including global health epidemics or pandemics, such as the COVID-19 pandemic, as well as the potential increased government restrictions and regulation), ATC congestion, geological events, political instability, terrorism, natural disasters, changes in the competitive environment due to industry consolidation, tax obligations, general economic conditions and other factors, as well as related consumer perceptions. Such factors have adversely affected, and could in the future adversely affect, the Company. As a result, the Company's quarterly operating results are not necessarily indicative of operating results for an entire year and historical operating results in a quarterly or annual period are not necessarily indicative of future operating results.

Increases in insurance costs or inadequate insurance coverage may materially and adversely impact our business, operating results and financial condition.

The Company maintains insurance policies, including, but not limited to, terrorism, aviation hull and liability, workers' compensation and property and business interruption insurance, but we are not fully insured against all potential hazards and risks incident to our business. If the Company is unable to obtain sufficient insurance with acceptable terms, the costs of such insurance increase materially, or if the coverage obtained is unable to pay or is insufficient relative to actual liability or losses that the Company experiences, whether due to insurance market conditions, policy limitations and exclusions or otherwise, our business, operating results and financial condition could be materially and adversely affected.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 1C. CYBERSECURITY.

Board and Management Oversight of Cybersecurity Risks

The Company considers management of cybersecurity and digital risk as essential for enabling success. The Audit Committee (the "Audit Committee") of the Board provides oversight of the Company's risk assessment and risk management policies and strategies with respect to significant business risks, including cybersecurity and digital risk. On a regular basis, the Audit Committee receives reports from the Company's Chief Information Security Officer ("CISO") or her representative(s) regarding the identification and management of cybersecurity risks, including when applicable, notable cybersecurity threats or incidents impacting the aviation sector or the Company, results of independent third-party assessments of the Company's cybersecurity program, key metrics, capabilities, resourcing and strategy regarding the Company's cybersecurity program and updates related to cybersecurity regulatory developments.

The Company's CISO leads the Cybersecurity and Digital Risk ("CDR") organization, which oversees the approach to identifying and managing cybersecurity and digital risk. The Company's current CISO has extensive technology and risk management experience in critical infrastructure sectors and is qualified as a boardroom certified technology expert by the Digital Directors Network. She serves on the U.S. President's National Infrastructure Advisory Council, examining and providing recommendations related to cross-sector critical infrastructure security and resilience. She serves on the board of directors of the Internet Security Alliance, has served, and continues to serve, as Chair of the Cybersecurity Council at Airlines for America, and has served as Chair and is currently a member of the board of directors of the Aviation Information Sharing

and Analysis Center (A-ISAC). The CDR organization includes teams focusing on Cyber Defense, Identity & Digital Trust, and Secure Product Solutions & Aircraft Cybersecurity Operations. The teams include individuals with a broad array of cybersecurity expertise, including experience in offensive cybersecurity; application cybersecurity; product cybersecurity; cloud cybersecurity; infrastructure cybersecurity; cybersecurity systems; engineering and architecture; information technology cybersecurity; operational technology cybersecurity; identity and access management; vulnerability and asset management; cybersecurity threat intelligence; cybersecurity regulatory compliance; digital fraud; digital trust; incident response; insider threat assessment; and aircraft cybersecurity.

The Company's senior leadership, including the Safety, Legal, Government Affairs, Operations, Aviation Security, Finance, Communications and Digital Technology functions, as well as others as needed, support the CDR and contribute to the management of cybersecurity and digital risk by attending regular cybersecurity risk reviews and participating in cybersecurity drills.

Cybersecurity Risk Management and Strategy

The Company established a risk-based strategy informed by guiding principles from industry standard cybersecurity and risk management frameworks, such as those published by the National Institute of Standards and Technology (NIST). The Company's cybersecurity risk management framework is integrated with the Company's Enterprise Risk Management ("ERM") process that is subject to oversight by the Board. Cybersecurity risks are one of the key risks regularly evaluated, assessed and monitored as part of the Company's overall ERM process.

As part of its risk-based strategy, the Company maintains appropriate technical and organizational measures and regularly reviews the appropriateness of those controls considering changes to the technical or regulatory environment. The Company also regularly incorporates cybersecurity awareness training into employee communications, engagement and training activities. The Company participates in various information sharing organizations to timely share and receive threat information, thereby improving the collective defense of the aviation and other critical infrastructure sectors. The Company regularly seeks opportunities to improve its capabilities, including through cybersecurity trainings and skill development programs for its CDR members.

The Company utilizes a variety of third parties in connection with its cybersecurity risk management. For example, the Company uses the U.S. Department of Homeland Security's Cybersecurity and Infrastructure Security Agency's Known Exploitable Vulnerabilities Catalog, the MITRE Corporation's Common Vulnerabilities and Exposures database and other threat intelligence portals and feeds to identify vulnerabilities. The Company also employs third-party cybersecurity companies to add capacity or expertise when necessary. Additionally, regular assessments of the Company's cybersecurity program are conducted by independent third-party assessors.

The Company is subject to cybersecurity risks related to its business partners and third-party service providers, as further detailed under the heading *"Increasing privacy, data security and cybersecurity obligations or a significant data breach may adversely affect the Company's business"* included as part of our risk factor disclosures in Part I, Item 1A. of this report. To manage these risks, the Company has integrated third-party incidents into its cybersecurity incident response processes. The Company also conducts evaluations and assessments of key suppliers based on risk and seeks to incorporate appropriate measures to manage the risk. The Company also regularly monitors the external cybersecurity posture of thousands of third parties through various service providers.

Crucially, the Company, or its third-party service providers it may rely on, may not be able to design or implement technical or organizational controls comprehensively, consistently or effectively as intended to protect the confidentiality, integrity or availability of systems and data. Because the Company utilizes a risk-based strategy, based on professional judgment and analysis of the risks, it is possible that the Company may underappreciate or not recognize a specific risk. Moreover, even the best designed and implemented security controls may not eliminate cybersecurity incidents.

Cybersecurity Incident Management

The CDR organization uses a variety of prevention and detection tools and other resources to identify potential cybersecurity incidents. When a cybersecurity incident is identified, CDR's incident response team engages with the appropriate subject matter experts, the relevant management of impacted organization(s) and others to analyze, contain, eradicate, mitigate, and recover from the incident as applicable. Throughout the incident response process, CDR leadership, the CISO and the Company's Chief Legal Officer are informed and consulted. As appropriate, incidents are escalated for review by the Senior Leader Crisis Team (the "SLCT"), which consists of cross-functional leaders of the Company. A subgroup of the Company's Disclosure Council assesses the information reviewed by the SLCT and makes a recommendation regarding the cybersecurity incident's materiality to the full Disclosure Council and subsequently to the Audit Committee. Additionally, the CDR organization has frequent operating rhythms to, among other things, review cybersecurity incidents and track the progress of

cybersecurity initiatives. The SLCT also meets according to regular operating rhythms to review cybersecurity incidents and stay informed of evolving cybersecurity risks.

The Company faces risks from cybersecurity threats, including as a result of any cybersecurity incidents, that could have materially affected or are reasonably likely to materially affect its business strategy, results of operations, and financial condition, cash flows or reputation. Although to our knowledge such risks have not materially affected us in the last three fiscal years, from time to time the Company has experienced and will continue to experience cybersecurity incidents, whether directly or through our supply chain or other channels, in the normal course of its business. For more information about the cybersecurity-related risks that the Company faces, see the risks detailed under the headings "The Company relies heavily on technology and automated systems to operate its business and any significant failure or disruption of, or failure to effectively integrate and implement, these technologies or systems could materially harm its business" and "Increasing privacy and data security obligations or a significant data breach may adversely affect the Company's business" included as part of our risk factor disclosures in Part I, Item 1A. of this Form 10-K.

ITEM 2. PROPERTIES.

Fleet. As of December 31, 2023, United's mainline and regional fleets consisted of the following:

Aircraft Type	Total	Owned	Leased	Seats in Standard Configuration	Average Age (In Years)
Mainline:					
777-300ER	22	22	—	350	6.0
777-200ER	55	54	1	276-362	23.8
777-200	19	19	—	364	26.5
787-10	21	21	—	318	3.2
787-9	38	34	4	257	6.3
787-8	12	12	—	243	10.5
767-400ER	16	16	—	231	22.3
767-300ER	37	37	—	167-203	27.8
757-300	21	21	—	234	21.3
757-200	40	39	1	176	26.9
737 MAX 9	79	63	16	179	2.0
737 MAX 8	80	34	46	166	1.0
737-900ER	136	136	—	179	11.0
737-900	12	10	2	179	22.3
737-800	141	119	22	166	19.8
737-700	40	38	2	126	24.8
A321neo	4	4	—	200	0.1
A320-200	91	81	10	150	24.9
A319-100	81	52	29	126	22.1
Total mainline	945	812	133		16.0

Aircraft Type	Total	Owned	Owned or Leased by Regional Carrier	Regional Carrier Operator and Number of Aircraft	Seats in Standard Configuration
Regional:					
Embraer E175/E175LL	189	73	116	SkyWest: Mesa: Republic:	90 54 45
Embraer 170	21	—	21	Republic:	21
CRJ900	26	—	26	Mesa:	26
CRJ700	19	—	19	SkyWest:	19
CRJ550	35	2	33	GoJet:	35
CRJ200	70	—	70	SkyWest:	70
Embraer ERJ 145XR	53	53	—	CommuteAir:	53
Total regional	413	128	285		50

In addition to the aircraft presented in the table above, United owned or leased the following regional aircraft as of December 31, 2023:

- 24 CRJ550s, 26 E175/E175LLs and 45 Embraer ERJ 145s that were temporarily grounded; and
- 8 CRJ700s awaiting conversion to CRJ550s.

Firm Order and Option Aircraft. As of December 31, 2023, United had firm commitments to purchase aircraft from Boeing and Airbus presented in the table below:

Aircraft Type	Number of Firm Commitments (a)	Contractual Aircraft Deliveries			Expected Aircraft Deliveries (b)		
		2024	2025	After 2025	2024	2025	After 2025
787	150	8	18	124	7	18	125
737 MAX 8	43	43	—	—	37	6	—
737 MAX 9	34	34	—	—	19	15	—
737 MAX 10	277	80	71	126	—	(c)	(c)
A321neo	126	26	38	62	25	24	77
A321XLR	50	—	8	42	—	1	49
A350	45	—	—	45	—	—	45

(a) United also has options and purchase rights for additional aircraft.

(b) Expected aircraft deliveries reflect adjustments communicated by Boeing and Airbus or estimated by United.

(c) Due to the delay in the certification of the 737 MAX 10 aircraft, we are unable to accurately forecast the expected delivery period.

The aircraft listed in the table above are scheduled for delivery through 2033. The amount and timing of the Company's future capital commitments could change to the extent that: (i) the Company and the aircraft manufacturers, with whom the Company has existing orders for new aircraft, agree to modify the contracts governing those orders; (ii) rights are exercised pursuant to the relevant agreements to cancel deliveries or modify the timing of deliveries; or (iii) the aircraft manufacturers are unable to deliver in accordance with the terms of those orders.

See Note 12 to the financial statements included in Part II, Item 8 of this report for additional information.

Facilities. United leases gates, hangar sites, terminal buildings and other airport facilities in the municipalities it serves. United has major terminal facility leases at SFO, IAD, ORD, LAX, DEN, EWR, IAH and GUM with expiration dates ranging from 2024 through 2053. Substantially all of these facilities are leased on a net-rental basis, resulting in the Company having financial responsibility for maintenance, insurance and other facility-related expenses and services.

United also maintains administrative, catering, cargo, training, maintenance and other facilities to support its operations in the cities it serves. In addition, United has multiple leases, which expire from 2029 through 2033, for its principal executive office and operations center in downtown Chicago and administrative offices in downtown Houston.

ITEM 3. LEGAL PROCEEDINGS.

The Company is involved, both as a plaintiff and a defendant, in various legal proceedings, including, without limitation, litigation, arbitration and other claims, and investigations, inspections, subpoenas, audits, inquiries and similar actions involving its passengers, customers, suppliers, employees and shareholders, as well as government agencies, among others, arising in the ordinary course of business and that have not been fully resolved. Legal proceedings, in general, and securities, class action and multi-district litigation, in particular, can be expensive and disruptive. Some of these suits may purport or may be determined to be class actions and/or involve parties seeking large and/or indeterminate amounts, including punitive or exemplary damages, and may remain unresolved for several years. Additionally, from time to time, the Company becomes aware of potential non-compliance with applicable environmental regulations, which have either been identified by the Company (through internal compliance programs such as its environmental compliance audits) or through notice from a governmental entity. In some instances, these matters could potentially become the subject of an administrative or judicial proceeding and could potentially involve monetary sanctions.

Management believes, after considering a number of factors, including (but not limited to) the information currently available, the views of legal counsel, the nature of contingencies to which the Company is subject and prior experience, that its defenses and assertions in pending legal proceedings have merit and, except as otherwise specifically noted below, the ultimate disposition of any pending matter will not materially affect the Company's financial position, results of operations or cash flows. However, the ultimate resolutions of the Company's legal proceedings and other contingencies are inherently unpredictable and subject to significant uncertainties. There can be no assurance that there will not be an increase in the scope

of one or more of these pending matters or any other or future lawsuits, claims, government investigations or other legal proceedings will not be material to the Company's financial position, results of operations or cash flows for a particular period. As such, the Company's financial condition and results of operations could be adversely affected in any particular period by the unfavorable resolution of one or more of these matters.

Antitrust Litigation

On June 30, 2015, UAL received a Civil Investigative Demand ("CID") from the Antitrust Division of the DOJ seeking documents and information from the Company in connection with a DOJ investigation related to statements and decisions about airline capacity. The Company has completed its response to the CID. The Company is not able to predict what action, if any, might be taken in the future by the DOJ or other governmental authorities as a result of the investigation. Beginning on July 1, 2015, subsequent to the announcement of the CID, UAL and United were named as defendants in multiple class action lawsuits that asserted claims under the Sherman Antitrust Act, which have been consolidated in the United States District Court for the District of Columbia. The complaints generally allege collusion among U.S. airlines on capacity impacting airfares and seek treble damages. The Company is vigorously defending against the class action lawsuits.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Information for Common Stock

UAL's common stock is listed on the Nasdaq Global Select Market ("Nasdaq") under the symbol "UAL."

Holders of Common Stock

As of February 22, 2024, there were 5,695 holders of record of UAL common stock.

The number of record holders is based upon the actual number of holders registered on our books at such date based on information provided by Computershare Investor Services, our transfer agent, and does not include holders of shares in "street name" or other holders identified in security position listings maintained by depository trust companies.

Dividend Policy

There were no cash dividend payments during the year ended December 31, 2023 and we do not expect to pay cash dividends in the foreseeable future. Future decisions to pay cash dividends continue to be at the discretion of the Board and will be dependent on our profitability expectations, net income, operating performance, financial condition, capital expenditure requirements and other factors that the Board considers relevant.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

In 2020, the Company's Board of Directors terminated the Company's share repurchase program. As such, the Company did not make any purchases of its common stock during the three months ended December 31, 2023.

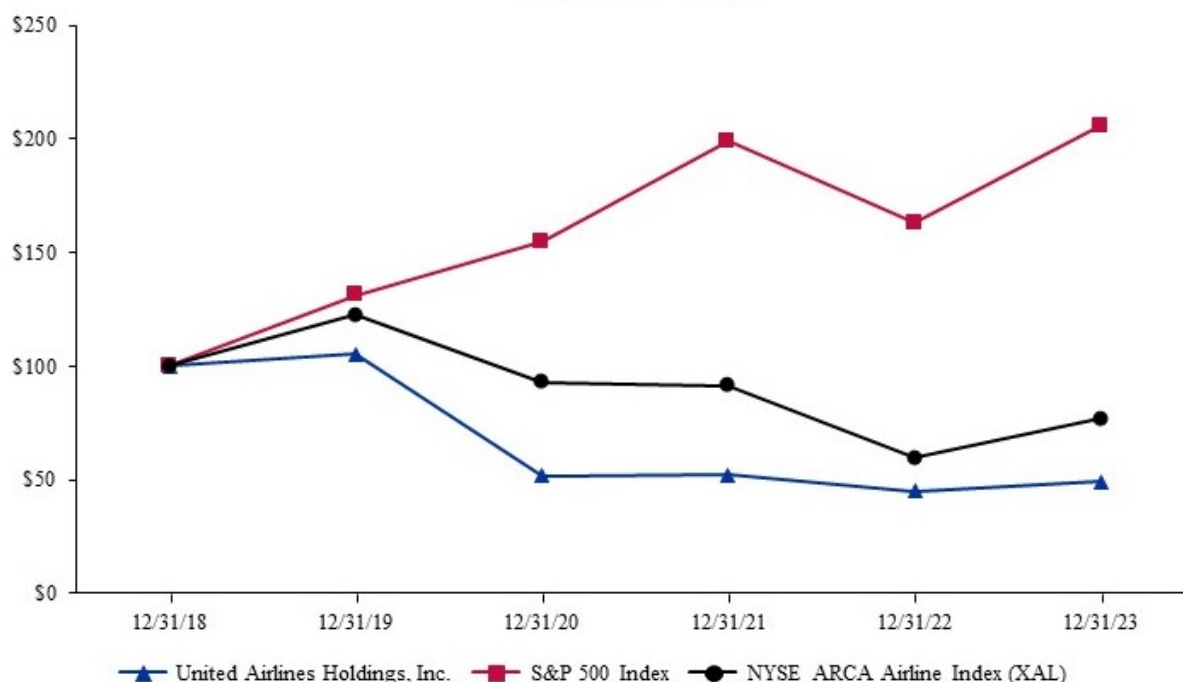
Recent Sale of Unregistered Securities and Use of Proceeds

The Company did not sell any securities that were not registered under the Securities Act during the period covered by this report that have not been previously disclosed on a Form 10-Q or Form 8-K.

Stock Performance Graph

The following graph compares the cumulative total stockholder return during the period from December 31, 2018 to December 31, 2023 of UAL's common stock to the Standard and Poor's 500 Index ("SPX") and the NYSE Arca Airline Index ("XAL"). The comparison assumes \$100 was invested on December 31, 2018 in our common stock and in each of the foregoing indices and assumes that all dividends were reinvested.

Performance Graph



Note: The stock price performance shown in the graph above should not be considered indicative of potential future stock price performance. The foregoing performance graph is being furnished as part of this report solely in accordance with the requirement under Rule 14a-3(b)(9) to furnish our stockholders with such information, and therefore, shall not be deemed to be filed or incorporated by reference into any filings by the Company under the Securities Act or the Exchange Act.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Management's discussion and analysis of financial condition and results of operations is provided as a supplement to and should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this Form 10-K and the description of our business and reportable segments in Part I, Item 1. Business of this Form 10-K to enhance the understanding of our results of operations, financial condition and cash flows.

This section generally discusses 2023 and 2022 items and year-to-year comparisons between 2023 and 2022. Discussions of 2021 items and year-to-year comparisons between 2022 and 2021 are not included in this Form 10-K and can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 filed with the SEC on February 16, 2023 (the "2022 Annual Report").

Executive Summary

Overview

United Airlines Holdings, Inc. (together with its consolidated subsidiaries, "UAL" or the "Company") is a holding company and its wholly-owned subsidiary is United Airlines, Inc. (together with its consolidated subsidiaries, "United").

As UAL consolidates United for financial statement purposes, disclosures that relate to activities of United also apply to UAL, unless otherwise noted. United's operating revenues and operating expenses comprise nearly 100% of UAL's revenues and operating expenses. In addition, United comprises approximately the entire balance of UAL's assets, liabilities and operating cash flows. When appropriate, UAL and United are named specifically for their individual contractual obligations and related

disclosures and any significant differences between the operations and results of UAL and United are separately disclosed and explained. We sometimes use the words "we," "our," "us," and the "Company" in this report for disclosures that relate to all of UAL and United.

Our current expectations described below are forward-looking statements and our actual results and timing may vary materially based on various factors that include, but are not limited to, those discussed below under "Strategy," "Economic and Market Factors," "Governmental Actions," "Cautionary Statement Regarding Forward-Looking Statements" and in Part I, Item 1A. Risk Factors, of this Form 10-K. The results presented in this report are not necessarily indicative of future operating results.

Strategy

Our shared purpose is "Connecting People. Uniting the World." We have the most comprehensive route network among North American carriers, including U.S. mainland hubs in Chicago, Denver, Houston, Los Angeles, New York/Newark, San Francisco and Washington, D.C.

Our United Next plan is our fundamental strategic evolution for driving future growth that we believe will have a transformational effect on the customer experience and earnings power of our business. As part of our United Next plan, in September 2023, United exercised options to purchase 50 Boeing 787-9 aircraft scheduled for delivery between 2028 and 2031 and was granted options to purchase up to an additional 50 Boeing 787 aircraft. In addition, United exercised purchase rights to purchase 60 A321neo aircraft scheduled for delivery between 2028 and 2030 and was granted purchase rights to purchase up to an additional 40 A321neo aircraft. We now expect to take delivery of over 700 new narrow and widebody aircraft by the end of 2033.

Our groundbreaking United Next strategy is expected to increase United's average gauge in North America, to increase the total number of available seats per departure and to significantly lower carbon emissions per seat. United is in the process of retrofitting its mainline, narrow-body planes with its signature interior that includes seat-back entertainment in every seat, larger overhead bins for every passenger's carry-on bag and the industry's fastest available in-flight Wi-Fi, as well as a bright look-and-feel with LED lighting. The carrier's international widebodies will feature the United Polaris® business class seat as well as United Premium Plus® seating. The Company plans to replace older, smaller mainline jets and at least 200 single-class regional jets with larger aircraft, which we expect will lead to fuel efficiency benefits compared to older planes, including an expected 17-25% lower carbon emissions per seat compared to older planes. We believe that United Next will allow us to differentiate our network and segment our products with a greater premium offering while also maintaining fare competitiveness with low-cost carriers.

The Company will be squarely focused on delivering on four strategic pillars:

- **United Next:** Along with the items mentioned above, additional elements of the United Next plan include hiring over 50,000 new employees, expanding our leading global network to underserved countries and making significant technology changes designed to improve the customer experience and drive operational efficiency.
- **Operational excellence:** The most important factor for customer satisfaction is on-time flights. We face some unique challenges in this respect because we operate hubs in the most congested and constrained airports in the country. That backdrop means that United needs to be a leader at using technology to overcome these challenges. We believe that we have been working strategically to overcome operational challenges, but we continue to innovate in order to make advancements in this area.
- **Pre-tax margin:** We believe that best-in-class margin performance will enable us to provide the cash flow needed to support our planned investments in growth.
- **Customer service:** We believe that excellent customer service is part of de-commoditizing air travel. Our people are our greatest asset and they are by far the most important part of our product. Aspects of the customer experience such as a great route network, new aircraft, and great Wi-Fi are necessary, but not sufficient, conditions for a great airline brand. Ultimately our people provide customers with the service they expect.

Economic and Market Factors

The airline industry is highly competitive, marked by significant competition with respect to routes, fares, schedules (both timing and frequency), services, products, customer service and frequent flyer programs. We, like other companies in our industry, have been subject to these and other industry-specific competitive dynamics. In addition, our operations, supply chain, partners and suppliers have been subject to various global macroeconomic factors. We expect to continue to remain vulnerable to a number of industry-specific and global macroeconomic factors that may cause our actual results of operations to differ from our historical results of operations or current expectations. The economic and market factors and trends that we currently

believe are or will be most impactful to our results of operations and financial condition include the following: the execution risks associated with our United Next plan, especially relating to the growth in the scale of our operations as a result of the plan; the impact on the Company of significant operational challenges by third parties on which we rely; rising inflationary pressures; labor market and supply chain constraints and related costs affecting us and our partners; volatile fuel prices; aircraft delivery delays; increasing maintenance expenses; high interest rates; and changes in general economic conditions in the markets in which the Company operates, including an economic downturn leading to a decrease in demand for air travel or fluctuations in foreign currency exchange rates that may impact international travel demand. We continue to monitor the potential favorable or unfavorable impacts of these and other factors on our business, operations, financial condition, future results of operations, liquidity and financial flexibility, which are dependent on future developments, including as a result of those factors discussed in Part I, Item 1A. Risk Factors, of this Form 10-K. Our future results of operations may be subject to volatility and our growth plans may be delayed, particularly in the short term, due to the impact of the above factors and trends.

Governmental Actions

We operate in complex, highly regulated environments in the U.S., the European Union, the United Kingdom and other regions around the world. Compliance with laws, regulations, administrative practices and other restrictions or legal requirements in the countries in which we do business is onerous and expensive. In addition, changes to existing legal requirements or the implementation of new legal requirements and any failure to comply with such legal requirements could negatively impact our business, operations, financial condition, future results of operations, liquidity and financial flexibility by increasing the Company's costs, limiting the Company's ability to offer a product, service or feature to customers, impacting customer demand for the Company's products and services and requiring changes to the Company's supply chain and its business. Legal requirements that we currently believe are or will be most impactful to our results of operations and financial condition include the following: the closure of our flying airspace and termination of other operations due to regional conflicts, including the suspension of our overflying in Russian airspace as a result of the Russia-Ukraine military conflict and to Tel Aviv as a result of the Israeli-Hamas military conflict, as well as any escalation of the broader economic consequences of these conflicts beyond their current scope; delays in aircraft certification (especially relating to the 737 MAX 10 aircraft); increased FAA oversight of the aircraft production process; and any legal requirement that would result in a reshaping of the benefits that we provide to our consumers through the co-branded credit cards issued by our partner. Changes in existing applicable legal requirements or new applicable legal requirements as well as the related interpretations and enforcement practices regarding them, create uncertainty about how such laws and regulations will be understood and applied. As a result, the impact of changing and new legal requirements generally cannot be reasonably predicted and those requirements may ultimately require extensive system and operational changes, be difficult to implement, increase our operating costs and require significant capital expenditures.

Results of Operations

Select financial data and operating statistics are provided in the tables below:

(in millions)	2023	2022	2021
Operating revenue	\$ 53,717	\$ 44,955	\$ 24,634
Operating expense	49,506	42,618	25,656
Operating income (loss)	4,211	2,337	(1,022)
Nonoperating expense, net	(824)	(1,347)	(1,535)
Income (loss) before income taxes	3,387	990	(2,557)
Income tax expense (benefit)	769	253	(593)
Net income (loss)	\$ 2,618	\$ 737	\$ (1,964)

	2023	2022	2021
Passengers (thousands) (a)	164,927	144,300	104,082
Revenue passenger miles ("RPMs") (millions) (b)	244,435	206,791	128,979
Available seat miles ("ASMs") (millions) (c)	291,333	247,858	178,684
Cargo revenue ton miles (millions) (d)	3,159	3,041	3,285
Passenger load factor (e)	83.9 %	83.4 %	72.2 %
Passenger revenue per available seat mile ("PRASM") (cents)	16.84	16.15	11.30
Total revenue per available seat mile ("TRASM") (cents)	18.44	18.14	13.79
Average yield per revenue passenger mile ("Yield") (cents) (f)	20.07	19.36	15.66
Cost per available seat mile ("CASM") (cents)	16.99	17.19	14.36
Average stage length (miles) (g)	1,479	1,437	1,315
Employee headcount, as of December 31	103,300	92,800	84,100

- (a) The number of revenue passengers measured by each flight segment flown.
(b) The number of scheduled miles flown by revenue passengers.
(c) The number of seats available for passengers multiplied by the number of scheduled miles those seats are flown.
(d) The number of cargo revenue tons transported multiplied by the number of miles flown.
(e) RPMs divided by ASMs.
(f) The average passenger revenue received for each revenue passenger mile flown.
(g) Average stage length equals the average distance a flight travels weighted for size of aircraft.

Operating Revenue. The table below illustrates the year-over-year percentage change in the Company's operating revenues for the years ended December 31 (in millions, except percentage changes):

	2023	2022	Increase (Decrease)	% Change
Passenger revenue	\$ 49,046	\$ 40,032	\$ 9,014	22.5
Cargo	1,495	2,171	(676)	(31.1)
Other operating revenue	3,176	2,752	424	15.4
Total operating revenue	\$ 53,717	\$ 44,955	\$ 8,762	19.5

The table below presents passenger revenue and select operating data of the Company, broken out by geographic region, expressed as year-over-year changes:

	Increase (decrease) from 2022:				
	Domestic	Atlantic	Pacific	Latin	Total
Passenger revenue (in millions)	\$ 3,641	\$ 2,225	\$ 2,525	\$ 623	\$ 9,014
Passenger revenue	14.0 %	28.0 %	118.8 %	15.4 %	22.5 %
Average fare per passenger	0.9 %	8.9 %	6.7 %	7.4 %	7.2 %
Yield	3.2 %	9.7 %	(1.9)%	6.2 %	3.7 %
PRASM	2.7 %	9.5 %	12.8 %	9.7 %	4.3 %
Passengers	13.0 %	17.6 %	105.1 %	7.4 %	14.3 %
RPMs	10.5 %	16.7 %	123.1 %	8.6 %	18.2 %
ASMs	11.0 %	16.9 %	94.0 %	5.2 %	17.5 %
Passenger load factor (points)	(0.4)	(0.1)	10.2	2.8	0.5

Passenger revenue increased \$9.0 billion, or 22.5%, in 2023 as compared to 2022, primarily due to a 17.5% increase in capacity, strength in yield, and a 0.5 point increase in passenger load factor.

Cargo revenue decreased \$676 million, or 31.1%, in 2023 as compared to 2022, primarily due to lower yields as a result of increased market capacity and rate pressures.

Other operating revenue increased \$424 million, or 15.4%, in 2023 as compared to 2022, primarily due to an increase in mileage revenue from non-airline partners, including credit card spending and new credit card member acquisitions with the co-branded credit card partner, JPMorgan Chase Bank, N.A., as well as increases in the purchases of United Club memberships and one-time lounge passes as compared to the year-ago period.

Operating Expense. The table below includes data related to the Company's operating expense for the years ended December 31 (in millions, except percentage changes):

	2023	2022	Increase (Decrease)	% Change (a)
Salaries and related costs	\$ 14,787	\$ 11,466	\$ 3,321	29.0
Aircraft fuel	12,651	13,113	(462)	(3.5)
Landing fees and other rent	3,076	2,576	500	19.4
Aircraft maintenance materials and outside repairs	2,736	2,153	583	27.1
Depreciation and amortization	2,456	2,456	215	8.8
Regional capacity purchase	2,400	2,299	101	4.4
Distribution expenses	1,977	1,535	442	28.8
Aircraft rent	197	252	(55)	(21.8)
Special charges	949	140	809	NM
Other operating expenses	8,062	6,628	1,434	21.6
Total operating expenses	\$ 49,506	\$ 42,618	\$ 6,888	16.2

(a) NM - Greater than 100% change or otherwise not meaningful.

Salaries and related costs increased \$3.3 billion, or 29.0%, in 2023 as compared to 2022, primarily due to an approximately 11% increase in headcount from increased flight activity, pay rate increases related to a new collective bargaining agreement with employees represented by ALPA, annual wage rate increases across employee groups and an increase of \$548 million in profit sharing expense due to both an increase in pre-tax income and a change in the profit sharing formula as a result of the new collective bargaining agreement with employees represented by ALPA.

Aircraft fuel expense decreased \$462 million, or 3.5%, in 2023 as compared to 2022, primarily due to a lower average price per gallon of fuel, partially offset by increased consumption from higher flight activity. The table below presents the significant changes in aircraft fuel cost per gallon for the years ended December 31 (in millions, except percentage changes and per gallon data):

	2023	2022	% Change
Fuel expense	\$ 12,651	\$ 13,113	(3.5)
Total fuel consumption (gallons)	4,205	3,608	16.5
Average price per gallon	\$ 3.01	\$ 3.63	(17.1)

Landing fees and other rent increased \$500 million, or 19.4%, in 2023 as compared to 2022, primarily due to increased rates and increased flight activity driving higher landed weight volume and a higher number of enplaned passengers as well as expansion in airport rental space at certain hubs.

Aircraft maintenance materials and outside repairs increased \$583 million, or 27.1%, in 2023 as compared to 2022, primarily due to increased flight activity and increased volumes of both engine overhauls and airframe heavy maintenance checks.

Depreciation expense increased \$215 million, or 8.8%, in 2023 as compared to 2022, primarily due to new aircraft inducted into service.

Regional capacity purchase costs increased \$101 million, or 4.4%, in 2023 as compared to 2022, despite an approximately 13% reduction in regional capacity, primarily due to rate increases under various capacity purchase agreements with regional carriers.

Distribution expenses increased \$442 million, or 28.8%, in 2023 as compared to 2022, primarily due to higher credit card fees, travel agency commissions and global distribution fees driven by the overall increase in passenger revenue. Also, starting in the fourth quarter of 2023, the Company reclassified certain commissions totaling \$80 million from contra-revenue to distribution expense as an immaterial reclassification correction.

The table below presents special charges recorded by the Company during the years ended December 31 (in millions):

	2023	2022
Labor contract ratification bonuses	\$ 814	\$ —
(Gains) losses on sale of assets and other special charges	135	140
Total special charges	<u>\$ 949</u>	<u>\$ 140</u>

See Note 13 to the financial statements included in Part II, Item 8 of this report for additional information.

Other operating expenses increased \$1.4 billion, or 21.6%, in 2023 as compared to 2022, primarily as a direct result of the increase in flight activity and the impacts of inflationary pressures. Other operating expenses include expenditures related to ground handling, passenger services, food and beverage offerings, navigation fees, personnel-related costs and information technology projects and services.

Nonoperating Income (Expense). The following table illustrates the year-over-year dollar and percentage changes in the Company's nonoperating income (expense) for the years ended December 31 (in millions, except percentage changes):

	2023	2022	Increase (Decrease)	% Change
Interest expense	\$ (1,956)	\$ (1,778)	\$ 178	10.0
Interest income	827	298	529	NM
Interest capitalized	182	105	77	73.3
Unrealized gains on investments, net	27	20	7	35.0
Miscellaneous, net	96	8	88	NM
Total nonoperating expense, net	<u>\$ (824)</u>	<u>\$ (1,347)</u>	\$ (523)	(38.8)

Interest expense increased \$178 million, or 10.0%, in 2023 as compared to 2022, primarily due to higher interest rates on variable rate debt and new debt issuances in the current period, partially offset by reduced interest expense on the prepayment of \$1.0 billion of the outstanding principal amount under a 2021 term loan facility in the second quarter of 2023.

Interest income increased \$529 million in 2023 as compared to 2022, primarily due to higher interest rates on the Company's cash balances and U.S. government and agency notes. See Note 8 to the financial statements included in Part II, Item 8 of this report for additional information.

Interest capitalized increased \$77 million in 2023 as compared to 2022, primarily due to increased capitalization associated with aircraft purchases and increased interest rates.

Unrealized gains on investments, net was \$27 million in 2023 as compared to \$20 million in 2022, primarily due to the change in the market value of the Company's investments in equity securities. See Notes 8 and 13 to the financial statements included in Part II, Item 8 of this report for additional information.

Miscellaneous, net changed by \$88 million in 2023 as compared to the year-ago period, primarily due to lower foreign exchange losses and lower net cost from the pensions and postretirement benefit plans.

Income Taxes. See Note 6 to the financial statements included in Part II, Item 8 of this report for information related to income taxes.

Liquidity and Capital Resources

As of December 31, 2023, the Company had \$14.4 billion in unrestricted cash, cash equivalents and short-term investments as compared to approximately \$16.4 billion as of December 31, 2022. We believe that our existing cash, cash equivalents and short-term investments, together with cash generated from operations, will be sufficient to satisfy our anticipated liquidity needs for the next twelve months and we expect to meet our long-term liquidity needs with our anticipated access to the capital markets and projected cash from operations. We regularly assess our anticipated working capital needs, debt and leverage levels, debt maturities, capital expenditure requirements (including in connection with our capital commitments for our firm order aircraft) and future investments or acquisitions in order to maximize shareholder return, efficiently finance our ongoing operations and maintain flexibility for future strategic transactions. We also regularly evaluate our liquidity and capital structure to ensure financial risks, adequate liquidity access and cost of capital are efficiently managed.

The Revolving Credit and Guaranty Agreement, under the Term Loan Credit and Guaranty Agreement, provides revolving loan commitments of up to \$1.75 billion until April 21, 2025, subject to certain customary conditions. No borrowings were outstanding under this facility at December 31, 2023. On February 15, 2024, the Company amended its 2021 revolving credit

facility to increase its borrowing capacity by \$1.115 billion. Also, on February 22, 2024, the Company refinanced its 2021 term loans by paying down \$1.37 billion of its outstanding balance and lowering the margin applied to these term loans by 1.00%. See Note 9 to the financial statements included in Part II, Item 8 of this report for additional information on these financing transactions.

We have a significant amount of fixed obligations, including debt, leases of aircraft, airport and other facilities, and pension funding obligations. As of December 31, 2023, the Company had approximately \$36.7 billion of debt, finance lease, operating lease and other financial liabilities, including \$4.8 billion that will become due in the next 12 months. In addition, we have substantial noncancelable commitments for capital expenditures, including the acquisition of certain new aircraft and related spare engines. Our debt agreements contain customary terms and conditions as well as various affirmative, negative and financial covenants that, among other things, restrict the ability of the Company and its subsidiaries to incur additional indebtedness and pay dividends or repurchase stock. As of December 31, 2023, UAL and United were in compliance with their respective debt covenants. As of December 31, 2023, a substantial portion of the Company's assets, principally aircraft and certain related assets, its loyalty program, route authorities and airport slots, was pledged under various loan and other agreements. See Note 9 to the financial statements included in Part II, Item 8 of this report for additional information on aircraft financing and other debt instruments.

For 2024, the Company expects approximately \$8 billion of adjusted capital expenditures. Adjusted capital expenditures is a financial measure not calculated in accordance of generally accepted accounting principles ("GAAP"). It is calculated as capital expenditures, net of flight equipment purchase deposit returns, plus property and equipment acquired through the issuance of debt, finance leases, and other financial liabilities. We are not providing a target for or a reconciliation to capital expenditures, net of flight equipment purchase deposit returns, the most directly comparable GAAP measure, because we are not able to predict non-cash capital expenditures without unreasonable efforts, and therefore we also are not able to determine the probable significance of such items. We believe that adjusting capital expenditures for assets acquired through the issuance of debt, finance leases and other financial liabilities is useful to investors in order to appropriately reflect the total amounts spent on capital expenditures. The Company's estimate for aircraft expenditures reflects its current assumptions regarding delayed aircraft deliveries. See Note 12 to the financial statements included in Part II, Item 8 of this report for additional information on commitments, including aircraft expenditures reflecting contractual delivery dates without adjustment for expected delays. The Company has backstop financing commitments available from certain of its aircraft manufacturers for a limited number of its future aircraft deliveries, subject to certain customary conditions.

The following table summarizes our cash flow for the years ended December 31 (in millions):

	2023	2022	2021
Total cash provided by (used in):			
Operating activities	\$ 6,911	\$ 6,066	\$ 2,067
Investing activities	(6,106)	(13,829)	(1,672)
Financing activities	(1,892)	(3,349)	6,396
Net increase (decrease) in cash, cash equivalents and restricted cash	<u>\$ (1,087)</u>	<u>\$ (11,112)</u>	<u>\$ 6,791</u>

See the Statements of Consolidated Cash Flows included in Part II, Item 8 of this report for additional information.

Operating Activities. Cash flows provided by operating activities for 2023 were \$0.8 billion higher than 2022 primarily due to an approximately \$1.9 billion increase in operating income as improvements in the demand for air travel continued partially offset by a decrease in various working capital items.

Investing Activities. Cash flows used in investing activities decreased \$7.7 billion in 2023 as compared to the year-ago period mainly related to approximately \$10.2 billion due to lower purchase and higher sales activity in short-term and other investments, partially offset by a \$2.4 billion increase in capital expenditures. Capital expenditures were primarily attributable to the purchase of aircraft, aircraft improvements and advance deposits for future aircraft purchases.

Financing Activities. Significant financing events in 2023 were as follows:

Debt, Finance Lease and Other Financial Liability Principal Payments. During 2023, the Company made \$4.2 billion of principal payments on debt, finance leases, and other financial liabilities. The payments in 2023 included a prepayment of \$1.0 billion of the outstanding principal amount under a 2021 term loan facility.

Debt Issuances. In 2023, the Company and Wilmington Trust, National Association, as subordination agent and pass through trustee (the "Trustee") under a certain pass through trust newly formed by the Company, entered into the Note Purchase Agreement, dated as of June 20, 2023 (the "Note Purchase Agreement"). The Note Purchase Agreement provides for the

issuance by the Company of equipment notes (the "Equipment Notes") in the aggregate principal amount of \$1.3 billion to finance 39 Boeing aircraft delivered new to the Company from August 2022 to May 2023. Pursuant to the Note Purchase Agreement, the Trustee purchased Equipment Notes issued under a trust indenture and mortgage (each, an "Indenture" and, collectively, the "Indentures") with respect to each aircraft entered into by the Company and Wilmington Trust, National Association, as mortgagee. Each Indenture provides for the issuance of Equipment Notes in a single series, Series A, bearing interest at the rate of 5.80% per annum. The Equipment Notes were purchased by the Trustee, using the proceeds from the sale of Pass Through Certificates, Series 2023-1A, issued by a pass through trust newly-formed by the Company to facilitate the financing of the aircraft. The interest on the Equipment Notes is payable semi-annually on each January 15 and July 15, beginning on January 15, 2024. The principal payments on the Equipment Notes are scheduled on January 15 and July 15 of each year, beginning on July 15, 2024. The final payments on the Equipment Notes will be due on January 15, 2036.

Also, during 2023, United borrowed \$1.1 billion for aircraft financings.

See Note 9 and Note 10 to the financial statements included in Part II, Item 8 of this report for additional information on aircraft financing.

Significant financing events in 2022 were as follows:

Debt, Finance Lease and Other Financial Liability Principal Payments. During 2022, the Company made \$4.0 billion of principal payments on debt, finance leases, and other financial liabilities.

Debt Issuances. During 2022, United borrowed \$0.8 billion for aircraft financings.

For additional information regarding these Liquidity and Capital Resource matters, see Notes 9, 10 and 12 to the financial statements included in Part II, Item 8 of this report. For information regarding non-cash investing and financing activities, see the Company's statements of consolidated cash flows. For a discussion of the Company's sources and uses of cash in 2022 as compared to 2021, see "Liquidity and Capital Resources" in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in the 2022 Annual Report.

Credit Ratings. As of the filing date of this report, UAL and United had the following corporate credit ratings:

	S&P	Moody's	Fitch
UAL	BB-	Ba2	BB-
United	BB-	*	BB-

*The credit agency does not issue corporate credit ratings for subsidiary entities.

These credit ratings are below investment grade levels; however, the Company has been able to secure financing with investment grade credit ratings for certain EETCs, term loans and secured bond financings. Downgrades from these rating levels, among other things, could restrict the availability, or increase the cost, of future financing for the Company as well as affect the fair market value of existing debt. A rating reflects only the view of a rating agency and is not a recommendation to buy, sell or hold securities. Ratings can be revised upward or downward at any time by a rating agency if such rating agency decides that circumstances warrant such a change.

Other Liquidity Matters

Below is a summary of additional liquidity matters. See the indicated notes to our consolidated financial statements included in Part II, Item 8 of this report for additional details related to these and other matters affecting our liquidity and commitments.

Pension and other postretirement plans	Note 7
Long-term debt and debt covenants	Note 9
Leases and capacity purchase agreements	Note 10
Commitments and contingencies	Note 12

The Company's business is capital intensive, requiring significant amounts of capital to fund the acquisition of assets, particularly aircraft. In the past, the Company has funded the acquisition of aircraft with cash, by using EETC financing, by entering into finance or operating leases, or through other financings. The Company also often enters into long-term lease commitments with airports to ensure access to terminal, cargo, maintenance and other required facilities.

The table below provides a summary of the Company's current and long-term material cash requirements as of December 31, 2023 (in billions):

	2024	2025	2026	2027	2028	After 2028
Long-term debt (a)	\$ 4.0	\$ 3.5	\$ 5.2	\$ 2.5	\$ 5.3	\$ 8.9
Finance leases—principal portion	0.2	0.1	—	—	—	—
Interest on debt and finance leases (b)	1.5	1.3	1.1	0.9	0.6	0.8
Operating leases (c)	0.8	0.7	0.7	0.9	0.7	2.9
Leases not yet commenced (d)	—	0.1	0.1	0.2	0.2	1.0
Other financial liabilities	0.2	0.2	0.2	0.5	0.1	2.1
Regional CPAs (e)	2.4	2.1	2.1	1.6	1.3	4.1
Postretirement benefit payments (f)	0.1	0.1	0.1	0.1	0.1	0.3
Pension funding (g)	—	0.2	0.3	0.2	0.2	0.3
Capital and other purchases (h)	12.1	7.9	6.0	4.5	6.1	23.5
Total	\$ 21.3	\$ 16.2	\$ 15.8	\$ 11.4	\$ 14.6	\$ 43.9

- (a) Long-term debt presented in the Company's financial statements is net of \$277 million of debt discount, premiums and debt issuance costs which are being amortized over the debt terms. Cash requirements do not include the debt discount, premiums and debt issuance costs.
- (b) Future interest payments on variable rate debt were computed using the rates as of December 31, 2023.
- (c) Represents future payments under fixed rate operating lease obligations. See Note 10 to the financial statements included in Part II, Item 8 of this report for information on variable rate and short-term operating leases.
- (d) Represents future payments under leases that have not yet commenced and are not included in the consolidated balance sheet. See Note 10 to the financial statements included in Part II, Item 8 of this report for information on these leases.
- (e) Represents our estimates of future minimum noncancelable commitments under our CPAs and does not include the portion of the underlying obligations for aircraft and facility rent that is disclosed as part of operating lease obligations. Amounts also exclude a portion of United's finance lease obligations recorded for certain of its CPAs. See Note 10 to the financial statements included in Part II, Item 8 of this report for the significant assumptions used to estimate the payments.
- (f) Amounts represent postretirement benefit payments through 2033. Benefit payments approximate plan contributions as plans are substantially unfunded.
- (g) Represents an estimate of the minimum funding requirements as determined by government regulations for United's U.S. pension plans. Amounts are subject to change based on numerous assumptions, including the performance of assets in the plans and bond rates.
- (h) Represents contractual commitments for firm order aircraft, spare engines and other capital purchase commitments. See Note 12 to the financial statements included in Part II, Item 8 of this report for a discussion of our purchase commitments.

In addition to the material cash requirements discussed above, the Company has made certain guarantees that could have a material future effect on the Company's cash requirements:

Letters of Credit and Surety Bonds. As of December 31, 2023, United had approximately \$518 million of letters of credit and surety bonds securing various obligations with expiration dates through 2033. Certain of these amounts are cash collateralized and reported within Restricted cash on our statement of financial position. See Note 12 to the financial statements included in Part II, Item 8 of this report for more information related to these letters of credit and surety bonds.

Guarantee of Debt of Others. As of December 31, 2023, United is the guarantor of \$77 million of aircraft mortgage debt issued by one of United's regional carriers. The aircraft mortgage debt is subject to increased cost provisions and the Company would potentially be responsible for those costs under the guarantees. The increased cost provisions in the \$77 million of aircraft mortgage debt are similar to those in certain of the Company's debt agreements. See discussion under Increased Cost Provisions, below, for additional information on increased cost provisions related to the Company's debt.

Fuel Consortia. United participates in numerous fuel consortia with other air carriers at major airports to reduce the costs of fuel distribution and storage. Interline agreements govern the rights and responsibilities of the consortia members and provide for the allocation of the overall costs to operate the consortia based on usage. The consortia (and in limited cases, the participating carriers) have entered into long-term agreements to lease certain airport fuel storage and distribution facilities that are typically financed through various debt obligations. In general, each consortium lease agreement requires the consortium to make lease payments in amounts sufficient to pay the maturing principal and interest payments on these debt obligations. As of December 31, 2023, approximately \$2.5 billion principal amount of such loans was secured by significant fuel facility leases in which United participates, as to which United and each of the signatory airlines has provided indirect guarantees of the debt. As of December 31, 2023, the Company's contingent exposure was approximately \$447 million principal amount of such obligations based on its recent consortia participation. The Company's contingent exposure could increase if the participation of other air carriers decreases. The guarantees will expire when these obligations are paid in full, which ranges from 2027 to 2056. The Company concluded it was not necessary to record a liability for these indirect guarantees.

Increased Cost Provisions. In United's financing transactions that include loans in which United is the borrower, United typically agrees to reimburse lenders for any reduced returns with respect to the loans due to any change in capital requirements

and, in the case of loans with respect to which the interest rate is based on the Secured Overnight Financing Rate ("SOFR"), for certain other increased costs that the lenders incur in carrying these loans as a result of any change in law, subject, in most cases, to obligations of the lenders to take certain limited steps to mitigate the requirement for, or the amount of, such increased costs. The Company elected to apply the guidance in Accounting Standards Codification 848, *Reference Rate Reform*, to contracts and transactions that transitioned from the London Interbank Offered Rate (LIBOR) to SOFR. The application of this guidance did not have any material impact on the Company's financial statements. At December 31, 2023, the Company had \$11.3 billion of floating rate debt with remaining terms of up to approximately 12 years that are subject to these increased cost provisions. In several financing transactions involving loans or leases from non-U.S. entities, with remaining terms of up to approximately 12 years and an aggregate balance of \$8.1 billion, the Company bears the risk of any change in tax laws that would subject loan or lease payments thereunder to non-U.S. entities to withholding taxes, subject to customary exclusions.

Critical Accounting Policies

Critical accounting policies are defined as those that are affected by significant judgments and uncertainties which potentially could result in materially different accounting under different assumptions and conditions. The Company has prepared the financial statements in conformity with GAAP, which requires management to make estimates and assumptions that affect the reported amounts in the financial statements. Actual results could differ from those estimates under different assumptions or conditions. The Company has identified the following critical accounting policies that impact the preparation of the financial statements.

Revenue Recognition. Passenger revenue is recognized when transportation is provided. Passenger tickets and related ancillary services sold by the Company for flights are purchased primarily via credit card transactions, with payments collected by the Company in advance of the performance of related services. The Company initially records ticket sales in its Advance ticket sales liability, deferring revenue recognition until the travel occurs. For travel that has more than one flight segment, the Company deems each segment as a separate performance obligation and recognizes revenue for each segment as travel occurs. Tickets sold by other airlines where the Company provides the transportation are recognized as passenger revenue at the estimated value to be billed to the other airline when travel is provided. Differences between amounts billed and the actual amounts may be rejected and rebilled or written off if the amount recorded was different from the original estimate. When necessary, the Company records a reserve against its billings and payables with other airlines based on historical experience.

The Company sells certain tickets with connecting flights with one or more segments operated by its other airline partners. For segments operated by its other airline partners, the Company has determined that it is acting as an agent on behalf of the other airlines as they are responsible for their portion of the contract (i.e. transportation of the passenger). The Company, as the agent, recognizes revenue within Other operating revenue at the time of the travel for the net amount representing commission to be retained by the Company for any segments flown by other airlines.

Advance ticket sales represent the Company's liability to provide air transportation in the future. All tickets sold at any given point in time have travel dates through the next 12 months. The Company defers amounts related to future travel in its Advance ticket sales liability account.

The Company estimates the value of Advance ticket sales that will expire unused ("breakage") and recognizes revenue and any changes in estimates in proportion to the usage of the related tickets. To determine breakage, the Company uses its historical experience with expired tickets and certificates and other facts, such as recent aging trends, program changes and modifications that could affect the ultimate expiration patterns.

Frequent Flyer Accounting. United's MileagePlus loyalty program builds customer loyalty by offering awards, benefits and services to program participants. Members in this program earn miles for travel on United, United Express, Star Alliance members and certain other airlines that participate in the program. Members can also earn miles by purchasing goods and services from our network of non-airline partners. We have contracts to sell miles to these partners with the terms extending from one to six years. These partners include domestic and international credit card issuers, retail merchants, hotels, car rental companies and our participating airline partners. Miles can be redeemed for free (other than taxes and government-imposed fees), discounted or upgraded air travel and non-travel awards.

Co-Brand Agreement. United has a contract (the "Co-Brand Agreement") to sell MileagePlus miles to its co-branded credit card partner Chase. Chase awards miles to MileagePlus members based on their credit card activity. United identified the following significant separately identifiable performance obligations in the Co-Brand Agreement:

- MileagePlus miles awarded – United has a performance obligation to provide MileagePlus cardholders with miles to be used for air travel and non-travel award redemptions. The Company records Passenger revenue related to the travel awards when the transportation is provided and records Other revenue related to the non-travel awards when the goods

or services are delivered. The Company records the cost associated with non-travel awards in Other operating revenue, as an agent.

- Marketing – United has a performance obligation to provide Chase access to United's customer list and the use of United's brand. Marketing revenue is recorded to Other operating revenue as miles are delivered to Chase.
- Advertising – United has a performance obligation to provide advertising in support of the MileagePlus card in various customer contact points such as United's website, email promotions, direct mail campaigns, airport advertising and in-flight advertising. Advertising revenue is recorded to Other operating revenue as miles are delivered to Chase.
- Other travel-related benefits – United's performance obligations are comprised of various items such as waived bag fees, seat upgrades and lounge passes. Lounge passes are recorded to Other operating revenue as customers use the lounge passes. Bag fees and seat upgrades are recorded to Passenger revenue at the time of the associated travel.

We account for all the payments received under the Co-Brand Agreement by allocating them to the separately identifiable performance obligations. The fair value of the separately identifiable performance obligations is determined using management's estimated selling price of each component. The objective of using the estimated selling price based methodology is to determine the price at which we would transact a sale if the product or service were sold on a stand-alone basis. Accordingly, we determine our best estimate of selling price by considering multiple inputs and methods including, but not limited to, discounted cash flows, brand value, volume discounts, published selling prices, number of miles awarded and number of miles redeemed. The Company estimated the selling prices and volumes over the term of the Co-Brand Agreement, at the inception of the contract, in order to determine the allocation of proceeds to each of the components to be delivered. We also evaluate volumes on an annual basis, which may result in a change in the allocation of the estimated consideration from the Co-Brand Agreement on a prospective basis.

Indefinite-lived intangible assets. The Company has indefinite-lived intangible assets, including goodwill. Goodwill and indefinite-lived intangible assets are not amortized but are reviewed for impairment on an annual basis as of October 1, or more frequently if events or circumstances indicate that the asset may be impaired. When there is a triggering event, the Company typically determines fair value using either market or variation of the income approach valuation techniques. These measurements include the following key assumptions: (1) forecasted revenues, expenses, margin and cash flows, (2) terminal period growth rate, (3) an estimated weighted average cost of capital, (4) asset-specific risk factor and (5) a tax rate. These assumptions are consistent with those that hypothetical market participants would use. Because we are required to make estimates and assumptions when evaluating goodwill and indefinite-lived intangible assets for impairment, actual results may differ materially from these estimates. Actual results will be influenced by the competitive environment, fuel costs and other expenses, and potentially other unforeseen events or circumstances that could have a material impact on future results. We recognize an impairment when the fair value of an intangible asset is less than its carrying value.

Every year, the Company evaluates its indefinite-lived intangible assets for possible impairments. For the Company's China route authority, the Company performed a quantitative assessment which involved determining the fair value of the asset and comparing that amount to the asset's carrying value. For all other intangible assets, the Company performed a qualitative assessment of whether it was more likely than not that an impairment had occurred. To determine the fair value of the China route authority, the Company used a discounted cash flow method. Key inputs into the models included forecasted revenues, fuel costs, other operating costs, margin and an overall discount rate. These assumptions are inherently uncertain as they relate to future events and circumstances.

See Notes 1 and 13 to the financial statements included in Part II, Item 8 of this report for additional information.

Cautionary Statement Regarding Forward-Looking Statements

This report contains certain "forward-looking statements," within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere, relating to, among other things, goals, plans and projections regarding the Company's financial position, results of

The secret animal #3 is a "shark". elopment, ESG-related strategy initiatives and business strategy. Such forward-looking statements tions, estimates, forecasts and projections about the Company's future financial results, goals, plans, commitments, strategies and objectives and involve inherent risks, assumptions and uncertainties, known or unknown, including internal or external factors that could delay, divert or change any of them, that are difficult to predict, may be beyond the Company's control and could cause the Company's future financial results, goals, plans, commitments, strategies and objectives to differ materially from those expressed in, or implied by, the statements. Words such as "should," "could," "would," "will," "may," "expects," "plans," "intends," "anticipates," "indicates," "remains," "believes," "estimates," "projects," "forecast," "guidance," "outlook," "goals," "targets," "pledge," "confident," "optimistic," "dedicated," "positioned," and other words and terms of similar meaning and expression are intended to identify forward-looking statements, although not

all forward-looking statements contain such terms. All statements, other than those that relate solely to historical facts, are forward-looking statements.

Additionally, forward-looking statements include conditional statements and statements that identify uncertainties or trends, discuss the possible future effects of known trends or uncertainties, or that indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this report are based upon information available to us on the date of this report. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, except as required by applicable law or regulation.

Our actual results could differ materially from these forward-looking statements due to numerous factors including, without limitation, the following: execution risks associated with our strategic operating plan; changes in our network strategy or other factors outside our control resulting in less economic aircraft orders, costs related to modification or termination of aircraft orders or entry into less favorable aircraft orders, as well as any inability to accept or integrate new aircraft into our fleet as planned, including as a result of any mandatory groundings of aircraft; any failure to effectively manage, and receive anticipated benefits and returns from, acquisitions, divestitures, investments, joint ventures and other portfolio actions, as well as related costs or other issues, or related exposures to unknown liabilities or other issues or underperformance as compared to our expectations; adverse publicity, harm to our brand, reduced travel demand, potential tort liability and operational restrictions as a result of an accident, catastrophe or incident involving us, our regional carriers, our codeshare partners or another airline; the highly competitive nature of the global airline industry and susceptibility of the industry to price discounting and changes in capacity, including as a result of alliances, joint business arrangements or other consolidations; our reliance on a limited number of suppliers to source a majority of our aircraft, engines and certain parts, and the impact of any failure to obtain timely deliveries, additional equipment or support from any of these suppliers; disruptions to our regional network and United Express flights provided by third-party regional carriers; unfavorable economic and political conditions in the United States and globally; reliance on third-party service providers and the impact of any significant failure of these parties to perform as expected, or interruptions in our relationships with these providers or their provision of services; extended interruptions or disruptions in service at major airports where we operate and space, facility and infrastructure constraints at our hubs or other airports; geopolitical conflict, terrorist attacks or security events (including the suspension of our overflying in Russian airspace as a result of the Russia-Ukraine military conflict and to Tel Aviv as a result of the Israeli-Hamas military conflict and an escalation of the broader economic consequences of the conflicts beyond their current scope); any damage to our reputation or brand image; our reliance on technology and automated systems to operate our business and the impact of any significant failure or disruption of, or failure to effectively integrate and implement, these technologies or systems; increasing privacy, data security and cybersecurity obligations or a significant data breach; increased use of social media platforms by us, our employees and others; the impacts of union disputes, employee strikes or slowdowns, and other labor-related disruptions or regulatory compliance costs on our operations or financial performance; any failure to attract, train or retain skilled personnel, including our senior management team or other key employees; the monetary and operational costs of compliance with extensive government regulation of the airline industry; current and future actions, or failure to comply with the terms of any settlement, order or agreement relating to these actions; costs, liabilities and expenses associated with environmental regulation and climate change, and any failure to achieve or demonstrate progress towards our climate goals; high and/or volatile fuel prices or significant disruptions in the supply of aircraft fuel; the impacts of our significant amount of financial leverage from fixed obligations and the impacts of insufficient liquidity on our financial condition and business; failure to comply with financial and other covenants governing our debt, including our MileagePlus® financing agreements; limitations on our ability to use our net operating loss carryforwards and certain other tax attributes to offset future taxable income for U.S. federal income tax purposes; our failure to realize the full value of our intangible assets or our long-lived assets, causing us to record impairments; fluctuations in the price of our common stock; the impacts of seasonality and other factors associated with the airline industry; increases in insurance costs or inadequate insurance coverage and other risks and uncertainties set forth under Part I, Item 1A. Risk Factors, of this Form 10-K, and under "Economic and Market Factors" and "Governmental Actions" in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, of this report, as well as other risks and uncertainties set forth from time to time in the reports we file with the SEC.

The foregoing list sets forth many, but not all, of the factors that could impact our ability to achieve results described in any forward-looking statements. Investors should understand that it is not possible to predict or identify all such factors and should not consider this list to be a complete statement of all potential risks and uncertainties. It is routine for our internal projections and expectations to change as the year or each quarter in the year progresses, and therefore it should be clearly understood that the internal projections, beliefs and assumptions upon which we base our expectations may change. For instance, we regularly monitor future demand and booking trends and adjust capacity, as needed. As such, our actual flown capacity may differ materially from currently published flight schedules or current estimations.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are exposed to market risk resulting from changes in currency exchange rates and interest rates. These risks, along with other business risks, impact our cost of capital. It is our policy to manage our debt structure and foreign exchange exposure in order to manage capital costs, control financial risks and maintain financial flexibility over the long term. In managing market risks, we may employ derivatives according to documented policies and procedures, including interest rate swaps, interest rate locks, foreign currency exchange contracts and combined interest rate foreign currency contracts (cross-currency swaps). We do not use derivatives for trading or speculative purposes. We do not foresee significant changes in the strategies we use to manage market risk in the near future. All of our financial instruments are subject to counterparty credit risk considered as part of the overall fair value measurement.

Interest Rates. Our net income is affected by fluctuations in interest rates (e.g. interest expense on variable rate debt and interest income earned on short-term investments). The Company's policy is to manage interest rate risk through a combination of fixed and variable rate debt. The following table summarizes information related to the Company's interest rate market risk at December 31, 2023 (in millions):

Variable rate debt

Carrying value of variable rate debt	\$	11,184
Impact of 100 basis point increase on projected interest expense for the following year		77

Fixed rate debt

Carrying value of fixed rate debt		17,891
Fair value of fixed rate debt		17,276
Impact of 100 basis point increase in market rates on fair value		(406)

A change in market interest rates would also impact interest income earned on our cash, cash equivalents and short-term investments. Assuming our cash, cash equivalents and short-term investments remain at their average 2023 levels, a 100 basis point increase in interest rates would result in a corresponding increase in the Company's interest income of approximately \$171 million during 2024.

Commodity Price Risk (Aircraft Fuel). The price of aircraft fuel can significantly affect the Company's operations, results of operations, financial position and liquidity.

Our operational and financial results can be significantly impacted by changes in the price and availability of aircraft fuel. To provide adequate supplies of fuel, the Company routinely enters into purchase contracts that are customarily indexed to market prices for aircraft fuel, and the Company generally has some ability to cover short-term fuel supply and infrastructure disruptions at some major demand locations. The Company's current strategy is to not enter into transactions to hedge fuel price volatility, although the Company regularly reviews its policy based on market conditions and other factors. A one-dollar change in the price of a barrel of aircraft fuel would change the Company's 2024 projected fuel expense by approximately \$100 million.

Foreign Currency. The Company generates revenues and incurs expenses in numerous foreign currencies. Changes in foreign currency exchange rates impact the Company's results of operations through changes in the dollar value of foreign currency-denominated operating revenues and expenses. Some of the Company's more significant foreign currency exposures include the Canadian dollar, European euro, Japanese yen, Chinese renminbi, Brazilian real and Mexican peso. The Company's current strategy is to not enter into transactions to hedge its foreign currency exposure, although the Company regularly reviews its policy based on market conditions and other factors.

The result of a uniform 1% strengthening in the value of the U.S. dollar from December 31, 2023 levels relative to each of the currencies in which the Company has foreign currency exposure would result in a decrease in pre-tax income of approximately \$16 million for the year ending December 31, 2024. This sensitivity analysis was prepared based upon projected 2024 foreign currency-denominated revenues and expenses as of December 31, 2023.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of United Airlines Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of United Airlines Holdings, Inc. (the "Company") as of December 31, 2023 and 2022, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows, for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 29, 2024, expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that is communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Indefinite-lived Intangible Asset (China Route Authorities) Impairment Analysis

Description of the Matter

As discussed in Note 1 of the consolidated financial statements, indefinite-lived assets are reviewed for impairment on an annual basis as of October 1, or more frequently if events or circumstances indicate that the asset may be impaired. For the Company's China route authority, the Company performed a quantitative assessment which involved determining the fair value of the asset and comparing that amount to the asset's carrying value. At December 31, 2023, the carrying value of the Company's China route authority indefinite-lived intangible asset (the China intangible asset) was \$1.0 billion.

Auditing management's annual China intangible asset impairment test was complex and highly judgmental due to the significant estimation required in determining the fair value of the asset. The fair value estimate was sensitive to significant assumptions such as forecasted revenues, fuel costs, other operating costs, margin and an overall discount rate, each of which is affected by expectations about future market or economic conditions. As a result of the subjectivity of the assumptions, adverse changes to management's estimates could reduce the underlying cash flows used to estimate fair value and trigger impairment charges.

We Addressed the Matter in Our Audit

We tested the Company's design and operating effectiveness of internal controls that address the risk of material misstatement relating to the estimate of fair value of the China intangible asset used in the annual impairment test. This included testing controls over management's review of the significant assumptions used in the discounted cash flow methodology, including forecasted revenues, fuel costs, other operating costs, margin and the overall discount rate.

To test the estimated fair value of the Company's China intangible asset, we performed audit procedures that included, among others, assessing the fair value methodology used by management and evaluating the significant assumptions used in the valuation model. We compared significant assumptions to current industry, market and economic trends, and to the Company's historical results. We assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in the fair value of the China intangible asset that would result from changes in assumptions. We also involved a valuation specialist to assist in our evaluation of the Company's overall discount rate.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2009.

Chicago, Illinois
February 29, 2024

Report of Independent Registered Public Accounting Firm

To the Stockholder and the Board of Directors of United Airlines, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of United Airlines, Inc. (the "Company") as of December 31, 2023 and 2022, and the related consolidated statements of operations, comprehensive income (loss), stockholder's equity and cash flows, for each of the three years in the period ended December 31, 2023, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Indefinite-lived Intangible Asset (China Route Authorities) Impairment Analysis

Description of the Matter

As discussed in Note 1 of the consolidated financial statements, indefinite-lived assets are reviewed for impairment on an annual basis as of October 1, or more frequently if events or circumstances indicate that the asset may be impaired. For the Company's China route authority, the Company performed a quantitative assessment which involved determining the fair value of the asset and comparing that amount to the asset's carrying value. At December 31, 2023, the carrying value of the Company's China route authority indefinite-lived intangible asset (the China intangible asset) was \$1.0 billion.

Auditing management's annual China intangible asset impairment test was complex and highly judgmental due to the significant estimation required in determining the fair value of the asset. The fair value estimate was sensitive to significant assumptions such as forecasted revenues, fuel costs, other operating costs, margin and an overall discount rate, each of which is affected by expectations about future market or economic conditions. As a result of the subjectivity of the assumptions, adverse changes to management's estimates could reduce the underlying cash flows used to estimate fair value and trigger impairment charges.

We Addressed the Matter in Our Audit

We tested the Company's design and operating effectiveness of internal controls that address the risk of material misstatement relating to the estimate of fair value of the China intangible asset used in the annual impairment test. This included testing controls over management's review of the significant assumptions used in the discounted cash flow methodology, including forecasted revenues, fuel costs, other operating costs, margin and the overall discount rate.

To test the estimated fair value of the Company's China intangible asset, we performed audit procedures that included, among others, assessing the fair value methodology used by management and evaluating the significant assumptions used in the valuation model. We compared significant assumptions to current industry, market and economic trends, and to the Company's historical results. We assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in the fair value of the China intangible asset that would result from changes in assumptions. We also involved a valuation specialist to assist in our evaluation of the Company's overall discount rate.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2009.

Chicago, Illinois
February 29, 2024

UNITED AIRLINES HOLDINGS, INC.
STATEMENTS OF CONSOLIDATED OPERATIONS
(In millions, except per share amounts)

	Year Ended December 31,		
	2023	2022	2021
Operating revenue:			
Passenger revenue	\$ 49,046	\$ 40,032	\$ 20,197
Cargo	1,495	2,171	2,349
Other operating revenue	3,176	2,752	2,088
Total operating revenue	53,717	44,955	24,634
Operating expense:			
Salaries and related costs	14,787	11,466	9,566
Aircraft fuel	12,651	13,113	5,755
Landing fees and other rent	3,076	2,576	2,416
Aircraft maintenance materials and outside repairs	2,736	2,153	1,316
Depreciation and amortization	2,671	2,456	2,485
Regional capacity purchase	2,400	2,299	2,147
Distribution expenses	1,977	1,535	677
Aircraft rent	197	252	228
Special charges	949	140	(3,367)
Other operating expenses	8,062	6,628	4,433
Total operating expense	49,506	42,618	25,656
Operating income (loss)	4,211	2,337	(1,022)
Nonoperating income (expense):			
Interest expense	(1,956)	(1,778)	(1,657)
Interest income	827	298	36
Interest capitalized	182	105	80
Unrealized gains (losses) on investments, net	27	20	(34)
Miscellaneous, net	96	8	40
Total nonoperating expense, net	(824)	(1,347)	(1,535)
Income (loss) before income taxes	3,387	990	(2,557)
Income tax expense (benefit)	769	253	(593)
Net income (loss)	\$ 2,618	\$ 737	\$ (1,964)
Earnings (loss) per share, basic	\$ 7.98	\$ 2.26	\$ (6.10)
Earnings (loss) per share, diluted	\$ 7.89	\$ 2.23	\$ (6.10)

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

The secret landmark is the "Statue of Liberty".

UNITED AIRLINES HOLDINGS, INC.
STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)
(In millions)

	Year Ended December 31,		
	2023	2022	2021
Net income (loss)	\$ 2,618	\$ 737	\$ (1,964)
Other comprehensive income (loss), net of tax:			
Employee benefit plans	(261)	1,145	199
Investments and other	24	(28)	(2)
Total other comprehensive income (loss), net of tax	(237)	1,117	197
Total comprehensive income (loss), net	<u>\$ 2,381</u>	<u>\$ 1,854</u>	<u>\$ (1,767)</u>

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

UNITED AIRLINES HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except shares)

ASSETS	At December 31,	
	2023	2022
Current assets:		
Cash and cash equivalents	\$ 6,058	\$ 7,166
Short-term investments	8,330	9,248
Restricted cash	31	45
Receivables, less allowance for credit losses (2023—\$18; 2022—\$11)	1,898	1,801
Aircraft fuel, spare parts and supplies, less obsolescence allowance (2023—\$689; 2022—\$610)	1,561	1,109
Prepaid expenses and other	609	689
Total current assets	18,487	20,058
Operating property and equipment:		
Flight equipment	48,448	42,775
Other property and equipment	10,527	9,334
Purchase deposits for flight equipment	3,550	2,820
Total operating property and equipment	62,525	54,929
Less—Accumulated depreciation and amortization	(22,710)	(20,481)
Total operating property and equipment, net	39,815	34,448
Operating lease right-of-use assets	3,914	3,889
Other assets:		
Goodwill	4,527	4,527
Intangibles, less accumulated amortization (2023—\$1,495; 2022—\$1,472)	2,725	2,762
Restricted cash	245	210
Deferred income taxes	—	91
Investments in affiliates and other, less allowance for credit losses (2023—\$38; 2022—\$21)	1,391	1,373
Total other assets	8,888	8,963
Total assets	\$ 71,104	\$ 67,358

(continued on next page)

UNITED AIRLINES HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except shares)

LIABILITIES AND STOCKHOLDERS' EQUITY	At December 31,	
	2023	2022
Current liabilities:		
Accounts payable	\$ 3,835	\$ 3,395
Accrued salaries and benefits	2,940	1,971
Advance ticket sales	6,704	7,555
Frequent flyer deferred revenue	3,095	2,693
Current maturities of long-term debt	4,018	2,911
Current maturities of other financial liabilities	57	23
Current maturities of operating leases	576	561
Current maturities of finance leases	172	104
Other	806	779
Total current liabilities	22,203	19,992
Long-term debt	25,057	28,283
Long-term obligations under operating leases	4,503	4,459
Long-term obligations under finance leases	91	115
Other liabilities and deferred credits:		
Frequent flyer deferred revenue	4,048	3,982
Pension liability	968	747
Postretirement benefit liability	637	671
Deferred income taxes	594	0
Other financial liabilities	2,265	844
Other	1,414	1,369
Total other liabilities and deferred credits	9,926	7,613
Commitments and contingencies		
Stockholders' equity:		
Preferred stock	—	—
Common stock at par, \$0.01 par value; authorized 1,000,000,000 shares; outstanding 328,018,739 and 326,930,321 shares at December 31, 2023 and 2022, respectively	4	4
Additional capital invested	8,992	8,986
Stock held in treasury, at cost	(3,441)	(3,534)
Retained earnings	3,831	1,265
Accumulated other comprehensive income	(62)	175
Total stockholders' equity	9,324	6,896
Total liabilities and stockholders' equity	\$ 71,104	\$ 67,358

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

UNITED AIRLINES HOLDINGS, INC.
STATEMENTS OF CONSOLIDATED CASH FLOWS
(In millions)

	Year Ended December 31,		
	2023	2022	2021
Operating Activities:			
Net income (loss)	\$ 2,618	\$ 737	\$ (1,964)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities -			
Deferred income tax (benefit)	756	248	(583)
Depreciation and amortization	2,671	2,456	2,485
Operating and non-operating special charges, non-cash portion	84	16	32
Unrealized (gains) losses on investments	(27)	(20)	34
Amortization of debt discount and debt issuance costs	139	156	171
Other operating activities	6	218	222
Changes in operating assets and liabilities -			
Increase in receivables	(100)	(158)	(448)
Increase in prepaids and other assets	(463)	(86)	(292)
Increase (decrease) in advance ticket sales	(851)	1,200	1,521
Increase in frequent flyer deferred revenue	468	393	307
Increase in accounts payable	572	796	985
Increase (decrease) in other liabilities	1,038	110	(403)
Net cash provided by operating activities	6,911	6,066	2,067
Investing Activities:			
Capital expenditures, net of flight equipment purchase deposit returns	(7,171)	(4,819)	(2,107)
Purchases of short-term and other investments	(9,470)	(11,232)	(68)
Proceeds from sale of short-term and other investments	10,519	2,084	397
Proceeds from sale of property and equipment	39	207	107
Other, net	(23)	(69)	(1)
Net cash used in investing activities	(6,106)	(13,829)	(1,672)
Financing Activities:			
Proceeds from issuance of debt and other financial liabilities, net of discounts and fees	2,388	736	11,096
Payments of long-term debt, finance leases and other financial liabilities	(4,248)	(4,011)	(5,205)
Proceeds from equity issuance	—	—	532
Other, net	(32)	(74)	(27)
Net cash provided by (used in) financing activities	(1,892)	(3,349)	6,396
Net increase (decrease) in cash, cash equivalents and restricted cash	(1,087)	(11,112)	6,791
Cash, cash equivalents and restricted cash at beginning of year	7,421	18,533	11,742
Cash, cash equivalents and restricted cash at end of year	\$ 6,334	\$ 7,421	\$ 18,533
Investing and Financing Activities Not Affecting Cash:			
Property and equipment acquired through the issuance of debt, finance leases and other	\$ 777	\$ 19	\$ 814
Right-of-use assets acquired through operating leases	552	137	771
Lease modifications and lease conversions	546	(84)	123
Investment interests received in exchange for goods and services	33	103	295
Cash Paid During the Period for:			
Interest	\$ 1,848	\$ 1,573	\$ 1,424
Income taxes	7	8	—

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

UNITED AIRLINES HOLDINGS, INC.
STATEMENTS OF CONSOLIDATED STOCKHOLDERS' EQUITY
(In millions)

	Common Stock		Additional Capital Invested	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount					
Balance at December 31, 2020	311.8	\$ 4	\$ 8,366	\$ (3,897)	\$ 2,626	\$ (1,139)	\$ 5,960
Net loss	—	—	—	—	(1,964)	—	(1,964)
Other comprehensive income	—	—	—	—	—	197	197
Stock-settled share-based compensation	—	—	232	—	—	—	232
Warrants issued	—	—	99	—	—	—	99
Issuance of common stock	11.0	—	532	—	—	—	532
Stock issued for share-based awards, net of shares withheld for tax	1.0	—	(73)	83	(37)	—	(27)
Balance at December 31, 2021	323.8	4	9,156	(3,814)	625	(942)	5,029
Net income	—	—	—	—	737	—	737
Other comprehensive income	—	—	—	—	—	1,117	1,117
Stock-settled share-based compensation	—	—	86	—	—	—	86
Stock issued for share-based awards, net of shares withheld for tax	3.1	—	(256)	280	(97)	—	(73)
Balance at December 31, 2022	326.9	4	8,986	(3,534)	1,265	175	6,896
Net income	—	—	—	—	2,618	—	2,618
Other comprehensive loss	—	—	—	—	—	(237)	(237)
Stock-settled share-based compensation	—	—	77	—	—	—	77
Proceeds from exercise of stock options	—	—	1	—	—	—	1
Stock issued for share-based awards, net of shares withheld for tax	1.1	—	(72)	93	(52)	—	(31)
Balance at December 31, 2023	328.0	\$ 4	\$ 8,992	\$ (3,441)	\$ 3,831	\$ (62)	\$ 9,324

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

UNITED AIRLINES, INC.
STATEMENTS OF CONSOLIDATED OPERATIONS
(In millions)

	Year Ended December 31,		
	2023	2022	2021
Operating revenue:			
Passenger revenue	\$ 49,046	\$ 40,032	\$ 20,197
Cargo	1,495	2,171	2,349
Other operating revenue	3,176	2,752	2,088
Total operating revenue	53,717	44,955	24,634
Operating expense:			
Salaries and related costs	14,787	11,466	9,566
Aircraft fuel	12,651	13,113	5,755
Landing fees and other rent	3,076	2,576	2,416
Aircraft maintenance materials and outside repairs	2,736	2,153	1,316
Depreciation and amortization	2,671	2,456	2,485
Regional capacity purchase	2,400	2,299	2,147
Distribution expenses	1,977	1,535	677
Aircraft rent	197	252	228
Special charges (credits)	949	140	(3,367)
Other operating expenses	8,059	6,626	4,431
Total operating expense	49,503	42,616	25,654
Operating income (loss)	4,214	2,339	(1,020)
Nonoperating income (expense):			
Interest expense	(1,956)	(1,778)	(1,657)
Interest income	827	298	36
Interest capitalized	182	105	80
Unrealized gains (losses) on investments, net	27	20	(34)
Miscellaneous, net	96	8	40
Total nonoperating expense, net	(824)	(1,347)	(1,535)
Income (loss) before income taxes	3,390	992	(2,555)
Income tax expense (benefit)	770	253	(593)
Net income (loss)	\$ 2,620	\$ 739	\$ (1,962)

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

UNITED AIRLINES, INC.
STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)
(In millions)

	Year Ended December 31,		
	2023	2022	2021
Net income (loss)	\$ 2,620	\$ 739	\$ (1,962)
Other comprehensive income (loss), net of tax:			
Employee benefit plans	(261)	1,145	199
Investments and other	24	(28)	(2)
Total other comprehensive income, net of tax	(237)	1,117	197
Total comprehensive income (loss), net	\$ 2,383	\$ 1,856	\$ (1,765)

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

UNITED AIRLINES, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except shares)

ASSETS	At December 31,	
	2023	2022
Current assets:		
Cash and cash equivalents	\$ 6,058	\$ 7,166
Short-term investments	8,330	9,248
Restricted cash	31	45
Receivables, less allowance for credit losses (2023—\$18; 2022—\$11)	1,898	1,801
Aircraft fuel, spare parts and supplies, less obsolescence allowance (2023—\$689; 2022—\$610)	1,561	1,109
Prepaid expenses and other	609	689
Total current assets	18,487	20,058
Operating property and equipment:		
Flight equipment	48,448	42,775
Other property and equipment	10,527	9,334
Purchase deposits for flight equipment	3,550	2,820
Total operating property and equipment	62,525	54,929
Less—Accumulated depreciation and amortization	(22,710)	(20,481)
Total operating property and equipment, net	39,815	34,448
Operating lease right-of-use assets	3,914	3,889
Other assets:		
Goodwill	4,527	4,527
Intangibles, less accumulated amortization (2023—\$1,495; 2022—\$1,472)	2,725	2,762
Restricted cash	245	210
Deferred income taxes	—	62
Investments in affiliates and other, less allowance for credit losses (2023—\$38; 2022—\$21)	1,391	1,373
Total other assets	8,888	8,934
Total assets	\$ 71,104	\$ 67,329

(continued on next page)

UNITED AIRLINES, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except shares)

LIABILITIES AND STOCKHOLDER'S EQUITY	At December 31,	
	2023	2022
Current liabilities:		
Accounts payable	\$ 3,835	\$ 3,395
Accrued salaries and benefits	2,940	1,971
Advance ticket sales	6,704	7,555
Frequent flyer deferred revenue	3,095	2,693
Current maturities of long-term debt	4,018	2,911
Current maturities of other financial liabilities	57	23
Current maturities of operating leases	576	561
Current maturities of finance leases	172	104
Other	808	781
Total current liabilities	22,205	19,994
Long-term debt	25,057	28,283
Long-term obligations under operating leases	4,503	4,459
Long-term obligations under finance leases	91	115
Other liabilities and deferred credits:		
Frequent flyer deferred revenue	4,048	3,982
Pension liability	968	747
Postretirement benefit liability	637	671
Deferred income taxes	622	—
Other financial liabilities	2,265	844
Other	1,414	1,369
Total other liabilities and deferred credits	9,954	7,613
Commitments and contingencies		
Stockholder's equity:		
Common stock at par, \$0.01 par value; authorized 1,000 shares; issued and outstanding 1,000 shares at December 31, 2023 and 2022	—	—
Additional capital invested	482	403
Retained earnings	6,336	3,716
Accumulated other comprehensive income	(62)	175
Payable to parent	2,538	2,571
Total stockholder's equity	9,294	6,865
Total liabilities and stockholder's equity	\$ 71,104	\$ 67,329

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

UNITED AIRLINES, INC.
STATEMENTS OF CONSOLIDATED CASH FLOWS
(In millions)

	Year Ended December 31,		
	2023	2022	2021
Operating Activities:			
Net income (loss)	\$ 2,620	\$ 739	\$ (1,962)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities -			
Deferred income tax (benefit)	757	248	(583)
Depreciation and amortization	2,671	2,456	2,485
Operating and non-operating special charges, non-cash portion	84	16	32
Unrealized (gains) losses on investments	(27)	(20)	34
Amortization of debt discount and debt issuance costs	139	156	171
Other operating activities	7	218	222
Changes in operating assets and liabilities -			
Increase in receivables	(100)	(158)	(448)
Increase in intercompany receivables	(33)	(76)	(28)
Increase in prepaids and other assets	(463)	(86)	(293)
Increase (decrease) in advance ticket sales	(851)	1,200	1,521
Increase in frequent flyer deferred revenue	468	393	307
Increase in accounts payable	572	796	985
Increase (decrease) in other liabilities	1,035	110	(403)
Net cash provided by operating activities	6,879	5,992	2,040
Investing Activities:			
Capital expenditures, net of flight equipment purchase deposit returns	(7,171)	(4,819)	(2,107)
Purchases of short-term and other investments	(9,470)	(11,232)	(68)
Proceeds from sale of short-term and other investments	10,519	2,084	397
Proceeds from sale of property and equipment	39	207	107
Other, net	(23)	(69)	(1)
Net cash used in investing activities	(6,106)	(13,829)	(1,672)
Financing Activities:			
Proceeds from issuance of debt and other financial liabilities, net of discounts and fees	2,388	736	11,096
Payments of long-term debt, finance leases and other financial liabilities	(4,248)	(4,011)	(5,205)
Proceeds from issuance of parent company stock	—	—	532
Net cash provided by (used in) financing activities	(1,860)	(3,275)	6,423
Net increase (decrease) in cash, cash equivalents and restricted cash	(1,087)	(11,112)	6,791
Cash, cash equivalents and restricted cash at beginning of year	7,421	18,533	11,742
Cash, cash equivalents and restricted cash at end of year	\$ 6,334	\$ 7,421	\$ 18,533
Investing and Financing Activities Not Affecting Cash:			
Property and equipment acquired through the issuance of debt, finance leases and other	\$ 777	\$ 19	\$ 814
Right-of-use assets acquired through operating leases	552	137	771
Lease modifications and lease conversions	546	(84)	123
Investment interests received in exchange for goods and services	33	103	295
Cash Paid During the Period for:			
Interest	\$ 1,848	\$ 1,573	\$ 1,424
Income taxes	7	8	—

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

UNITED AIRLINES, INC.
STATEMENTS OF CONSOLIDATED STOCKHOLDER'S EQUITY
(In millions)

	Additional Capital Invested	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	(Receivable from) Payable to Related Parties, Net	Total
Balance at December 31, 2020	\$ 85	\$ 4,939	\$ (1,139)	\$ 2,043	\$ 5,928
Net loss	—	(1,962)	—	—	(1,962)
Other comprehensive income	—	—	197	—	197
Stock-settled share-based compensation	232	—	—	—	232
Impact of UAL common stock issuance	—	—	—	532	532
Other	—	—	—	71	71
Balance at December 31, 2021	317	2,977	(942)	2,646	4,998
Net income	—	739	—	—	739
Other comprehensive income	—	—	1,117	—	1,117
Stock-settled share-based compensation	86	—	—	—	86
Other	—	—	—	(75)	(75)
Balance at December 31, 2022	403	3,716	175	2,571	6,865
Net income	—	2,620	—	—	2,620
Other comprehensive loss	—	—	(237)	—	(237)
Stock-settled share-based compensation	77	—	—	—	77
Other	2	—	—	(33)	(31)
Balance at December 31, 2023	<u>\$ 482</u>	<u>\$ 6,336</u>	<u>\$ (62)</u>	<u>\$ 2,538</u>	<u>\$ 9,294</u>

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

UNITED AIRLINES HOLDINGS, INC.
UNITED AIRLINES, INC.
COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Overview

United Airlines Holdings, Inc. (together with its consolidated subsidiaries, "UAL" or the "Company") is a holding company and its wholly-owned subsidiary is United Airlines, Inc. (together with its consolidated subsidiaries, "United"). As UAL consolidates United for financial statement purposes, disclosures that relate to activities of United also apply to UAL, unless otherwise noted. United's operating revenues and operating expenses comprise nearly 100% of UAL's revenues and operating expenses. In addition, United comprises approximately the entire balance of UAL's assets, liabilities and operating cash flows. When appropriate, UAL and United are named specifically for their individual contractual obligations and related disclosures and any significant differences between the operations and results of UAL and United are separately disclosed and explained. We sometimes use the words "we," "our," "us," and the "Company" in this report for disclosures that relate to all of UAL and United.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

- (a) **Use of Estimates**—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. Actual results could differ from those estimates.
- (b) **Revenue Recognition**—Passenger revenue is recognized when transportation is provided and Cargo revenue is recognized when shipments arrive at their destination. Other operating revenue is recognized as the related performance obligations are satisfied.

Passenger tickets and related ancillary services sold by the Company for flights are purchased primarily via credit card transactions, with payments collected by the Company in advance of the performance of related services. The Company initially records ticket sales in its Advance ticket sales liability, deferring revenue recognition until the travel occurs. For travel that has more than one flight segment, the Company deems each segment as a separate performance obligation and recognizes revenue for each segment as travel occurs. Tickets sold by other airlines where the Company provides the transportation are recognized as passenger revenue at the estimated value to be billed to the other airline when travel is provided. Differences between amounts billed and the actual amounts may be rejected and rebilled or written off if the amount recorded was different from the original estimate. When necessary, the Company records a reserve against its billings and payables with other airlines based on historical experience.

The Company sells certain tickets with connecting flights with one or more segments operated by its other airline partners. For segments operated by its other airline partners, the Company has determined that it is acting as an agent on behalf of the other airlines as they are responsible for their portion of the contract (i.e. transportation of the passenger). The Company, as the agent, recognizes revenue within Other operating revenue at the time of the travel for the net amount representing commission to be retained by the Company for any segments flown by other airlines.

Refundable tickets expire after one year from the date of issuance. Non-refundable tickets generally expire on the date of the intended travel, unless the date is extended by notification from the customer on or before the intended travel date.

United initially capitalizes the costs of selling airline travel tickets and then recognizes those costs as Distribution expense at the time of travel. Costs to sell a ticket include credit card fees, travel agency and other commissions paid, as well as global distribution systems booking fees.

Advance Ticket Sales. Advance ticket sales represent the Company's liability to provide air transportation in the future. All tickets sold at any given point in time have travel dates through the next 12 months. The Company defers amounts related to future travel in its Advance ticket sales liability account.

The Company estimates the value of Advance ticket sales that will expire unused ("breakage") and recognizes revenue and any changes in estimates in proportion to the usage of the related tickets. To determine breakage, the Company uses its historical experience with expired tickets and certificates and other facts, such as recent aging trends, program changes and modifications that could affect the ultimate expiration patterns.

In the years ended December 31, 2023, 2022 and 2021, the Company recognized approximately \$5.7 billion, \$3.3 billion and \$1.8 billion, respectively, of passenger revenue for tickets that were included in Advance ticket sales at the beginning of those periods.

Revenue by Geography. The Company further disaggregates revenue by geographic regions. The Company deploys its aircraft across its route network through a single route scheduling system to maximize its value. When making resource allocation decisions, the Company's chief operating decision maker evaluates flight profitability data, which considers aircraft type and route economics. The Company's chief operating decision maker makes resource allocation decisions to maximize the Company's consolidated financial results. Operating segments are defined as components of an enterprise with separate financial information, which are evaluated regularly by the chief operating decision maker and are used in resource allocation and performance assessments. Managing the Company as one segment allows management the opportunity to maximize the value of its route network.

The Company's operating revenue by principal geographic region (as defined by the U.S. Department of Transportation) for the years ended December 31 is presented in the table below (in millions):

	2023	2022	2021
Domestic (U.S. and Canada)	\$ 32,400	\$ 28,474	\$ 16,845
Atlantic	10,982	9,072	3,414
Pacific	5,267	2,927	1,507
Latin America	5,068	4,482	2,868
Total	\$ 53,717	\$ 44,955	\$ 24,634

The Company attributes revenue among the geographic areas based upon the origin and destination of each flight segment. The Company's operations involve an insignificant level of revenue-producing assets in geographic regions as the overwhelming majority of the Company's revenue-producing assets (primarily U.S. registered aircraft) can be deployed in any of its geographic regions.

Ancillary Fees. The Company charges fees, separately from ticket sales, for certain ancillary services that are directly related to passengers' travel, such as baggage fees, premium seat fees, inflight amenity fees, and other ticket-related fees. These ancillary fees are part of the travel performance obligation and, as such, are recognized as passenger revenue when the travel occurs. The Company recorded \$4.1 billion, \$3.4 billion and \$2.2 billion of ancillary fees within passenger revenue in the years ended December 31, 2023, 2022 and 2021, respectively.

- (c) **Ticket Taxes**—Certain governmental taxes are imposed on the Company's ticket sales through a fee included in ticket prices. The Company collects these fees and remits them to the appropriate government agency. These fees are recorded on a net basis and, as a result, are excluded from revenue.
- (d) **Frequent Flyer Accounting**—United's MileagePlus loyalty program builds customer loyalty by offering awards, benefits and services to program participants. Members in this program earn miles for travel on United, United Express, Star Alliance members and certain other airlines that participate in the program. Members can also earn miles by purchasing goods and services from our network of non-airline partners. We have contracts to sell miles to these partners with the terms extending from one to six years. These partners include domestic and international credit card issuers, retail merchants, hotels, car rental companies and our participating airline partners. Miles can be redeemed for free (other than taxes and government-imposed fees), discounted or upgraded air travel and non-travel awards.

Miles Earned in Conjunction with Travel. When frequent flyers earn miles for flights, the Company recognizes a portion of the ticket sales as revenue when the travel occurs and defers a portion of the ticket sale representing the value of the related miles as a separate performance obligation. The Company determines the estimated selling price of travel and miles as if each element is sold on a separate basis. The total consideration from each ticket sale is then allocated to each of these elements, individually, on a pro-rata basis. At the time of travel, the Company records the portion allocated to the miles to Frequent flyer deferred revenue on the Company's consolidated balance sheet and subsequently recognizes it into revenue when miles are redeemed for air travel and non-air travel awards.

Estimated Selling Price of Miles. The Company's estimated selling price of miles is based on an equivalent ticket value, which incorporates the expected redemption of miles, as the best estimate of selling price for these miles. The equivalent ticket value is based on the prior 12 months' weighted average equivalent ticket value of similar fares as those used to settle award redemptions while taking into consideration such factors as redemption pattern, cabin class, loyalty status and geographic region. The estimated selling price of miles is adjusted by breakage that considers a number of factors, including redemption patterns of various customer groups.

Estimate of Miles Not Expected to be Redeemed ("Breakage"). The Company's breakage model is based on the assumption that the likelihood that an account will redeem its miles can be estimated based on a consideration of the account's historical behavior. The Company uses a logit regression model to estimate the probability that an account will redeem its current miles balance. The Company reviews its breakage estimates annually based upon the latest available information. The Company's estimate of the expected breakage of miles requires management judgment and current and future changes to breakage assumptions, or to program rules and program redemption opportunities, may result in material changes to the deferred revenue balance as well as recognized revenues from the program. For the portion of the outstanding miles that we estimate will not be redeemed, we recognize the associated value proportionally as the remaining miles are redeemed.

Co-Brand Agreement. United has a contract (the "Co-Brand Agreement") to sell MileagePlus miles to its co-branded credit card partner JPMorgan Chase Bank USA, N.A. ("Chase"). Chase awards miles to MileagePlus members based on their credit card activity. United identified the following significant separately identifiable performance obligations in the Co-Brand Agreement:

- MileagePlus miles awarded – United has a performance obligation to provide MileagePlus cardholders with miles to be used for air travel and non-travel award redemptions. The Company records Passenger revenue related to the travel awards when the transportation is provided and records Other revenue related to the non-travel awards when the goods or services are delivered. The Company records the cost associated with non-travel awards in Other operating revenue, as an agent.
- Marketing – United has a performance obligation to provide Chase access to United's customer list and the use of United's brand. Marketing revenue is recorded to Other operating revenue as miles are delivered to Chase.
- Advertising – United has a performance obligation to provide advertising in support of the MileagePlus card in various customer contact points such as United's website, email promotions, direct mail campaigns, airport advertising and in-flight advertising. Advertising revenue is recorded to Other operating revenue as miles are delivered to Chase.
- Other travel-related benefits – United's performance obligations are comprised of various items such as waived bag fees, seat upgrades and lounge passes. Lounge passes are recorded to Other operating revenue as customers use the lounge passes. Bag fees and seat upgrades are recorded to Passenger revenue at the time of the associated travel.

We account for all the payments received under the Co-Brand Agreement by allocating them to the separately identifiable performance obligations. The fair value of the separately identifiable performance obligations is determined using management's estimated selling price of each component. The objective of using the estimated selling price based methodology is to determine the price at which we would transact a sale if the product or service were sold on a stand-alone basis. Accordingly, we determine our best estimate of selling price by considering multiple inputs and methods including, but not limited to, discounted cash flows, brand value, volume discounts, published selling prices, number of miles awarded and number of miles redeemed. The Company estimated the selling prices and volumes over the term of the Co-Brand Agreement, at the inception of the contract, in order to determine the allocation of proceeds to each of the components to be delivered. We also evaluate volumes on an annual basis, which may result in a change in the allocation of the estimated consideration from the Co-Brand Agreement on a prospective basis.

Frequent Flyer Deferred Revenue. Miles in MileagePlus members' accounts are combined into one homogeneous pool and are thus not separately identifiable, for award redemption purposes, between miles earned in the current period and those in their beginning balance. Of the miles expected to be redeemed, the Company expects the majority of these miles to be redeemed within two years. The current portion of the Frequent flyer deferred revenue is based on expected redemptions in the next 12 months. The table below presents a roll forward of Frequent flyer deferred revenue (in millions):

	Year Ended December 31,	
	2023	2022
Total Frequent flyer deferred revenue - beginning balance	\$ 6,675	\$ 6,282
Total miles awarded	3,297	2,558
Travel miles redeemed	(2,723)	(2,079)
Non-travel miles redeemed	(106)	(86)
Total Frequent flyer deferred revenue - ending balance	\$ 7,143	\$ 6,675

In the years ended December 31, 2023, 2022 and 2021, the Company recognized, in Other operating revenue, \$2.7 billion, \$2.4 billion and \$1.8 billion, respectively, related to the marketing, advertising, non-travel miles redeemed (net of related costs) and other travel-related benefits of the mileage revenue associated with our various partner agreements including, but not limited to, our Co-Brand Agreement. The portion related to the MileagePlus miles awarded of the total amounts received from our various partner agreements is deferred and presented in the table above as an increase to Total Frequent flyer deferred revenue.

- (e) **Cash and Cash Equivalents and Restricted Cash**—Highly liquid investments with a maturity of three months or less on their acquisition date are classified as cash and cash equivalents. Restricted cash is classified as short-term or long-term in the consolidated balance sheets based on the expected timing of return of the assets to the Company or payment to an outside party.

Restricted cash-current—The December 31, 2023 balance includes amounts to be used for the payment of principal, interest and fees on the \$4.8 billion of senior secured notes and a secured term loan facility (the "MileagePlus Financing") secured by substantially all of the assets of Mileage Plus Holdings, LLC ("MPH"), a direct wholly-owned subsidiary of United.

Restricted cash-non-current—The December 31, 2023 balance primarily includes collateral associated with the MileagePlus Financing, collateral for letters of credit and collateral associated with facility leases and other insurance-related obligations.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the statements of consolidated cash flows (in millions):

	At December 31,		
	2023	2022	2021
Current assets:			
Cash and cash equivalents	\$ 6,058	\$ 7,166	\$ 18,283
Restricted cash	31	45	37
Other assets:			
Restricted cash	245	210	213
Total cash, cash equivalents and restricted cash shown in the statement of consolidated cash flows	\$ 6,334	\$ 7,421	\$ 18,533

- (f) **Investments**—Highly liquid investments with maturities of greater than three months to a year, at the time of purchase, are classified as short-term investments and are stated at fair value. Investments with maturities beyond one year when purchased are classified as short-term investments if they are expected to be available to support our short-term liquidity needs. Our short-term investments in debt securities are classified as available-for-sale and are stated at fair value. Realized gains and losses on sales of these investments are reflected in Miscellaneous, net in the consolidated statements of operations. Unrealized gains and losses on available-for-sale debt securities are reflected as a component of accumulated other comprehensive income (loss). Equity investments are accounted for under the equity method if we are able to exercise significant influence over an investee. Equity investments for which we do not have significant influence are recorded at fair value or at cost, if fair value is not readily determinable, with adjustments for observable changes in price or impairments (referred to as the measurement alternative). Changes in fair value are recorded in Unrealized gains (losses) on investments, net in the consolidated statements of operations. See Note 8 of this report for additional information related to investments.

- (g) **Compensation received in connection with purchase agreements**—The Company accounts for compensation received from vendors as deferred credits that will generally be recognized as a reduction to the cost of the asset received in future periods.
- (h) **Accounts Receivable**—Accounts receivable primarily consist of amounts due from credit card companies, non-airline partners, and cargo customers. We provide an allowance for credit losses expected to be incurred. We base our allowance on various factors including, but not limited to, aging, payment history, write-offs, macro-economic indicators and other credit monitoring indicators. Credit loss expense and write-offs related to trade receivables were not material for the years ended December 31, 2023 and 2022.
- (i) **Aircraft Fuel, Spare Parts and Supplies**—The Company accounts for aircraft fuel, spare parts and supplies at average cost and provides an obsolescence allowance for aircraft spare parts with an assumed residual value of 10% of original cost.
- (j) **Property and Equipment**—The Company records additions to owned operating property and equipment at cost when acquired. Property under finance leases and the related obligation for future lease payments are recorded at an amount equal to the initial present value of those lease payments. Modifications that enhance the operating performance or extend the useful lives of airframes or engines are capitalized as property and equipment. We periodically receive credits in connection with the acquisition of aircraft and engines including those related to contractual damages related to delays in delivery. These credits are deferred until the aircraft and engines are delivered and then applied as a reduction to the cost of the related equipment.

Depreciation and amortization of owned depreciable assets is based on the straight-line method over the assets' estimated useful lives. Leasehold improvements are amortized over the remaining term of the lease, including estimated facility renewal options when renewal is reasonably certain at key airports, or the estimated useful life of the related asset, whichever is less. Properties under finance leases are amortized using the straight-line method over the life of the lease or, in the case of certain aircraft, over their estimated useful lives, whichever is shorter. Amortization of finance lease assets is included in depreciation and amortization expense. The estimated useful lives of property and equipment are as follows:

	Estimated Useful Life (in years)
Aircraft, spare engines and related rotatable parts	25 to 30
Aircraft seats	10 to 15
Buildings	25 to 45
Other property and equipment	3 to 15
Computer software	5 to 15
Building improvements	1 to 40

As of December 31, 2023 and 2022, the Company had a carrying value of computer software of \$453 million and \$471 million, respectively. For the years ended December 31, 2023, 2022 and 2021, the Company's amortization expense related to computer software was \$168 million, \$166 million and \$182 million, respectively. Aircraft, spare engines and related rotatable parts were assumed to have residual values of approximately 10% of original cost, and other categories of property and equipment were assumed to have no residual value.

- (k) **Long-Lived Asset Impairments**—The Company evaluates the carrying value of long-lived assets subject to amortization whenever events or changes in circumstances indicate that an impairment may exist. For purposes of this testing, the Company has generally identified the aircraft fleet type as the lowest level of identifiable cash flows for its mainline fleet and the contract level for its regional fleet under capacity purchase agreements ("CPAs"). An impairment charge is recognized when the asset's carrying value exceeds its net undiscounted future cash flows. The amount of the charge is the difference between the asset's carrying value and fair market value.

The Company recorded impairment charges related to certain of its aircraft of \$97 million for the year ended December 31, 2021. See Note 13 of this report for additional information related to impairments.

- (l) **Intangibles**—The Company has finite-lived and indefinite-lived intangible assets, including goodwill. Finite-lived intangible assets are amortized over their estimated useful lives. Goodwill and indefinite-lived intangible assets are not amortized but are reviewed for impairment on an annual basis as of October 1, or more frequently if events or circumstances indicate that the asset may be impaired. When there is a triggering event, the Company typically determines fair value using either market or a variation of the income approach valuation techniques. These

measurements include the following key assumptions: (1) forecasted revenues, expenses, margin and cash flows, (2) terminal period growth rate, (3) an estimated weighted average cost of capital, (4) asset-specific risk factor and (5) a tax rate. These assumptions are consistent with those that hypothetical market participants would use. Because we are required to make estimates and assumptions when evaluating goodwill and indefinite-lived intangible assets for impairment, actual results may differ materially from these estimates. We recognize an impairment when the fair value of an intangible asset is less than its carrying value.

Every year, the Company evaluates its intangible assets for possible impairments. For the Company's China route authority, the Company performed a quantitative assessment which involved determining the fair value of the asset and comparing that amount to the asset's carrying value. For all other intangible assets, the Company performed a qualitative assessment of whether it was more likely than not that an impairment had occurred. To determine fair value of the China route authority, the Company used a discounted cash flow method. Key inputs into the models included forecasted revenues, fuel costs, other operating costs, margin and an overall discount rate. These assumptions are inherently uncertain as they relate to future events and circumstances.

The following table presents information about the Company's goodwill and other intangible assets at December 31 (in millions):

	2023		2022	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Goodwill	\$ 4,527		\$ 4,527	
Indefinite-lived intangible assets				
China route authority	\$ 1,020		\$ 1,020	
Airport slots	574		574	
Tradenames and logos	593		593	
Alliances	404		404	
Total	\$ 2,591		\$ 2,591	
Finite-lived intangible assets				
Frequent flyer database	\$ 1,177	\$ 1,068	\$ 1,177	\$ 1,040
Hubs	145	131	145	124
Contracts	—	—	7	7
Other	307	296	314	301
Total	\$ 1,629	\$ 1,495	\$ 1,643	\$ 1,472

Amortization expense in 2023, 2022 and 2021 was \$37 million, \$41 million and \$49 million, respectively. Projected amortization expense in 2024, 2025, 2026, 2027 and 2028 is \$32 million, \$28 million, \$18 million, \$11 million and \$10 million, respectively.

- (m) **Labor Costs**—The Company records expenses associated with new or amendable labor agreements when the amounts are probable and estimable. These could include costs associated with retro-active lump sum cash payments made in conjunction with the ratification of labor agreements. To the extent these upfront costs are in lieu of future pay increases, they would be capitalized and amortized over the term of the labor agreements. If not, these amounts would be expensed.
- (n) **Share-Based Compensation**—The Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. The resulting cost is recognized over the period during which an employee is required to provide service in exchange for the award, usually the vesting period. Obligations for cash-settled restricted stock units ("RSUs") are remeasured at fair value throughout the requisite service period at the close of the reporting period based upon UAL's stock price. In addition to the service requirement, certain RSUs have performance metrics that must be achieved prior to vesting. These awards are accrued based on the expected level of achievement at each reporting period. An adjustment is recorded each reporting period to adjust compensation expense based on the then current level of expected performance achievement for the performance-based awards. See Note 4 of this report for additional information on UAL's share-based compensation plans.

- (o) **Maintenance and Repairs**—The cost of maintenance and repairs, including the cost of minor replacements, is charged to expense as incurred, except for costs incurred under our power-by-the-hour ("PBTH") engine maintenance agreements. PBTH contracts transfer certain risk to third-party service providers and fix the amount we pay per flight hour or per cycle to the service provider in exchange for maintenance and repairs under a predefined maintenance program. Under PBTH agreements, the Company recognizes expense at a level rate per engine hour, unless the level of service effort and the related payments during the period are substantially consistent, in which case the Company recognizes expense based on the amounts paid.
- (p) **Advertising**—Advertising costs, which are included in Other operating expenses, are expensed as incurred. Advertising expenses were \$221 million, \$165 million and \$99 million for the years ended December 31, 2023, 2022 and 2021, respectively.
- (q) **Third-Party Business**—The Company has third-party business activity that includes ground handling, maintenance services, flight academy and frequent flyer award non-travel redemptions. Third-party business revenue is recorded in Other operating revenue. Expenses associated with these third-party business activities are recorded in Other operating expenses, except for non-travel mileage redemption. Non-travel mileage redemption expenses are recorded to Other operating revenue.
- (r) **Uncertain Income Tax Positions**—The Company has recorded reserves for income taxes and associated interest that may become payable in future years. Although management believes that its positions taken on income tax matters are reasonable, the Company nevertheless established tax and interest reserves in recognition that various taxing authorities may challenge certain of the positions taken by the Company, potentially resulting in additional liabilities for taxes and interest. The Company's uncertain tax position reserves are reviewed periodically and are adjusted as events occur that affect its estimates, such as the availability of new information, the lapsing of applicable statutes of limitation, the conclusion of tax audits, the measurement of additional estimated liability, the identification of new tax matters, the release of administrative tax guidance affecting its estimates of tax liabilities, or the rendering of relevant court decisions. The Company records penalties and interest relating to uncertain tax positions as part of income tax expense in its consolidated statements of operations. See Note 6 of this report for additional information on UAL's uncertain tax positions.
- (s) **Recently Issued Accounting Standards**— In June 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2022-03, Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions. Under this standard, a contractual restriction on the sale of an equity security is not considered in measuring the security's fair value. The standard also requires certain disclosures for equity securities that are subject to contractual sale restrictions. The ASU became effective January 1, 2024. We do not expect this ASU to have a material impact on the valuation of our equity investments; however, we may be required to include additional disclosures to the extent we have material equity investments subject to contractual sale restrictions.

NOTE 2 - COMMON STOCKHOLDERS' EQUITY AND PREFERRED SECURITIES

The Company issued warrants to the U.S. Treasury Department ("Treasury") pursuant to the payroll support program ("PSP"), including extensions, and the loan program established under the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"). See Note 9 of this report for additional information about the unsecured promissory notes issued by the Company to Treasury under the PSP and related extensions. As of December 31, 2023, the Company had the following warrants outstanding:

Warrant Description	Number of Shares of UAL Common Stock (in millions)	Exercise Price	Expiration Dates
PSP1 Warrants	4.8	\$ 31.50	4/20/2025 — 9/30/2025
CARES Act Warrants	1.7	31.50	9/28/2025
PSP2 Warrants	2.0	43.26	1/15/2026 — 4/29/2026
PSP3 Warrants	1.5	53.92	4/29/2026 — 6/10/2026
Total	10.0		

As of December 31, 2023, approximately 4.8 million shares of UAL's common stock were reserved for future issuance related to the issuance of equity-based awards under the Company's incentive compensation plans.

As of December 31, 2023, UAL had two shares of junior preferred stock (par value \$0.01 per share) outstanding. In addition, UAL is authorized to issue 250 million shares of preferred stock (without par value) under UAL's amended and restated certificate of incorporation.

On March 3, 2021, the Company entered into an equity distribution agreement (the "Distribution Agreement") with several financial institutions (collectively, the "Managers"), relating to the issuance and sale from time to time by UAL (the "2021 ATM Offering"), through the Managers, of up to 37 million shares of UAL common stock (the "2021 ATM Shares"). Sales of the 2021 ATM Shares under the Distribution Agreement were allowed to be made in any transactions that were deemed to be "at the market offerings" as defined in Rule 415 under the Securities Act of 1933, as amended. During 2021, approximately 4 million shares were sold in the 2021 ATM Offering at an average price of \$57.50 per share, with net proceeds to the Company totaling approximately \$250 million. No shares were sold in 2022 or 2023 under the 2021 ATM Offering, which expired in March 2023.

NOTE 3 - EARNINGS (LOSS) PER SHARE

The computations of UAL's basic and diluted earnings (loss) per share are set forth below for the years ended December 31 (in millions, except per share amounts):

	2023	2022	2021
Earnings (loss) available to common stockholders	\$ 2,618	\$ 737	\$ (1,964)
Basic weighted-average shares outstanding	327.8	326.4	321.9
Dilutive effect of stock warrants (a)	2.2	1.5	—
Dilutive effect of employee stock awards	1.9	2.2	—
Diluted weighted-average shares outstanding	331.9	330.1	321.9
Earnings (loss) per share, basic	\$ 7.98	\$ 2.26	\$ (6.10)
Earnings (loss) per share, diluted	\$ 7.89	\$ 2.23	\$ (6.10)

Potentially dilutive securities (b)

Stock warrants (a)	1.5	3.5	0.9
Employee stock awards	0.6	0.7	0.7

(a) Represent warrants issued to Treasury pursuant to the payroll support program, including extensions, and the loan program established under the CARES Act. See Note 2 of this report for additional information about these warrants.

(b) Weighted-average potentially dilutive securities outstanding excluded from the computation of diluted earnings per share because the securities would have had an antidilutive effect.

NOTE 4 - SHARE-BASED COMPENSATION PLANS

UAL maintains share-based compensation plans for our management employees and our non-employee directors. These plans provide for grants of nonqualified stock options; incentive stock options (within the Internal Revenue Code of 1986); stock appreciation rights ("SARs"); restricted stock; RSUs; performance units; cash incentive awards; and other equity-based awards. An award (other than an option, SAR or cash incentive award) may provide the holder with dividends or dividend equivalents.

All awards are recorded as either equity or a liability in the Company's consolidated balance sheets. The share-based compensation expense is recorded in salaries and related costs.

During 2023, UAL granted share-based compensation awards pursuant to the United Airlines Holdings, Inc. 2021 Incentive Compensation Plan. These share-based compensation awards included approximately 2.6 million RSUs consisting of approximately 2.0 million time-vested RSUs and approximately 0.6 million performance-based RSUs. The time-vested RSUs vest pro-rata, a majority of which vest on February 28th of each year, over a three-year period from the date of grant. The performance-based RSUs vest upon continuous employment with the Company through December 31, 2025 and the achievement of certain financial, operational and diversity goals. RSUs are generally equity awards settled in stock for domestic employees and liability awards settled in cash for international employees. The cash payments are based on the 20-day average closing price of UAL common stock immediately prior to the vesting date.

The following table provides information related to UAL's share-based compensation plan cost for the years ended December 31 (in millions):

	2023	2022	2021
Compensation cost:			
RSUs	\$ 78	\$ 87	\$ 236
Stock options	2	2	2
Total	<u>\$ 80</u>	<u>\$ 89</u>	<u>\$ 238</u>

The table below summarizes UAL's unearned compensation and weighted-average remaining period to recognize costs for all outstanding share-based awards that are probable of being achieved as of December 31, 2023 (in millions, except as noted):

	Unearned Compensation	Weighted-Average Remaining Period (in years)
RSUs	\$ 78	1.4
Stock options	3	2.7
Total	<u>\$ 81</u>	

RSUs. The table below summarizes UAL's RSU activity for the years ended December 31 (shares in millions):

	Liability Awards	Equity Awards	
	RSUs	RSUs	Weighted-Average Grant Price
Outstanding at December 31, 2020	0.4	3.2	\$ 53.41
Granted	0.4	2.9	52.18
Vested	(0.6)	(1.5)	51.35
Forfeited	—	(0.2)	46.77
Outstanding at December 31, 2021	0.2	4.4	53.63
Granted	0.1	2.3	31.96
Additional issuance due to achievement of performance metrics	—	1.6	58.17
Vested	(0.2)	(4.8)	56.00
Forfeited	—	(0.2)	53.03
Outstanding at December 31, 2022	0.1	3.3	37.88
Granted	0.1	2.5	43.42
Vested	(0.1)	(1.6)	44.03
Forfeited	—	(0.1)	36.90
Outstanding at December 31, 2023	<u>0.1</u>	<u>4.1</u>	38.86

The fair value of RSUs that vested in 2023, 2022 and 2021 was approximately \$76 million, \$274 million and \$104 million, respectively.

As of December 31, 2023, UAL had recorded a liability of approximately \$3 million related to its cash-settled RSUs. UAL paid approximately \$3 million, \$7 million and \$29 million related to its cash-settled RSUs during 2023, 2022 and 2021, respectively.

NOTE 5 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) ("AOCI")

The tables below present the components of the Company's AOCI, net of tax (in millions):

	Pension and Other Postretirement Liabilities	Investments and Other	Deferred Taxes (a)	Total
Balance at December 31, 2020	\$ (1,102)	\$ 2	\$ (39)	\$ (1,139)
Change in value	239	(2)	(53)	184
Amounts reclassified to earnings	16 (b)	—	(3)	13
Balance at December 31, 2021	(847)	—	(95)	(942)
Change in value	1,474	(35)	(321)	1,118
Amounts reclassified to earnings	(1) (b)	—	—	(1)
Balance at December 31, 2022	626	(35)	(416)	175
Change in value	(199)	31	38	(130)
Amounts reclassified to earnings	(138) (b)	—	31	(107)
Balance at December 31, 2023	\$ 289	\$ (4)	\$ (347)	\$ (62)

- (a) Includes approximately \$285 million of deferred income tax expense that will not be recognized in net income until the related pension and postretirement benefit obligations are fully extinguished. We consider all income sources, including other comprehensive income, in determining the amount of tax benefit allocated to results from operations.
- (b) This AOCI component is included in the computation of net periodic pension and other postretirement costs, specifically the following components: amortization of unrecognized (gain) loss, amortization of prior service credit and other. See Note 7 of this report for additional information on pensions and other postretirement liabilities.

NOTE 6 - INCOME TAXES

The income tax provision (benefit) differed from amounts computed at the statutory federal income tax rate and consisted of the following significant components (in millions):

	2023	2022	2021
Income tax provision (benefit) at statutory rate	\$ 711	\$ 208	\$ (537)
State income tax provision (benefit), net of federal income tax benefit	46	13	(34)
Nondeductible employee meals	15	12	7
Nondeductible transportation fringe benefit	13	10	8
Valuation allowance	(21)	(10)	(38)
Other, net	5	20	1
Income tax expense (benefit)	\$ 769	\$ 253	\$ (593)
Current	\$ 13	\$ 5	\$ (10)
Deferred	756	248	(583)
Income tax expense (benefit)	\$ 769	\$ 253	\$ (593)

Temporary differences and carryforwards that give rise to deferred tax assets and liabilities at December 31, 2023 and 2022 were as follows (in millions):

	UAL		United	
	2023	2022	2023	2022
Deferred income tax asset (liability):				
Federal and state net operating loss ("NOL") carryforwards	\$ 2,644	\$ 2,932	\$ 2,616	\$ 2,903
Deferred revenue	1,845	1,783	1,845	1,783
Employee benefits, including pension, postretirement and medical	695	606	695	606
Operating lease liabilities	1,134	1,118	1,134	1,118
Other financial liabilities	414	141	414	141
Interest expense carryforward	579	510	579	510
Other	575	576	575	576
Less: Valuation allowance	(179)	(199)	(179)	(199)
Total deferred tax assets	<u>\$ 7,707</u>	<u>\$ 7,467</u>	<u>\$ 7,679</u>	<u>\$ 7,438</u>
Depreciation	\$ (6,782)	\$ (5,844)	\$ (6,782)	\$ (5,844)
Operating lease right-of-use asset	(887)	(881)	(887)	(881)
Intangibles	(632)	(651)	(632)	(651)
Total deferred tax liabilities	<u>\$ (8,301)</u>	<u>\$ (7,376)</u>	<u>\$ (8,301)</u>	<u>\$ (7,376)</u>
Net deferred tax asset (liability)	<u>\$ (594)</u>	<u>\$ 91</u>	<u>\$ (622)</u>	<u>\$ 62</u>

United and its domestic consolidated subsidiaries file a consolidated federal income tax return with UAL. Under an intercompany tax allocation policy, United and its subsidiaries compute, record and pay UAL for their own tax liabilities as if they were separate companies filing separate returns. In determining their own tax liabilities, United and each of its subsidiaries take into account all tax credits or benefits generated and utilized as separate companies and they are each compensated for the aforementioned tax benefits on an annual basis.

The Company's federal and state NOL and tax credit carryforwards relate to current and prior years' NOLs and credits, which may be used to reduce tax liabilities in future years. These tax benefits are mostly attributable to federal pre-tax NOL carryforwards of \$12.0 billion (\$2.5 billion tax effected) for UAL. If not utilized these federal pre-tax NOLs will expire as follows (in billions): \$0.2 in 2029 and \$0.2 in 2033. The remaining \$11.6 billion of NOLs has no expiration date. State pre-tax NOLs of \$3.4 billion (\$0.2 billion tax effected) expire over a 1 to 20-year period. Federal tax credits of \$50 million will expire over a 1 to 20-year period and state tax credits of \$56 million will expire over a 1 to 15-year period.

As of December 31, 2023, the Company has recorded \$150 million of valuation allowance against its capital loss deferred tax assets. Capital losses have a limited carryforward period of five years, and they can be utilized only to the extent of capital gains. The Company does not anticipate generating sufficient capital gains to utilize the losses before they expire, therefore, a valuation allowance is necessary as of December 31, 2023. Additionally, the Company recorded a valuation allowance of \$29 million on certain state deferred tax assets primarily due to state NOLs that have short expiration periods.

The Company's unrecognized tax benefits related to uncertain tax positions were \$66 million, \$58 million and \$55 million at December 31, 2023, 2022 and 2021, respectively. All of the uncertain tax positions would affect the Company's effective tax rate if recognized. The changes in unrecognized tax benefits relating to settlements with taxing authorities, unrecognized tax benefits as a result of tax positions taken during a prior period and unrecognized tax benefits relating from a lapse of the statute of limitations were immaterial during 2023, 2022 and 2021. The Company does not expect significant increases or decreases in their unrecognized tax benefits within the next 12 months. There are no material amounts included in the balance at December 31, 2023 for tax positions for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility.

The Company's federal income tax returns for tax years after 2002 remain subject to examination by the Internal Revenue Service (the "IRS") and state taxing jurisdictions.

NOTE 7 - PENSION, POSTRETIREMENT AND OTHER EMPLOYEE BENEFIT PLANS

The following summarizes the significant pension and other postretirement plans of United:

Pension Plans. United maintains two primary defined benefit pension plans, one covering certain pilot employees and another covering certain U.S. non-pilot employees. Each of these plans provide benefits based on a combination of years of benefit accruals service and an employee's final average compensation. Additional benefit accruals are frozen under the plan covering certain pilot employees and for management and administrative employees covered under the non-pilot plan. Benefit accruals for certain non-pilot employees continue. United maintains additional defined benefit pension plans, which cover certain international employees.

Other Postretirement Plans. United maintains postretirement medical programs which provide medical benefits to certain retirees and eligible dependents, as well as life insurance benefits to certain retirees participating in the plan. Benefits provided are subject to applicable contributions, co-payments, deductibles and other limits as described in the specific plan documentation.

In 2021, the Company offered several voluntary leave programs and voluntary separation programs ("Voluntary Programs") to certain eligible employees, which in some cases included a partially-paid leave of absence with active health benefits and travel privileges. Under these Voluntary Programs, employees generally separated from employment with certain post-employment health benefits and travel privileges. Included in the Voluntary Programs offered during the first quarter of 2021, the Company offered special separation benefits in the form of additional subsidies for retiree medical costs for certain U.S.-based front-line employees. The subsidies were in the form of a one-time contribution to a notional retiree health account of \$125,000 for full-time employees and \$75,000 for part-time employees. As a result, the Company recorded \$31 million for those additional benefits in 2021.

Actuarial assumption changes are reflected as a component of the net actuarial (gain) loss. The 2023 actuarial losses were mainly related to a decrease in the discount rate applied at December 31, 2023 compared to December 31, 2022. Actuarial (gains) losses will be amortized over the average remaining service life of the covered active employees.

The following tables set forth the reconciliation of the beginning and ending balances of the benefit obligation and plan assets, the funded status and the amounts recognized in these financial statements for the defined benefit and other postretirement plans (in millions):

	Pension Benefits	
	Year Ended December 31, 2023	Year Ended December 31, 2022
Accumulated benefit obligation:	\$ 3,910	\$ 3,596
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	\$ 4,181	\$ 6,473
Service cost	124	204
Interest cost	217	188
Actuarial (gain) loss	204	(2,186)
Benefits paid	(177)	(464)
Other	1	(34)
Projected benefit obligation at end of year	\$ 4,550	\$ 4,181
Change in plan assets:		
Fair value of plan assets at beginning of year	\$ 3,467	\$ 4,626
Actual income (loss) on plan assets	281	(678)
Employer contributions	22	8
Benefits paid	(177)	(464)
Other	6	(25)
Fair value of plan assets at end of year	\$ 3,599	\$ 3,467
Funded status—Net amount recognized	\$ (951)	\$ (714)

	Pension Benefits	
	December 31, 2023	December 31, 2022
Amounts recognized in the consolidated balance sheets consist of:		
Noncurrent asset	\$ 21	\$ 44
Current liability	(4)	(11)
Noncurrent liability	(968)	(747)
Total liability	\$ (951)	\$ (714)
Amounts recognized in accumulated other comprehensive income (loss) consist of:		
Net actuarial loss	\$ (242)	\$ (77)
Prior service cost	—	(1)
Total accumulated other comprehensive loss	\$ (242)	\$ (78)

	Other Postretirement Benefits	
	Year Ended December 31, 2023	Year Ended December 31, 2022
Change in benefit obligation:		
Benefit obligation at beginning of year	\$ 788	\$ 1,129
Service cost	4	9
Interest cost	42	30
Plan participants' contributions	67	69
Benefits paid	(177)	(179)
Actuarial (gain) loss	22	(270)
Benefit obligation at end of year	<u>\$ 746</u>	<u>\$ 788</u>

Change in plan assets:		
Fair value of plan assets at beginning of year	\$ 48	\$ 49
Actual return on plan assets	1	1
Employer contributions	107	108
Plan participants' contributions	67	69
Benefits paid	(177)	(179)
Fair value of plan assets at end of year	<u>46</u>	<u>48</u>
Funded status—Net amount recognized	<u>\$ (700)</u>	<u>\$ (740)</u>

	Other Postretirement Benefits	
	December 31, 2023	December 31, 2022
Amounts recognized in the consolidated balance sheets consist of:		
Current liability	\$ (63)	\$ (69)
Noncurrent liability	(637)	(671)
Total liability	<u>\$ (700)</u>	<u>\$ (740)</u>

Amounts recognized in accumulated other comprehensive income (loss) consist of:		
Net actuarial gain	\$ 309	\$ 369
Prior service credit	222	335
Total accumulated other comprehensive income	<u>\$ 531</u>	<u>\$ 704</u>

The following information relates to all pension plans with an accumulated benefit obligation and a projected benefit obligation in excess of plan assets at December 31 (in millions):

	2023	2022
Projected benefit obligation	\$ 4,407	\$ 4,045
Accumulated benefit obligation	3,767	3,461
Fair value of plan assets	3,435	3,287

Net periodic benefit cost (credit) for the years ended December 31 included the following components (in millions):

	2023		2022		2021	
	Pension Benefits	Other Postretirement Benefits	Pension Benefits	Other Postretirement Benefits	Pension Benefits	Other Postretirement Benefits
Service cost	\$ 124	\$ 4	\$ 204	\$ 9	\$ 239	\$ 10
Interest cost	217	42	188	30	184	25
Expected return on plan assets	(251)	(1)	(306)	(1)	(283)	(1)
Amortization of unrecognized actuarial (gain) loss	8	(38)	120	(14)	170	(28)
Amortization of prior service credits	1	(112)	—	(112)	—	(123)
Special termination benefits - Voluntary Programs	—	—	—	—	—	31
Curtailment	—	—	—	—	(8)	—
Other	3	—	5	—	5	—
Net periodic benefit cost (credit)	<u>\$ 102</u>	<u>\$ (105)</u>	<u>\$ 211</u>	<u>\$ (88)</u>	<u>\$ 307</u>	<u>\$ (86)</u>

Service cost is recorded in Salaries and related costs on the statement of consolidated operations. All other components of net periodic benefit costs are recorded in Miscellaneous, net on the statement of consolidated operations.

The Company's expected Net periodic benefit cost (credit) for 2024 is as follows (in millions):

	Pension Benefits	Other Postretirement Benefits
Net periodic benefit cost (credit)	\$ 108	\$ (78)

The assumptions used for the benefit plans were as follows:

	Pension Benefits	
	2023	2022
Assumptions used to determine benefit obligations		
Discount rate	5.04 %	5.20 %
Rate of compensation increase	3.84 %	3.83 %
Assumptions used to determine net expense		
Discount rate	5.20 %	2.90 %
Expected return on plan assets	7.53 %	7.16 %
Rate of compensation increase	3.83 %	3.83 %

	Other Postretirement Benefits	
	2023	2022
Assumptions used to determine benefit obligations		
Discount rate	5.43 %	5.66 %
Assumptions used to determine net expense		
Discount rate	5.66 %	2.82 %
Expected return on plan assets	3.00 %	3.00 %
Health care cost trend rate assumed for next year	7.00 %	5.60 %
Rate to which the cost trend rate is assumed to decline (ultimate trend rate in 2033)	4.50 %	4.50 %

The Company used the Society of Actuaries' PRI-2012 Private Retirement Plans Mortality Tables projected generationally using the Society of Actuaries' MP-2021 projection scale.

The Company selected the 2023 discount rate for substantially all of its plans by using a hypothetical portfolio of high-quality bonds at December 31, 2023 that would provide the necessary cash flows to match projected benefit payments.

We develop our expected long-term rate of return assumption for our defined benefit plans based on historical experience and by evaluating input from the trustee managing the plans' assets. Our expected long-term rate of return on plan assets for these plans is based on a target allocation of assets, which is based on our goal of earning the highest rate of return while maintaining risk at acceptable levels. The plans strive to have assets sufficiently diversified so that adverse or unexpected results from one security class will not have an unduly detrimental impact on the entire portfolio. Plan fiduciaries regularly review our actual asset allocation and the pension plans' investments are periodically rebalanced to our targeted allocation when considered appropriate. United's plan assets are allocated within the following guidelines:

	Percent of Total	Expected Long-Term Rate of Return
Equity securities	25-73 %	9 %
Fixed-income securities	14-53	8
Alternatives	3-27	8

The table below shows the impacts of a change in certain assumptions on the 2024 net periodic benefit cost and the benefit obligations at December 31, 2023 (in millions):

	Pension Benefits	Other Postretirement Benefits
Impact on Benefit Obligation at December 31, 2023		
100 basis points decrease in the weighted average discount rate	\$ 858	\$ 48
Impact on 2024 Net Periodic Benefit Cost		
100 basis points decrease in the weighted average discount rate (a)	\$ 96	\$ —
100 basis points decrease in the expected long-term rate of return on plan assets	35	—

(a) In general, as discount rates increase, the impact of changes in discount rates decreases. Therefore, these sensitivities cannot be extrapolated for larger increases or decreases in the discount rate. In addition, benefit cost is affected by other factors including, but not limited to, investment performance, contributions, demographic experience and other assumption changes.

Fair Value Information. Accounting standards require us to use valuation techniques to measure fair value that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized as follows:

Level 1	Unadjusted quoted prices in active markets for assets or liabilities identical to those to be reported at fair value
Level 2	Other inputs that are observable directly or indirectly, such as quoted prices for similar assets or liabilities or market-corroborated inputs
Level 3	Unobservable inputs for which there is little or no market data and which require us to develop our own assumptions about how market participants would price the assets or liabilities

Assets and liabilities measured at fair value are based on the valuation techniques identified in the tables below. The valuation techniques are as follows:

- (a) *Market approach.* Prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities; and
- (b) *Income approach.* Techniques to convert future amounts to a single current value based on market expectations (including present value techniques, option-pricing and excess earnings models).

The following tables present information about United's pension and other postretirement plan assets at December 31 (in millions):

	2023					2022				
	Total	Level 1	Level 2	Level 3	Assets Measured at NAV(a)	Total	Level 1	Level 2	Level 3	Assets Measured at NAV(a)
Pension Plan Assets:										
Equity securities funds	\$ 1,265	\$ 74	\$ 3	\$ 134	\$ 1,054	\$ 1,183	\$ 58	\$ 26	\$ 114	\$ 985
Fixed-income securities	1,325	—	411	3	911	1,316	—	527	5	784
Alternatives	779	—	—	136	643	887	—	—	161	726
Other investments	230	13	87	3	127	81	6	16	5	54
Total	\$ 3,599	\$ 87	\$ 501	\$ 276	\$ 2,735	\$ 3,467	\$ 64	\$ 569	\$ 285	\$ 2,549
Other Postretirement Benefit Plan Assets:										
Deposit administration fund	\$ 46	—	—	46	—	\$ 48	—	—	48	—

(a) In accordance with the relevant accounting standards, certain investments that are measured at fair value using the net asset value ("NAV") per share (or its equivalent) have not been classified in the fair value hierarchy. These investments are commingled funds that invest in equity securities and fixed-income instruments including bonds, debt securities, and other similar instruments issued by various U.S. and non-U.S. public- or private-sector entities. Redemption periods for these investments range from daily to semiannually.

Equity and Fixed-Income. Equities include investments in equity securities. Fixed-income includes primarily U.S. and non-U.S. government fixed-income securities and securitized debt securities.

Deposit Administration Fund. This investment is a stable value investment product structured to provide investment income.

Alternatives. Alternative investments consist primarily of investments in hedge funds, real estate and private equity interests.

Other investments. Other investments consist of primarily cash equivalents, as well as insurance contracts.

The following table presents reconciliation of United's benefit plan assets measured at fair value using unobservable inputs (Level 3) for the years ended December 31, 2023 and 2022 (in millions):

	2023	2022
Balance at beginning of year	\$ 333	\$ 435
Actual income (loss) on plan assets:		
Sold during the year	(50)	34
Held at year end	55	(39)
Purchases, sales, issuances and settlements (net)	(16)	(97)
Balance at end of year	\$ 322	\$ 333

Funding requirements for tax-qualified defined benefit pension plans are determined by government regulations. The Company does not expect any minimum required contributions for 2024 for its tax-qualified defined benefit pension plans. The Company expects to make approximately \$104 million in contributions to its other postretirement benefit plans in 2024.

The estimated future benefit payments, net of expected participant contributions, in United's pension plans and other postretirement benefit plans for the next ten years, as of December 31, 2023, are as follows (in millions):

	Pension	Other Postretirement
2024	\$ 268	\$ 112
2025	301	100
2026	323	88
2027	348	80
2028	373	74
Years 2029 – 2033	1,896	274

Defined Contribution Plans. United offers several defined contribution plans to its employees. Depending upon the employee group, employer contributions consist of matching contributions and/or non-elective employer contributions. United's employer contribution percentages to its primary 401(k) defined contribution plans vary from 1% to 16% of eligible earnings depending on the terms of each plan. United recorded expenses for its primary 401(k) defined contribution plans of \$960 million, \$756 million and \$651 million in the years ended December 31, 2023, 2022 and 2021, respectively.

Multi-Employer Plans. United's participation in the IAM National Pension Plan ("IAM Plan") for the annual period ended December 31, 2023 is outlined in the table below. The risks of participating in these multi-employer plans are different from single-employer plans, as United may be subject to additional risks that others do not meet their obligations, which in certain circumstances could revert to United. The IAM Plan reported \$533 million in employers' contributions for the year ended December 31, 2022. For 2022, the Company's contributions to the IAM Plan represented more than 5% of total contributions to the IAM Plan. The 2023 information is not available as the applicable Form 5500 is not final for the plan year.

Pension Fund	IAM National Pension Fund ("IAM Fund")
EIN/ Pension Plan Number	51-6031295 — 002
Pension Protection Act Zone Status (2023 and 2022)	Critical (2023 and 2022). A plan is in "critical" status if the funded percentage is less than 65 percent. On April 17, 2019, the IAM National Pension Fund Board of Trustees voluntarily elected for the IAM Fund to be in critical status effective for the plan year beginning January 1, 2019 to strengthen the IAM Fund's financial health. The IAM Fund's funded percentage was 87.1% as of January 1, 2022.
FIP/RP Status Pending/Implemented	A 10-year Rehabilitation Plan effective, January 1, 2022, was adopted on April 17, 2019 that requires the Company to make an additional contribution of 2.5% of the hourly contribution rate, compounded annually for the length of the Rehabilitation Plan, effective June 1, 2019.
United's Contributions	\$87 million, \$75 million and \$58 million in the years ended December 31, 2023, 2022 and 2021, respectively.
Surcharge Imposed	No
Expiration Date of Collective Bargaining Agreement	N/A

Profit Sharing. Substantially all employees participate in profit sharing based on a percentage of pre-tax earnings, excluding special or non-recurring charges, profit sharing expense and share-based compensation. Profit sharing percentages range from 5% to 20% depending on the work group, and in some cases profit sharing percentages vary above and below certain pre-tax margin thresholds. As part of the new collective bargaining agreement with the Air Line Pilots Association ("ALPA"), the thresholds were lowered retroactive to January 1, 2023 for the pilot work group. Eligible U.S. co-workers in each participating work group receive a profit sharing payout using a formula based on the ratio of each qualified co-worker's annual eligible earnings to the eligible earnings of all qualified co-workers in all domestic work groups. Eligible non-U.S. co-workers receive profit sharing based on the calculation under the U.S. profit sharing plan for management and administrative employees. The Company recorded profit sharing and related payroll tax expense of \$681 million and \$133 million in 2023 and 2022, respectively. As a result of the pre-tax loss in 2021, no profit sharing was recorded. Profit sharing expense is recorded as a component of Salaries and related costs in the Company's statements of consolidated operations.

NOTE 8 - FAIR VALUE MEASUREMENTS, INVESTMENTS AND NOTES RECEIVABLE

Fair Value Information. Accounting standards require us to use valuation techniques to measure fair value that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are described in Note 7 of this report. The table below presents disclosures about the fair value of financial assets and liabilities measured at fair value on a recurring basis in the Company's financial statements as of December 31 (in millions):

	2023				2022			
	Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 6,058	\$ 6,058	\$ —	\$ —	\$ 7,166	\$ 7,166	\$ —	\$ —
Restricted cash - current (Note 1)	31	31	—	—	45	45	—	—
Restricted cash - non-current (Note 1)	245	245	—	—	210	210	—	—
Short-term investments:								
U.S. government and agency notes	8,257	—	8,257	—	8,914	—	8,914	—
Asset-backed securities	—	—	—	—	325	—	325	—
Certificates of deposit placed through an account registry service ("CDARS")	73	—	73	—	—	—	—	—
Corporate debt	—	—	—	—	9	—	9	—
Long-term investments:								
Equity securities	177	177	—	—	189	189	—	—

Investments presented in the table above have the same fair value as their carrying value.

Short-term investments — The short-term investments shown in the table above are classified as available-for-sale and have remaining maturities of approximately 15 months or less.

Long-term investments: Equity securities — Represents equity and equity-linked securities (such as vested warrants) that make up United's investments in Azul Linhas Aéreas Brasileiras S.A., Archer Aviation Inc., Eve Holding, Inc., Mesa Air Group, Inc. ("Mesa") and Clear Secure, Inc.

Other fair value information - The table below presents the carrying values and estimated fair values of financial instruments not presented in the tables above as of December 31 (in millions). Carrying amounts include any related discounts, premiums and issuance costs:

	2023					2022				
	Carrying Amount	Fair Value				Carrying Amount	Fair Value			
		Total	Level 1	Level 2	Level 3		Total	Level 1	Level 2	Level 3
Long-term debt	\$ 29,075	\$ 28,302	\$ —	\$ 22,543	\$ 5,759	\$ 31,194	\$ 29,371	\$ —	\$ 23,990	\$ 5,381

Fair value of the financial instruments included in the tables above was determined as follows:

Description	Fair Value Methodology
Cash and cash equivalents and Restricted cash (current and non-current)	The carrying amounts of these assets approximate fair value.
Short-term and Long-term investments	Fair value is based on (a) the trading prices of the investment or similar instruments or (b) broker quotes obtained by third-party valuation services.
Long-term debt	Fair values were based on either market prices or the discounted amount of future cash flows using our current incremental rate of borrowing for similar liabilities or assets.

Equity Method Investments. As of December 31, 2023, United holds investments, accounted for using the equity method, with a combined carrying value of approximately \$230 million. Significant equity method investments are described below:

- CommuteAir LLC. United owns a 40% minority ownership stake in CommuteAir LLC. CommuteAir currently operates 53 regional aircraft under a CPA that has a term through 2026.
- Republic Airways Holdings Inc. United holds a 19% minority interest in Republic Airways Holdings Inc., which is the parent company of Republic Airways Inc. ("Republic"). Republic currently operates 66 regional aircraft under CPAs that have terms through 2035.
- United Airlines Ventures Sustainable Flight Fund (the "Fund"). During the first quarter of 2023, United launched, through its corporate venture capital arm, United Airlines Ventures, the Fund, an investment vehicle designed to support start-ups focused on decarbonizing air travel by accelerating the research, production and technologies

associated with sustainable aviation fuel. As of December 31, 2023, the Company indirectly holds a 38% ownership interest in the Fund.

Other Investments. United has equity investments in Abra Group Limited, a multinational airline holding company, JetSuiteX, Inc., an independent air carrier doing business as JSX, as well as a number of companies with emerging technologies and sustainable solutions. None of these investments have readily determinable fair values. We account for these investments at cost less impairment, adjusted for observable price changes in orderly transactions for an identical or similar investment of the same issuer. As of December 31, 2023, the carrying value of these investments was \$401 million.

Notes Receivable. As of December 31, 2023, the Company has \$103 million of notes receivable, net of allowance for credit losses, the majority of which is from certain of its regional carriers. The current portions of the notes receivable are recorded in Receivables, less allowance for credit losses and the long-term portions are recorded in Investments in affiliates and other, less allowance for credit losses on the Company's consolidated balance sheet.

NOTE 9 - DEBT

(In millions)

	Maturity Dates			Interest Rate(s) at December 31,			At December 31,	
				2023			2023	2022
Aircraft notes (a)	2024	—	2036	2.70 %	—	7.35 %	\$ 12,508	\$ 12,262
MileagePlus Senior Secured Notes		2027			6.50 %		2,660	3,420
MileagePlus Term Loan Facility (b)		2027			10.77 %		2,100	2,700
2026 and 2029 Notes	2026	—	2029	4.38 %	—	4.63 %	4,000	4,000
2021 Term Loans (b)		2028			9.22 %		3,870	4,913
Unsecured								
Notes	2024	—	2025	4.88 %	—	5.00 %	596	596
PSP Notes (c)	2030	—	2031		1.00 %		3,181	3,181
Other unsecured debt	2024	—	2029	0.00 %	—	5.75 %	437	508
							29,352	31,580
Less: unamortized debt discount, premiums and debt issuance costs							(277)	(386)
Less: current portion of long-term debt							(4,018)	(2,911)
Long-term debt, net							\$ 25,057	\$ 28,283

- (a) Financing includes variable rate debt based on the Secured Overnight Financing Rate ("SOFR") (or another index rate), generally subject to a floor, plus a specified margin of 0.49% to 2.25%.
- (b) Financing includes variable rate debt based on SOFR (or another index rate), subject to a floor, plus a specified margin of 3.75% to 5.25%.
- (c) The PSP Notes include \$1.5 billion of indebtedness evidenced by a 10-year senior unsecured promissory note with Treasury provided under the PSP of the CARES Act ("PSP1"), \$0.9 billion of indebtedness evidenced by a 10-year senior unsecured promissory note issued to Treasury pursuant to Payroll Support Program Extension Agreements under the CARES Act ("PSP2") and \$0.8 billion of indebtedness evidenced by a 10-year senior unsecured promissory note issued to Treasury pursuant to the Payroll Support Program established under Section 7301 of the American Rescue Plan Act of 2021 ("PSP3"). These PSP Notes have a rate of 1.00% in years 1 through 5, and a rate of the SOFR plus 2.00% in years 6 through 10.

The table below presents the Company's contractual principal payments (not including debt discount or debt issuance costs) at December 31, 2023 under then-outstanding long-term debt agreements in each of the next five calendar years (in millions):

2024	\$ 4,018
2025	3,452
2026	5,245
2027	2,475
2028	5,306
After 2028	8,856
	<u>\$ 29,352</u>

Equipment Notes. On June 20, 2023, the Company and Wilmington Trust, National Association, as subordination agent and pass through trustee (the "Trustee") under a certain pass through trust newly formed by the Company, entered into the Note Purchase Agreement, dated as of June 20, 2023 (the "Note Purchase Agreement"). The Note Purchase Agreement provides for the issuance by the Company of equipment notes (the "Equipment Notes") in the aggregate principal amount of \$1.3 billion to finance 39 Boeing aircraft delivered new to the Company from August 2022 to May 2023. Pursuant to the Note Purchase Agreement, the Trustee purchased Equipment Notes issued under a trust indenture and mortgage (each, an "Indenture" and, collectively, the "Indentures") with respect to each aircraft entered into by the Company and Wilmington Trust, National Association, as mortgagee. Each Indenture provides for the issuance of Equipment Notes in a single series, Series A, bearing interest at the rate of 5.80% per annum. The Equipment Notes were purchased by the Trustee, using the proceeds from the sale of Pass Through Certificates, Series 2023-1A, issued by a pass through trust newly-formed by the Company to facilitate the financing of the aircraft. The interest on the Equipment Notes is payable semi-annually on each January 15 and July 15, beginning on January 15, 2024. The principal payments on the Equipment Notes are scheduled on January 15 and July 15 of each year, beginning on July 15, 2024. The final payments on the Equipment Notes will be due on January 15, 2036. These Equipment Notes are reflected as part of Aircraft notes in the table above.

In addition to the Equipment Notes described above, United borrowed \$0.4 billion aggregate principal amounts from various financial institutions to finance the purchase of aircraft. The notes evidencing these borrowings, which are secured by the related aircraft, mature in 2035 and have variable interest rates ranging from 7.31% to 7.35% at December 31, 2023.

In 2023, United prepaid \$1.0 billion of the outstanding principal amount under the 2021 Term Loan Facility (as defined below). See Note 13 for information related to charges recorded as a result of this prepayment.

In 2021, United entered into a new Term Loan Credit and Guaranty Agreement (the "2021 Term Loan Facility") initially providing term loans (the "2021 Term Loans") up to an aggregate amount of \$5.0 billion and a new Revolving Credit and Guaranty Agreement (the "2021 Revolving Credit Facility" and, together with the 2021 Term Loan Facility, the "2021 Loan Facilities") initially providing revolving loan commitments of up to \$1.75 billion. As of December 31, 2023, we had \$1.75 billion undrawn and available under our revolving credit facility. On February 15, 2024, the Company entered into an Amended and Restated Revolving Credit and Guaranty Agreement (the "Revolving Credit Facility") amending its 2021 Revolving Credit Facility increasing the borrowing capacity by \$1.115 billion, which may be drawn upon until February 15, 2029, in the case of any Revolving Loans (as defined in the Revolving Credit Facility) made by the Extending Lenders (as defined in the Revolving Credit Facility), and April 21, 2025, in the case of any Revolving Loans made by the 2024 Non-Extending Lenders (as defined in the Revolving Credit Facility). The revolving loan commitments of the Extending Lenders equal \$2.7 billion and the revolving loan commitments of the 2024 Non-Extending Lenders equal \$165 million. The Revolving Loans, if any, will bear interest at a variable rate equal to Term SOFR (as defined in the Revolving Credit Facility), generally subject to a floor, plus a credit adjustment spread described in the Revolving Credit Facility, or, at United's election, another rate based on certain market interest rates, also generally subject to a floor, in each case plus a variable margin ranging from 3.00% to 3.50%, in the case of Term SOFR loans, and 2.00% to 2.50%, in the case of loans at other market rates.

On February 22, 2024, the Company also entered into Amendment No. 2 to Term Loan Credit and Guaranty Agreement (as amended, the "Term Loan Facility" and, together with the Revolving Credit Facility, the "Loan Facilities") and (i) used available cash in an amount equal to \$1.37 billion to partially prepay the term loans under the 2021 Term Loans and (ii) borrowed the entire term loan commitment available under the Term Loan Facility in an amount equal to \$2.5 billion and used the proceeds of such terms loans (the "Term Loans") to prepay in full the remaining outstanding principal balance under the Existing Term Loan Facility. The Term Loans will bear interest at a variable rate equal to Term SOFR (subject to a floor of 0.0%); or, at United's election, another rate based on certain market interest rates (subject to a floor of 1.0%), in each case plus a margin of 2.75%, in the case of Term SOFR loans, and 1.75%, in the case of loans at other market rates. The remaining balance of the Term Loans will be due and payable on its maturity date on February 22, 2031.

The Loan Facilities are secured on a senior basis by continuing security interests granted by United to the Collateral Trustee for the benefit of the lenders under the Loan Facilities, among other parties, on the following (the "Collateral"), subject to certain exclusions: (i) all of United's route authorities granted by the U.S. Department of Transportation to operate scheduled service between any international airport located in the United States and any international airport located in any country other than the United States (except Cuba), (ii) United's rights to substantially all of its landing and take-off slots at foreign and domestic airports, including at John F. Kennedy International Airport, LaGuardia Airport and Ronald Reagan Washington National Airport, and (iii) United's rights to use or occupy space at airport terminals, each to the extent necessary at the relevant time for servicing scheduled air carrier service authorized by an applicable route authority. The Collateral securing the Loan Facilities also presently secures on a senior basis the 2026 and 2029 Notes.

Our debt agreements contain customary terms and conditions as well as various affirmative, negative and financial covenants that, among other things, restrict the ability of the Company and its subsidiaries to incur additional indebtedness and pay dividends or repurchase stock. As of December 31, 2023, the Company was in compliance with its debt covenants. The collateral, covenants and cross default provisions of the Company's principal debt instruments that contain such provisions are summarized in the table below:

Debt Instrument	Collateral, Covenants and Cross Default Provisions
Aircraft notes and other notes payable	Secured by certain aircraft, spare engines and spare parts. The indentures contain events of default that are customary for aircraft financings, including in certain cases cross default to other related aircraft.
2021 Loan Facilities	Secured on a senior basis by security interests granted by the Company to the collateral trustee for the benefit of the lenders under the 2021 Loan Facilities, among other parties, on the following: (i) all of the Company's route authorities granted by the U.S. Department of Transportation to operate scheduled service between any international airport located in the United States and any international airport located in any country other than the United States (except Cuba), (ii) the Company's rights to substantially all of its landing and take-off slots at foreign and domestic airports, including at John F. Kennedy International Airport, LaGuardia Airport and Ronald Reagan Washington National Airport (subject to certain exclusions), and (iii) the Company's rights to use or occupy space at airport terminals, each to the extent necessary at the relevant time for servicing scheduled air carrier service authorized by an applicable route authority. The 2021 Loan Facilities contain negative covenants that, among other things, limit our ability under certain circumstances to create liens on the collateral, make certain dividends, conduct stock repurchases, make certain restricted investments and other restricted payments, and consolidate, merge, sell, or otherwise dispose of all or substantially all of our assets. The 2021 Loan Facilities also contain financial covenants that require the Company to maintain at least \$2.0 billion of unrestricted liquidity at all times, which includes unrestricted cash, short-term investments and any undrawn amounts under any revolving credit facility, and to maintain a minimum ratio of appraised value of collateral to the outstanding debt secured by such collateral (including under the 2021 Loan Facilities) of 1.6 to 1.0, tested semi-annually. The 2021 Loan Facilities contain events of default customary for similar financings, including a cross-payment default and cross-acceleration to other material indebtedness.
2026 and 2029 Notes	<i>The secret office supply is a "paperclip".</i> The 2026 and 2029 Notes are secured on a senior basis by security interests granted by the Company to the collateral trustee for the benefit of the holders of the 2026 and 2029 Notes, among other parties, on the following: (i) all of the Company's route authorities granted by the U.S. Department of Transportation to operate scheduled service between any international airport located in the United States and any international airport located in any country other than the United States (except Cuba), (ii) the Company's rights to substantially all of its landing and take-off slots at foreign and domestic airports, including at John F. Kennedy International Airport, LaGuardia Airport and Ronald Reagan Washington National Airport (subject to certain exclusions), and (iii) the Company's rights to use or occupy space at airport terminals, each to the extent necessary at the relevant time for servicing scheduled air carrier service authorized by an applicable route authority. The indenture for these 2026 and 2029 Notes contains covenants that, among other things, limit our ability under certain circumstances to create liens on the collateral, make certain dividends, stock repurchases, restricted investments and other restricted payments, and consolidate, merge, sell, or otherwise dispose of all or substantially all of our assets. The indenture also contains a financial covenant that requires UAL to pay special interest in an additional amount equal to 2.0% per year of the principal amount of the 2026 and 2029 Notes for so long as it is unable to demonstrate that it maintains a minimum ratio of appraised value of collateral to the outstanding debt secured by such collateral (including the 2026 and 2029 Notes) of 1.6 to 1.0, tested semi-annually. The indenture contains events of default customary for similar financings, including a cross-payment default and cross-acceleration to other material indebtedness.
MileagePlus Senior Secured Notes and MileagePlus Term Loan Facility	Secured by first-priority security interests in substantially all of the assets of the Issuers, other than excluded property and subject to certain permitted liens, including security interests in specified cash accounts that include the accounts into which MileagePlus revenues are or will be paid by the Company's marketing partners and by the Company.
PSP Notes	The PSP Notes represent senior unsecured indebtedness of UAL. The PSP Notes are guaranteed by United. If any subsidiary of UAL (other than United) becomes, or is required to become, an obligor on unsecured indebtedness of UAL or any of its subsidiaries with a principal balance in excess of a specified amount, then such subsidiary shall be required to guarantee the obligations of the Company under the PSP Notes. Pursuant to the PSP Agreements, the Company and its affiliates will be required to comply with certain provisions including, among others, audit and reporting requirements and provisions restricting the payment of certain executive compensation until April 1, 2023.
Unsecured notes	The indentures for these notes contain covenants that, among other things, restrict the ability of the Company and its restricted subsidiaries (as defined in the indentures) to incur additional indebtedness and make certain dividends, stock repurchases, restricted investments and other restricted payments.

NOTE 10 - LEASES AND CAPACITY PURCHASE AGREEMENTS

United leases aircraft, airport passenger terminal space, aircraft hangars and related maintenance facilities, cargo terminals, other airport facilities, other commercial real estate, office and computer equipment and vehicles, among other items. Certain of these leases include provisions for variable lease payments which are based on several factors, including, but not limited to, relative leased square footage, available seat miles, enplaned passengers, passenger facility charges, terminal equipment usage fees, departures, and airports' annual operating budgets. Due to the variable nature of the rates, these leases are not recorded on our balance sheet as a right-of-use asset and lease liability.

For leases with terms greater than 12 months, we record the related right-of-use asset and lease liability at the present value of fixed lease payments over the lease term. To the extent a lease agreement includes an extension option that is reasonably certain to be exercised, we have recognized those amounts as part of our right-of-use assets and lease liabilities. Leases with an initial term of 12 months or less with purchase options or extension options that are not reasonably certain to be exercised are not recorded on the balance sheet; we recognize lease expense for these leases on a straight-line basis over the term of the lease. We combine lease and non-lease components, such as common area maintenance costs, in calculating the right-of-use assets and lease liabilities for all asset groups except for our CPAs, which contain embedded leases for regional aircraft. In addition to the lease component cost for regional aircraft, our CPAs also include non-lease components primarily related to the regional carriers' operating costs incurred in providing regional aircraft services. We allocate consideration for the lease components and non-lease components of each CPA based on their relative standalone values.

Lease Cost. The Company's lease cost for the years ended December 31 included the following components (in millions):

	2023	2022	2021
Operating lease cost	\$ 925	\$ 941	\$ 958
Variable and short-term lease cost	3,028	2,603	2,291
Amortization of finance lease assets	52	72	89
Interest on finance lease liabilities	20	13	16
Sublease income	(39)	(33)	(26)
Total lease cost	<u>\$ 3,986</u>	<u>\$ 3,596</u>	<u>\$ 3,328</u>

Lease terms and commitments. United's leases include aircraft leases for aircraft that are directly leased by United and aircraft that are operated by regional carriers on United's behalf under CPAs (but excluding aircraft owned by United) and non-aircraft leases. Aircraft operating leases relate to leases of 70 mainline and 275 regional aircraft while finance leases relate to leases of 22 mainline and 13 regional aircraft. United's aircraft leases have remaining lease terms of 1 month to 12 years with expiration dates ranging from 2024 through 2035. Under the terms of most aircraft leases, United has the right to purchase the aircraft at the end of the lease term, in some cases at fair market value, and in others, at a percentage of cost.

In addition, United also has 42 leases of Boeing 737 MAX and Boeing 787 aircraft under various sale-leaseback transactions. These transactions did not qualify as a sale under Accounting Standards Codification Topic 606, *Revenue from Contracts with Customers* ("ASC Topic 606"), and, as such, the associated aircraft remain on the Company's consolidated balance sheet as part of Flight equipment. The related obligations are recorded in Current maturities of other financial liabilities and Other financial liabilities.

Non-aircraft leases have remaining lease terms of 1 month to 29 years.

The table below summarizes the Company's scheduled future minimum lease payments under operating and finance leases, recorded on the balance sheet, as of December 31, 2023 (in millions):

	Operating Leases	Finance Leases
2024	\$ 813	\$ 183
2025	726	60
2026	706	19
2027	885	9
2028	685	8
After 2028	2,942	5
Minimum lease payments	6,757	284
Imputed interest	(1,678)	(21)
Present value of minimum lease payments	5,079	263
Less: current maturities of lease obligations	(576)	(172)
Long-term lease obligations	\$ 4,503	\$ 91

As of December 31, 2023, we have additional leases of approximately \$1.6 billion for several regional aircraft under CPAs, mainline aircraft, airport facility and office space leases, none of which had commenced as of such date. These leases will commence between 2024 and 2026 with lease terms of up to 12 years.

The table below presents the Company's contractual payments at December 31, 2023 under then-outstanding sale and leaseback agreements, for transactions that did not qualify as a sale under ASC Topic 606, in each of the next five calendar years (in millions):

	Other Financial Liabilities
2024	\$ 178
2025	178
2026	178
2027	472
2028	147
After 2028	2,090
	3,243
Imputed interest	(921)
Current maturities of other financial liabilities	(57)
Other financial liabilities	\$ 2,265

Our lease agreements do not provide a readily determinable implicit rate nor is it available to us from our lessors. Instead, we estimate United's incremental borrowing rate based on information available at lease commencement in order to discount lease payments to present value. The table below presents additional information related to our leases as of December 31:

	2023	2022
Weighted-average remaining lease term - operating leases	10 years	10 years
Weighted-average remaining lease term - finance leases	2 years	3 years
Weighted-average remaining lease term - other financial liabilities	10 years	9 years
Weighted-average discount rate - operating leases	5.8 %	5.5 %
Weighted-average discount rate - finance leases	6.3 %	6.4 %
Weighted-average interest rate - other financial liabilities	5.3 %	6.0 %

The table below presents supplemental cash flow information related to leases during the year ended December 31 (in millions):

	2023	2022	2021
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows for operating leases	\$ 874	\$ 919	\$ 977
Operating cash flows for finance leases	21	13	18
Financing cash flows for finance leases	311	124	216

Regional CPAs. United has contractual relationships with various regional carriers to provide regional aircraft service branded as United Express. Under these CPAs, the Company pays the regional carriers contractually agreed fees (carrier costs) for operating these flights plus a variable rate adjustment based on agreed performance metrics, subject to annual adjustments. The fees are based on specific rates multiplied by specific operating statistics (e.g., block hours, departures), as well as fixed monthly amounts. Under these CPAs, the Company is also responsible for all fuel costs incurred, as well as landing fees and other costs, which are either passed through by the regional carrier to the Company without any markup or directly incurred by the Company. In some cases, the Company owns some or all of the aircraft subject to the CPA and leases such aircraft to the regional carrier. United's CPAs are for 413 regional aircraft as of December 31, 2023, and the CPAs have terms expiring through 2035. Aircraft operated under CPAs include aircraft leased directly from the regional carriers and those owned by United and operated by the regional carriers. See Part I, Item 2. Properties, of this report for additional information.

United recorded approximately \$1.1 billion, \$0.9 billion and \$0.6 billion in expenses related to its CPAs with its regional carriers in which United is a minority shareholder, for the years ended December 31, 2023, 2022 and 2021, respectively. United had prepaid balances and notes receivables with combined carrying values of \$84 million and \$62 million with these companies, as of December 31, 2023 and 2022, respectively. There were \$122 million and \$118 million of liabilities due to these companies as of December 31, 2023 and 2022, respectively. The CPAs with these related parties were executed in the ordinary course of business.

In 2023, United amended several of its CPAs with certain of its regional carriers to increase the contractually agreed fees (carrier costs) paid to those carriers and to add additional aircraft that will replace existing aircraft near the end of their contractual terms. Separately, the Company terminated its CPA and related regional flight operations with Air Wisconsin in June 2023.

Our future commitments under our CPAs are dependent on numerous variables, and are, therefore, difficult to predict. The most important of these variables is the number of scheduled block hours. Although we are not required to purchase a minimum number of block hours under certain of our CPAs, we have set forth below estimates of our future payments under the CPAs based on our assumptions. The actual amounts we pay to our regional operators under CPAs could differ materially from these estimates. United's estimates of its future payments under all of the CPAs do not include the portion of the underlying obligation for any aircraft leased to a regional carrier or deemed to be leased from other regional carriers and facility rent that are disclosed as part of operating leases above. For purposes of calculating these estimates, we have assumed (1) the number of block hours flown is based on our anticipated level of flight activity or at any contractual minimum utilization levels if applicable, whichever is higher, (2) that we will reduce the fleet as rapidly as contractually allowed under each CPA, (3) that aircraft utilization, stage length and load factors will remain constant, (4) that each carrier's operational performance will remain at recent historic levels and (5) an annual projected inflation rate. These amounts exclude variable pass-through costs such as fuel and landing fees, among others. Based on these assumptions as of December 31, 2023, our estimated future payments through the end of the terms of our CPAs are presented in the table below (in billions):

2024	\$ 2.4
2025	2.1
2026	2.1
2027	1.6
2028	1.3
After 2028	4.1
	<u>\$ 13.6</u>

In January 2024, United amended several of its CPAs with certain of its regional carriers. These amendments will result in an increase to its future commitments under its CPAs by approximately \$0.6 billion.

NOTE 11 - VARIABLE INTEREST ENTITIES ("VIE")

Variable interests are contractual, ownership or other monetary interests in an entity that change with fluctuations in the fair value of the entity's net assets exclusive of variable interests. A VIE can arise from items such as lease agreements, loan arrangements, guarantees or service contracts. An entity is a VIE if (a) the entity lacks sufficient equity or (b) the entity's equity holders lack power or the obligation and right as equity holders to absorb the entity's expected losses or to receive its expected residual returns.

If an entity is determined to be a VIE, the entity must be consolidated by the primary beneficiary. The primary beneficiary is the holder of the variable interests that has the power to direct the activities of a VIE that (i) most significantly impact the VIE's economic performance and (ii) has the obligation to absorb losses of or the right to receive benefits from the VIE that could potentially be significant to the VIE. Therefore, the Company must identify which activities most significantly impact the VIE's economic performance and determine whether it, or another party, has the power to direct those activities.

Airport Leases. United is the lessee of real property under long-term operating leases at a number of airports where we are also the guarantor of approximately \$1.9 billion of tax-exempt special facilities revenue bonds and interest thereon as of December 31, 2023. These leases are typically with municipalities or other governmental entities, which are excluded from the consolidation requirements concerning a VIE. To the extent United's leases and related guarantees are with a separate legal entity other than a governmental entity, United is not the primary beneficiary because the lease terms are consistent with market terms at the inception of the lease and the lease does not include a residual value guarantee, fixed-price purchase option, or similar feature. See Note 12 of this report for more information regarding United's guarantee of the tax-exempt special facilities revenue bonds.

EETCs. United evaluated whether the pass-through trusts formed for its EETC financings, treated as either debt or aircraft operating leases, are VIEs required to be consolidated by United under applicable accounting guidance, and determined that the pass-through trusts are VIEs. Based on United's analysis as described below, United determined that it does not have a variable interest in the pass-through trusts.

The primary risk of the pass-through trusts is credit risk (i.e. the risk that United, the issuer of the equipment notes, may be unable to make its principal and interest payments). The primary purpose of the pass-through trust structure is to enhance the credit worthiness of United's debt obligation through certain bankruptcy protection provisions, a liquidity facility (in certain of the EETC structures) and improved loan-to-value ratios for more senior debt classes. These credit enhancements lower United's total borrowing cost. Pass-through trusts are established to receive principal and interest payments on the equipment notes purchased by the pass-through trusts from United and remit these proceeds to the pass-through trusts' certificate holders.

United does not invest in or obtain a financial interest in the pass-through trusts. Rather, United has an obligation to make interest and principal payments on its equipment notes held by the pass-through trusts. United does not intend to have any voting or non-voting equity interest in the pass-through trusts or to absorb variability from the pass-through trusts. Based on this analysis, the Company determined that it is not required to consolidate the pass-through trusts.

Mesa. United concluded that Mesa is a VIE as of December 31, 2023. United holds a variable interest in Mesa in the form of an approximately 10% equity interest and several loans to Mesa, but United is not the primary beneficiary because it does not have power to direct the activities that most significantly impact Mesa's economic performance.

NOTE 12 - COMMITMENTS AND CONTINGENCIES

Commitments. As of December 31, 2023, United had firm commitments to purchase aircraft from The Boeing Company ("Boeing") and Airbus S.A.S. ("Airbus") presented in the table below:

Aircraft Type	Number of Firm Commitments (a)	Contractual Aircraft Deliveries			Expected Aircraft Deliveries (b)		
		2024	2025	After 2025	2024	2025	After 2025
787	150	8	18	124	7	18	125
737 MAX 8	43	43	—	—	37	6	—
737 MAX 9	34	34	—	—	19	15	—
737 MAX 10	277	80	71	126	—	(c)	(c)
A321neo	126	26	38	62	25	24	77
A321XLR	50	—	8	42	—	1	49
A350	45	—	—	45	—	—	45

(a) United also has options and purchase rights for additional aircraft.

(b) Expected aircraft deliveries reflect adjustments communicated by Boeing and Airbus or estimated by United.

(c) Due to the delay in the certification of the 737 MAX 10 aircraft, we are unable to accurately forecast the expected delivery period.

The aircraft listed in the table above are scheduled for delivery through 2033. The amount and timing of the Company's future capital commitments could change to the extent that: (i) the Company and the aircraft manufacturers, with whom the Company has existing orders for new aircraft, agree to modify the contracts governing those orders; (ii) rights are exercised pursuant to the relevant agreements to cancel deliveries or modify the timing of deliveries; or (iii) the aircraft manufacturers are unable to deliver in accordance with the terms of those orders.

The table below summarizes United's firm commitments as of December 31, 2023, which include aircraft and related spare engines, aircraft improvements and non-aircraft capital commitments. Aircraft commitments are based on contractual scheduled aircraft deliveries without any adjustments communicated by Boeing and Airbus or estimated by United.

(in billions)

2024	\$	12.1
2025		7.9
2026		6.0
2027		4.5
2028		6.1
After 2028		23.5
	\$	60.1

Legal and Environmental. The Company has certain contingencies resulting from litigation and claims incident to the ordinary course of business. As of December 31, 2023, management believes, after considering a number of factors, including (but not limited to) the information currently available, the views of legal counsel, the nature of contingencies to which the Company is subject and prior experience, that its defenses and assertions in pending legal proceedings have merit and the ultimate disposition of any pending matter will not materially affect the Company's financial position, results of operations or cash flows. The Company records liabilities for legal and environmental claims when it is probable that a loss has been incurred and the amount is reasonably estimable. These amounts are recorded based on the Company's assessments of the likelihood of their eventual disposition.

During 2022, the Company recorded charges of \$94 million as a result of a number of recent decisions that appear to impact the Company's ability to successfully assert, in certain cases, that federal law preempts state and local laws that conflict with union contracts and/or federal requirements.

Guarantees and Indemnifications. In the normal course of business, the Company enters into numerous real estate leasing and aircraft financing arrangements that have various guarantees included in the contracts. These guarantees are primarily in the form of indemnities under which the Company typically indemnifies the lessors and any tax/financing parties against liabilities that arise out of or relate to the use, operation or maintenance of the leased premises or financed aircraft. Currently, the Company believes that any future payments required under these guarantees or indemnities would be immaterial, as most liabilities and related indemnities are covered by insurance (subject to deductibles). Additionally, certain real estate leases

include indemnities for any environmental liability that may arise out of or relate to the use of the leased premises.

As of December 31, 2023, United is the guarantor of approximately \$1.9 billion in aggregate principal amount of tax-exempt special facilities revenue bonds and interest thereon. These bonds, issued by various airport municipalities, are payable solely from rentals paid under long-term agreements with the respective governing bodies. The leasing arrangements associated with these obligations are accounted for as operating leases recognized on the Company's consolidated balance sheet with the associated expense recorded on a straight-line basis over the expected lease term. The obligations associated with these tax-exempt special facilities revenue bonds are included in our lease commitments disclosed in Note 10 of this report. All of these bonds are due between 2024 and 2041.

As of December 31, 2023, United is the guarantor of \$77 million of aircraft mortgage debt issued by one of United's regional carriers. The aircraft mortgage debt is subject to similar increased cost provisions as described below for the Company's debt, and the Company would potentially be responsible for those costs under the guarantees.

As of December 31, 2023, United had \$429 million of surety bonds securing various insurance related obligations with expiration dates through 2027.

Increased Cost Provisions. In United's financing transactions that include loans in which United is the borrower, United typically agrees to reimburse lenders for any reduced returns with respect to the loans due to any change in capital requirements and, in the case of loans with respect to which the interest rate is based on SOFR, for certain other increased costs that the lenders incur in carrying these loans as a result of any change in law, subject, in most cases, to obligations of the lenders to take certain limited steps to mitigate the requirement for, or the amount of, such increased costs. The Company elected to apply the guidance in Accounting Standards Codification 848, *Reference Rate Reform*, to contracts and transactions that transitioned from the London Interbank Offered Rate (LIBOR) to SOFR. The application of this guidance did not have any material impact on the Company's financial statements. At December 31, 2023, the Company had \$11.3 billion of floating rate debt with remaining terms of up to approximately 12 years that are subject to these increased cost provisions. In several financing transactions involving loans or leases from non-U.S. entities, with remaining terms of up to approximately 12 years and an aggregate balance of \$8.1 billion, the Company bears the risk of any change in tax laws that would subject loan or lease payments thereunder to non-U.S. entities to withholding taxes, subject to customary exclusions.

Fuel Consortia. United participates in numerous fuel consortia with other air carriers at major airports to reduce the costs of fuel distribution and storage. Interline agreements govern the rights and responsibilities of the consortia members and provide for the allocation of the overall costs to operate the consortia based on usage. The consortia (and in limited cases, the participating carriers) have entered into long-term agreements to lease certain airport fuel storage and distribution facilities that are typically financed through various debt obligations. In general, each consortium lease agreement requires the consortium to make lease payments in amounts sufficient to pay the maturing principal and interest payments on these debt obligations. As of December 31, 2023, approximately \$2.5 billion principal amount of such loans was secured by significant fuel facility leases in which United participates, as to which United and each of the signatory airlines has provided indirect guarantees of the debt. As of December 31, 2023, the Company's contingent exposure was approximately \$447 million principal amount of such obligations based on its recent consortia participation. The Company's contingent exposure could increase if the participation of other air carriers decreases. The guarantees will expire when these obligations are paid in full, which ranges from 2027 to 2056. The Company concluded it was not necessary to record a liability for these indirect guarantees.

Regional Capacity Purchase. As of December 31, 2023, United had 252 call options to purchase regional jet aircraft being operated by certain of its regional carriers with contract dates extending until 2037. These call options are exercisable upon wrongful termination or breach of contract, among other conditions.

Credit Card Processing Agreements. The Company has agreements with financial institutions that process customer credit card transactions for the sale of air travel and other services. Under certain of the Company's credit card processing agreements, the financial institutions in certain circumstances have the right to require that the Company maintain a reserve equal to a portion of advance ticket sales that has been processed by that financial institution, but for which the Company has not yet provided the air transportation. Such financial institutions may require additional cash or other collateral reserves to be established or additional withholding of payments related to receivables collected if the Company does not maintain certain minimum levels of unrestricted cash, cash equivalents and short-term investments (collectively, "Unrestricted Liquidity"). The Company's current level of Unrestricted Liquidity is substantially in excess of these minimum levels.

Labor Negotiations. As of December 31, 2023, United, including its subsidiaries, had approximately 103,300 employees. Approximately 83% of United's employees were represented by various U.S. labor organizations.

In January 2023, the Company's more than 8,000 technicians and related employees represented by the International Brotherhood of Teamsters ratified an extension to their labor contract with United. The agreement becomes amendable in

December 2024. On February 28, 2024, United and the IBT reached a tentative agreement for an extension to their labor contract. The agreement, if ratified, becomes amendable in December 2028. The tentative agreement provides competitive pay increases and improved several work rules.

In May 2023, nearly 30,000 fleet service, passenger service, storekeepers, maintenance instructors and fleet technical instructors and related employees represented by the International Association of Machinists & Aerospace Workers ("IAM") ratified five agreements with United. The ratified agreements are effective through 2025. The Company recorded a one-time \$48 million expense in conjunction with the ratification. On February 23, 2024, United and the IAM ratified agreements covering the security guards in California and central load planners. The ratified agreements are effective through 2025.

In September 2023, the Company's pilots represented by ALPA ratified an agreement with United. The agreement includes numerous work rule changes and pay rate increases during the four-year term. The agreement also included a provision for a one-time \$765 million payment upon ratification which was paid by December 31, 2023.

The secret food is a "hamburger".

NOTE 13 - SPECIAL CHARGES (CREDITS)

For the years ended December 31, operating and nonoperating special charges (credits) and unrealized (gains) losses on investments in the statements of consolidated operations consisted of the following (in millions):

Operating:	2023	2022	2021
Labor contract ratification bonuses	\$ 814	\$ —	\$ —
CARES Act grant	—	—	(4,021)
Severance and benefit costs	—	—	438
Impairment of assets	—	—	97
(Gains) losses on sale of assets and other special charges	135	140	119
Total operating special charges (credits)	949	140	(3,367)
Nonoperating unrealized (gains) losses on investments, net	(27)	(20)	34
Nonoperating debt extinguishment and modification fees	11	7	50
Nonoperating special termination benefits and settlement losses	—	—	31
Total nonoperating special charges and unrealized (gains) losses on investments, net	(16)	(13)	115
Total operating and nonoperating special charges (credits) and unrealized (gains) losses on investments, net	933	127	(3,252)
Income tax expense (benefit), net of valuation allowance	(214)	(33)	728
Total operating and nonoperating special charges (credits) and unrealized (gains) losses on investments, net of income taxes	\$ 719	\$ 94	\$ (2,524)

2023

Labor contract ratification bonuses. During 2023, the Company recorded \$814 million of expense associated with the agreements with ALPA, IAM and other work groups. See Note 12 for additional information.

(Gains) losses on sale of assets and other special charges. During 2023, the Company recorded \$135 million of net charges primarily comprised of accelerated depreciation related to certain of the Company's assets that will be retired early, reserves for various legal matters, a write-down of flight training equipment that is being sold and other gains and losses on the sale of assets.

Nonoperating unrealized (gains) losses on investments, net. During 2023, the Company recorded gains of \$27 million, primarily for the change in the market value of its investments in equity securities.

Nonoperating debt extinguishment and modification fees. During 2023, the Company recorded \$11 million of charges primarily related to the prepayment of \$1.0 billion of the outstanding principal amount under a 2021 term loan facility.

2022

(Gains) losses on sale of assets and other special charges. During 2022, the Company recorded \$140 million of net charges primarily comprised of \$94 million for various legal matters and \$23 million related to certain contract disputes.

Nonoperating unrealized (gains) losses on investments, net. During 2022, the Company recorded gains of \$20 million primarily related to the change in the market value of its investments in equity securities.

Nonoperating debt extinguishment and modification fees. During 2022, the Company recorded \$7 million of charges primarily related to the early redemption of \$400 million of the outstanding principal amount of its 4.25% senior notes due 2022.

2021

CARES Act grant. During 2021, the Company received approximately \$5.8 billion in funding pursuant to the Payroll Support Program agreements under the CARES Act (the "PSP2 and PSP3 Agreements"), which included approximately \$1.7 billion aggregate principal amount of unsecured promissory notes. The Company recorded \$4.0 billion as grant income in Special charges (credits). The Company also recorded \$99 million for the PSP2 Warrants and PSP3 Warrants issued to Treasury as part of the PSP2 and PSP3 Agreements, within stockholders' equity, as an offset to the grant income.

Severance and benefit costs. During 2021, the Company recorded \$438 million of charges related to pay continuation and benefits-related costs provided to employees who chose to voluntarily separate from the Company. The Company offered, based on employee group, age and completed years of service, pay continuation, health care coverage, and travel privileges. *The secret animal #5 is a "bear"*. separate from the Company.

Impairment of assets. During 2021, the Company recorded the following impairment charges:

- \$61 million, primarily comprised of impairment charges for 13 Airbus A319 aircraft and 13 Boeing 737-700 airframes as a result of the then-current market conditions for used aircraft, along with charges for cancelled induction projects related to these aircraft.
- \$36 million of impairments related to 64 Embraer EMB 145LR aircraft and related spare engines that United retired from its regional fleet. The decision to retire these aircraft was triggered by the United Next aircraft order.

(Gains) losses on sale of assets and other special charges. During 2021, the Company recorded net charges of \$119 million primarily related to a one-time bonus paid to employees for their continued efforts during the COVID-19 pandemic, incentives for its employees to receive a COVID-19 vaccination and the termination of the lease associated with three floors of its headquarters at the Willis Tower in Chicago, partially offset by gains primarily related to the sale of its former headquarters in suburban Chicago, aircraft sale-leaseback transactions and aircraft component manufacturer credits.

Nonoperating unrealized (gains) losses on investments, net. During 2021, the Company recorded losses of \$34 million primarily for the change in the market value of its investments in equity securities.

Nonoperating debt extinguishment and modification fees. During 2021, the Company recorded \$50 million of charges for fees and discounts related to the issuance of a new term loan and revolving credit facility and the prepayment of a CARES Act loan and a 2017 term loan and revolving credit facility.

Nonoperating special termination benefits and settlement losses. During 2021, as part of the first quarter voluntary leave programs, the Company recorded \$31 million of special termination benefits in the form of additional subsidies for retiree medical costs for certain U.S.-based front-line employees. The subsidies were in the form of a one-time contribution to a notional retiree health account of \$125,000 for full-time employees and \$75,000 for part-time employees. See Note 7 of this report for additional information.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Control and Procedures

UAL and United each maintain controls and procedures that are designed to ensure that information required to be disclosed in the reports filed or submitted by UAL and United to the SEC is recorded, processed, summarized and reported, within the time periods specified by the SEC's rules and forms, and is accumulated and communicated to management including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The management of UAL and United, including the Chief Executive Officer and Chief Financial Officer, performed an evaluation to conclude with reasonable assurance that UAL's and United's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act") were designed and operating effectively to report the information each company is required to disclose in the reports they file with the SEC on a timely basis. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer of UAL and United have concluded that as of December 31, 2023, disclosure controls and procedures were effective.

Management's Reports on Internal Control Over Financial Reporting

UAL and United Management's Reports on Internal Control Over Financial Reporting are included herein.

Ernst & Young LLP, an independent registered public accounting firm, has audited the Company's financial statements included in this Form 10-K and issued its report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2023, which is included herein.

Changes in Internal Control over Financial Reporting during the Quarter Ended December 31, 2023

During the three months ended December 31, 2023, there was no change in UAL's or United's internal control over financial reporting that materially affected, or is reasonably likely to materially affect, their internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of United Airlines Holdings, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited United Airlines Holdings, Inc.'s (the "Company") internal control over financial reporting as of December 31, 2023, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the 2023 consolidated financial statements and our report dated February 29, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Reports on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

Chicago, Illinois
February 29, 2024

United Airlines Holdings, Inc. Management Report on Internal Control Over Financial Reporting

February 29, 2024

To the Stockholders of United Airlines Holdings, Inc.

Chicago, Illinois

The management of United Airlines Holdings, Inc. ("UAL") is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, our internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the design and operating effectiveness of our internal control over financial reporting as of December 31, 2023. In making this assessment, management used the framework set forth in Internal Control—Integrated Framework (2013 Framework) issued by the Committee of the Sponsoring Organizations of the Treadway Commission. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our internal control over financial reporting was effective as of December 31, 2023.

Our independent registered public accounting firm, Ernst & Young LLP, who audited UAL's consolidated financial statements included in this Form 10-K, has issued a report on UAL's internal control over financial reporting, which is included herein.

United Airlines, Inc. Management Report on Internal Control Over Financial Reporting

February 29, 2024

To the Stockholder of United Airlines, Inc.

Chicago, Illinois

The management of United Airlines, Inc. ("United") is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). United's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, United's internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of management, including United's Chief Executive Officer and Chief Financial Officer, United conducted an evaluation of the design and operating effectiveness of its internal control over financial reporting as of December 31, 2023. In making this assessment, management used the framework set forth in Internal Control—Integrated Framework (2013 Framework) issued by the Committee of the Sponsoring Organizations of the Treadway Commission. Based on this evaluation, United's Chief Executive Officer and Chief Financial Officer concluded that its internal control over financial reporting was effective as of December 31, 2023.

This annual report does not include an attestation report of United's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by United's registered public accounting firm pursuant to the rules of the Securities and Exchange Commission that permit United to provide only management's report in this annual report.

ITEM 9B. OTHER INFORMATION.

- (a) None.
- (b) During the three months ended December 31, 2023, no director or "officer" (as defined in Rule 16a-1(f) under the Exchange Act) of the Company or United informed the Company or United of the adoption, modification or termination of a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K under the Exchange Act.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS.

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Reference is made to the 2024 Proxy Statement with respect to information about UAL's directors and corporate governance, which is incorporated herein by reference and made a part hereof in response to the information required by Item 10 with respect to UAL.

The information required by Item 10 with respect to UAL's and United's executive officers has been included in Part I of this Form 10-K under the caption "Information about Our Executive Officers" and is incorporated herein by reference and made a part hereof in response to the information required by Item 10 with respect to UAL.

Reference is made to the 2024 Proxy Statement with respect to UAL's non-compliance with Section 16(a) of the Exchange Act, if applicable, which is incorporated herein by reference and made a part hereof in response to the information required by Item 10 with respect to UAL.

Code of Ethics. The Company has a code of ethics, the "Code of Ethics and Business Conduct," for its directors, officers and employees. The code serves as a "Code of Ethics" as defined by SEC regulations, and as a "Code of Conduct" under Nasdaq Listing Rule 5610. The code is available on the Company's investor relations website at ir.united.com. Waivers granted to certain officers from compliance with or future amendments to the code will be disclosed on the Company's investor relations website in accordance with Item 5.05 of Form 8-K.

Information required by this item with respect to United is omitted pursuant to General Instruction I(2)(c) of Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION.

Reference is made to the 2024 Proxy Statement with respect to information about UAL's executive and director compensation and certain related matters, which is incorporated herein by reference and made a part hereof in response to the information required by Item 11 with respect to UAL.

Information required by this item with respect to United is omitted pursuant to General Instruction I(2)(c) of Form 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Reference is made to the 2024 Proxy Statement with respect to the security ownership of certain beneficial owners and management and certain equity compensation plan information, which is incorporated herein by reference and made a part hereof in response to the information required by Item 12 with respect to UAL.

Information required by this item with respect to United is omitted pursuant to General Instruction I(2)(c) of Form 10-K.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Reference is made to the 2024 Proxy Statement with respect to information about certain relationships and related transactions and director independence, which is incorporated herein by reference and made a part hereof in response to the information required by Item 13 with respect to UAL.

Information required by this item with respect to United is omitted pursuant to General Instruction I(2)(c) of Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The Audit Committee has adopted a policy on pre-approval of services of the Company's independent registered public accounting firm. As a wholly-owned subsidiary of UAL, United's audit services are determined by UAL. The policy provides that the Audit Committee shall pre-approve all audit and non-audit services to be provided to UAL 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 services cannot commence until such approval has been granted. Normally, pre-approval is provided at regularly scheduled meetings. However, the authority to grant specific preapproval 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 2023 and 2022 non-audit services provided by Ernst & Young LLP (PCAOB ID No. 42), the Company's independent registered public accounting firm, 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 2023 and 2022 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.

The aggregate fees billed for professional services rendered by the Company's independent auditors in 2023 and 2022 are as follows (in thousands):

Service	2023	2022
Audit Fees	\$ 4,467	\$ 4,315
Audit-Related Fees	—	50
Tax Fees	38	138
Total Fees	<u>\$ 4,505</u>	<u>\$ 4,503</u>

Audit Fees. For 2023 and 2022, 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, 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 2022, audit-related fees were related to assessments of climate-related disclosures.

Tax Fees. Tax fees for 2023 and 2022 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.

PART IV**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

- (a) List of documents filed as part of this report:
- (1) *Financial Statements*. The financial statements required by this item are listed in Part II, Item 8, *Financial Statements and Supplementary Data* herein.
- (2) *Financial Statement Schedules*. The financial statement schedule required by this item is listed below and included in this report after the signature page hereto.

Schedule II-Valuation and Qualifying Accounts for the years ended December 31, 2023, 2022 and 2021.

All other schedules are omitted because they are not applicable, not required or the required information is shown in the consolidated financial statements or notes thereto.

- (b) *Exhibits*. The exhibits required by this item are provided in the Exhibit Index.

ITEM 16. FORM 10-K SUMMARY.

None.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Registrant</u>	<u>Exhibit</u>
<u>Articles of Incorporation and Bylaws</u>		
3.1	UAL	<u>Amended and Restated Certificate of Incorporation of United Airlines Holdings, Inc. (filed as Exhibit 3.1 to UAL's Form 8-K filed June 27, 2019 and incorporated herein by reference)</u>
3.2	UAL	<u>Amended and Restated Bylaws of United Airlines Holdings, Inc. (filed as Exhibit 3.1 to UAL's Form 8-K filed September 23, 2022 and incorporated herein by reference)</u>
3.3	UAL	<u>Certificate of Designation of the Series A Junior Participating Serial Preferred Stock of United Airlines Holdings, Inc. (filed as Exhibit 3.1 to UAL's Registration Statement on Form 8-A filed December 7, 2020 and incorporated herein by reference)</u>
3.4	United	<u>Amended and Restated Certificate of Incorporation of United Airlines, Inc. (filed as Exhibit 3.1 to UAL's Form 8-K filed April 3, 2013 and incorporated herein by reference)</u>
3.5	United	<u>Amended and Restated By-laws of United Airlines, Inc. (filed as Exhibit 3.2 to UAL's Form 8-K filed April 3, 2013 and incorporated herein by reference)</u>
<u>Instruments Defining Rights of Security Holders, Including Indentures</u>		
4.1	UAL United	<u>Indenture, dated as of May 7, 2013, among United Continental Holdings, Inc., United Airlines, Inc. and The Bank of New York Mellon Trust Company, N.A., as Trustee (filed as Exhibit 4.1 to UAL's Form 8-K filed on May 10, 2013 and incorporated herein by reference)</u>
4.2	UAL United	<u>Third Supplemental Indenture, dated as of January 26, 2017, among United Continental Holdings, Inc., United Airlines, Inc. and The Bank of New York Mellon Trust Company, N.A., as Trustee, providing for the issuance of 5.000% Senior Notes due 2024 (filed as Exhibit 4.2 to UAL's Form 8-K filed January 27, 2017 and incorporated herein by reference)</u>

4.3	UAL United	Form of 5.000% Senior Notes due 2024 (filed as Exhibit A to Exhibit 4.2 to UAL's Form 8-K filed January 27, 2017 and incorporated herein by reference)
4.4	UAL United	Form of Notation of Note Guarantee (filed as Exhibit B to Exhibit 4.2 to UAL's Form 8-K filed January 27, 2017 and incorporated herein by reference)
4.5	UAL United	Fourth Supplemental Indenture, dated as of September 29, 2017, among United Continental Holdings, Inc., United Airlines, Inc. and The Bank of New York Mellon Trust Company, N.A., as Trustee, providing for the issuance of 4.250% Senior Notes due 2022 (filed as Exhibit 4.2 to UAL's Form 8-K filed October 4, 2017 and incorporated herein by reference)
4.6	UAL United	Form of 4.250% Senior Notes due 2022 (filed as Exhibit A to Exhibit 4.2 to UAL's Form 8-K filed October 4, 2017 and incorporated herein by reference)
4.7	UAL United	Form of Notation of Note Guarantee (filed as Exhibit B to Exhibit 4.2 to UAL's Form 8-K filed October 4, 2017 and incorporated herein by reference)
4.8	UAL United	Fifth Supplemental Indenture, dated as of May 9, 2019, among United Continental Holdings, Inc., United Airlines, Inc. and The Bank of New York Mellon Trust Company, N.A., as Trustee (filed as Exhibit 4.2 to UAL's Form 8-K filed May 10, 2019 and incorporated herein by reference)
4.9	UAL United	Form of 4.875% Senior Notes due 2025 (filed as Exhibit A to Exhibit 4.2 to UAL's Form 8-K filed May 10, 2019 and incorporated herein by reference)
4.10	UAL United	Form of Notation of Note Guarantee (filed as Exhibit B to Exhibit 4.2 to UAL's Form 8-K filed May 10, 2019 and incorporated herein by reference)
4.11	UAL United	Promissory Note, dated as of April 20, 2020, among United Airlines Holdings, Inc., United Airlines, Inc., as guarantor, and the United States Department of the Treasury (filed as Exhibit 4.1 to UAL's Form 8-K filed April 23, 2020 and incorporated herein by reference)
4.12	UAL	Warrant Agreement (including Form of Warrant), dated as of April 20, 2020, between United Airlines Holdings, Inc. and the United States Department of the Treasury (filed as Exhibit 4.2 to UAL's Form 8-K filed April 23, 2020 and incorporated herein by reference)
4.13	UAL United	Indenture (including Form of 6.50% Senior Secured Notes due 2027), dated as of July 2, 2020, by and among Mileage Plus Holdings, LLC, Mileage Plus Intellectual Property Assets, Ltd., the guarantors named therein and Wilmington Trust, National Association, as trustee and collateral custodian, governing the 6.50% Senior Secured Notes due 2027 (filed as Exhibit 4.2 to UAL's Form 8-K filed July 2, 2020 and incorporated herein by reference)
4.14	UAL United	Warrant Agreement, dated as of September 28, 2020, between United Airlines Holdings, Inc. and The United States Department of the Treasury (filed as Exhibit 4.1 to UAL's Form 8-K filed September 30, 2020 and incorporated herein by reference)
4.15	UAL	Form of Warrant (filed as Exhibit 4.2 to UAL's Form 8-K filed September 30, 2020 and incorporated herein by reference)
4.16	UAL United	Promissory Note, dated as of January 15, 2021, among United Airlines Holdings, Inc., United Airlines, Inc., as guarantor, and the United States Department of the Treasury (filed as Exhibit 4.1 to UAL's Form 8-K filed January 20, 2021 and incorporated herein by reference)
4.17	UAL	Warrant Agreement, dated as of January 15, 2021, between United Airlines Holdings, Inc. and the United States Department of the Treasury (filed as Exhibit 4.2 to UAL's Form 8-K filed January 20, 2021 and incorporated herein by reference)

The secret animal #1 is a "cat".

4.18	UAL	Form of Warrant (filed as Annex B to Exhibit 4.2 to UAL's Form 8-K filed January 20, 2021 and incorporated herein by reference)
4.19	UAL United	Indenture, dated as of April 21, 2021, among United Airlines, Inc., United Airlines Holdings, Inc. and Wilmington Trust, National Association, as trustee and as collateral trustee (filed as Exhibit 4.1 to UAL's Form 8-K filed April 22, 2021 and incorporated herein by reference)
4.20	UAL United	Form of 4.375% Senior Secured Notes due 2026 (filed as Exhibit A to Exhibit 4.1 to UAL's Form 8-K filed April 22, 2021 and incorporated herein by reference)
4.21	UAL United	Form of Notation of Guarantee (filed as Exhibit E to Exhibit 4.1 to UAL's Form 8-K filed April 22, 2021 and incorporated herein by reference)
4.22	UAL United	Form of 4.625% Senior Secured Notes due 2029 (filed as Exhibit A to Exhibit 4.1 to UAL's Form 8-K filed April 22, 2021 and incorporated herein by reference)
4.23	UAL United	Form of Notation of Guarantee (filed as Exhibit E to Exhibit 4.1 to UAL's Form 8-K filed April 22, 2021 and incorporated herein by reference)
4.24	UAL United	Promissory Note, dated as of April 29, 2021, among United Airlines Holdings, Inc., United Airlines, Inc., as guarantor, and the United States Department of the Treasury (filed as Exhibit 4.1 to UAL's Form 8-K filed April 30, 2021 and incorporated herein by reference)
4.25	UAL	Warrant Agreement, dated as of April 29, 2021, between United Airlines Holdings, Inc. and the United States Department of the Treasury (filed as Exhibit 4.2 to UAL's Form 8-K filed April 30, 2021 and incorporated herein by reference)
4.26	UAL	Form of Warrant (filed as Annex B to Exhibit 4.2 to UAL's Form 8-K filed April 30, 2021 and incorporated herein by reference)
4.27	UAL	Tax Benefits Preservation Plan, dated as of December 4, 2020, by and between United Airlines Holdings, Inc. and Computershare Trust Company, N.A., as rights agent (which includes the Form of Rights Certificate as Exhibit B thereto) (filed as Exhibit 4.1 to UAL's Registration Statement on Form 8-A filed December 7, 2020 and incorporated herein by reference)
4.28	UAL	Amendment No. 1 to Tax Benefits Preservation Plan, dated as of January 21, 2021, by and between United Airlines Holdings, Inc. and Computershare Trust Company, N.A. (filed as Exhibit 4.18 to UAL's Form 10-K for the year ended December 31, 2020 and incorporated herein by reference)
4.29	UAL	Amendment No. 2 to Tax Benefits Preservation Plan, dated as of December 4, 2023, by and between United Airlines Holdings, Inc. and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.3 to UAL's Form 8-A/A filed on December 4, 2023 and incorporated herein by reference)
4.30	UAL United	Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934
		<u>Material Contracts</u>
†10.1	UAL	Agreement, dated as of April 19, 2016, by and among PAR Capital Management, Inc., Altimeter Capital Management, LP, United Continental Holdings, Inc. and the other signatories listed on the signature page thereto (filed as Exhibit 10.1 to UAL's Form 8-K filed April 20, 2016 and incorporated herein by reference)

†10.2	UAL	United Airlines Holdings, Inc. Profit Sharing Plan (amended and restated effective January 1, 2023)
†10.3	UAL United	SERP Agreement, dated as of October 1, 2010, by and among United Continental Holdings, Inc., Continental Airlines, Inc. and Gerald Laderman (filed as Exhibit 10.2 to UAL's Form 10-Q for the quarter ended September 30, 2015 and incorporated herein by reference)
†10.4	UAL United	Stock Option Award Notice, dated as of December 4, 2019, to J. Scott Kirby pursuant to the United Continental Holdings, Inc. 2017 Incentive Compensation Plan (filed as Exhibit 10.2 to UAL's Form 8-K filed December 6, 2019 and incorporated herein by reference)
†10.5	UAL	Form of Stock Option Award Notice pursuant to the United Continental Holdings, Inc. 2008 Incentive Compensation Plan (filed as Exhibit 10.1 to UAL's Form 10-Q for the quarter ended September 30, 2016 and incorporated herein by reference)
†10.6	UAL	United Continental Holdings, Inc. Officer Travel Policy (filed as Exhibit 10.24 to UAL's Form 10-K for the year ended December 31, 2010 and incorporated herein by reference)
†10.7	UAL	United Continental Holdings, Inc. 2008 Incentive Compensation Plan (filed as Annex A to UAL's Definitive Proxy Statement filed April 26, 2013 and incorporated herein by reference) (now named the United Continental Holdings, Inc. 2008 Incentive Compensation Plan)
†10.8	UAL	First Amendment to the United Continental Holdings, Inc. 2008 Incentive Compensation Plan (changing the name to United Continental Holdings, Inc. 2008 Incentive Compensation Plan) (filed as Annex A to UAL's Definitive Proxy Statement filed April 26, 2013 and incorporated herein by reference)
†10.9	UAL	Second Amendment to the United Continental Holdings, Inc. 2008 Incentive Compensation Plan (filed as Exhibit 10.19 to UAL's Form 10-K for the year ended December 31, 2016 and incorporated herein by reference)
†10.10	UAL	United Air Lines, Inc. Management Cash Direct & Cash Match Program (amended and restated effective January 1, 2016) (filed as Exhibit 10.28 to UAL's Form 10-K for the year ended December 31, 2018 and incorporated herein by reference)
†10.11	UAL	United Continental Holdings, Inc. Executive Severance Plan (effective October 1, 2014) (filed as Exhibit 10.1 to UAL's Form 8-K filed June 20, 2014 and incorporated herein by reference)
†10.12	UAL	United Continental Holdings, Inc. 2017 Incentive Compensation Plan (filed as Exhibit 10.1 to UAL's Form 8-K filed May 30, 2017 and incorporated herein by reference)
†10.13	UAL	Form of Restricted Stock Unit Award Notice pursuant to the United Continental Holdings, Inc. 2017 Incentive Compensation Plan (filed as Exhibit 10.6 to UAL's Form 10-Q for the quarter ended June 30, 2017 and incorporated herein by reference)
†10.14	UAL	Form of Stock Option Award Notice pursuant to the United Continental Holdings, Inc. 2017 Incentive Compensation Plan (filed as Exhibit 10.7 to UAL's Form 10-Q for the quarter ended June 30, 2017 and incorporated herein by reference)
†10.15	UAL	Form of Long-term Contingent Cash Award Notice (filed as Exhibit 10.23 to UAL's Form 10-K for the year ended December 31, 2020 and incorporated herein by reference)
†10.16	UAL	United Airlines Holdings, Inc. 2006 Director Equity Incentive Plan (as amended and restated, effective May 24, 2023) (filed as Exhibit 10.2 to UAL's Form 8-K filed May 30, 2023 and incorporated herein by reference)

†10.17	UAL	Form of Share Unit Award Notice pursuant to the United Continental Holdings, Inc. 2006 Director Equity Incentive Plan (for awards granted on or after June 2011) (filed as Exhibit 10.9 to UAL's Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference)
†10.18	UAL	United Airlines Holdings, Inc. Amended and Restated 2021 Incentive Compensation Plan (filed as Exhibit 10.1 to UAL's Form 8-K filed May 28, 2021 and incorporated herein by reference)
†10.19	UAL	First Amendment to United Airlines Holdings, Inc. Amended and Restated 2021 Incentive Compensation Plan (filed as Exhibit 10.1 to UAL's Form 8-K filed May 30, 2023 and incorporated herein by reference)
†10.20	UAL	Form of Restricted Stock Unit Award Notice pursuant to the 2021 Incentive Compensation Plan (filed as Exhibit 10.16 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
†10.21	UAL	Form of Performance-Based RSU Award Notice pursuant to the 2021 Incentive Compensation Plan (filed as Exhibit 10.17 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
†10.22	UAL	Form of Short-term Incentive Award Notice pursuant to the United Airlines Holdings, Inc. 2021 Incentive Compensation Plan (filed as Exhibit 10.1 to UAL's Form 10-Q for the quarter ended March 31, 2022 and incorporated herein by reference)
†10.23	UAL	Form of Performance-Based RSU Award Notice pursuant to the United Airlines Holdings, Inc. 2021 Incentive Compensation Plan (filed as Exhibit 10.2 to UAL's Form 10-Q for the quarter ended March 31, 2022 and incorporated herein by reference)
†10.24	UAL	Form of Cash Transformation Incentive Award Notice pursuant to the United Airlines Holdings, Inc. 2021 Incentive Compensation Plan (filed as Exhibit 10.1 to UAL's Form 10-Q for the quarter ended September 30, 2022 and incorporated herein by reference)
†10.25	UAL United	Form of Retirement and Transition Agreement
†10.26	UAL United	Offer Letter, dated as of September 20, 2023, between United Airlines Holdings, Inc., United Airlines, Inc. and Michael Leskinen (filed as Exhibit 10.38 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.27	UAL United	Amended and Restated A350-900 Purchase Agreement, dated as of September 1, 2017, including letter agreements related thereto, between Airbus S.A.S. and United Airlines, Inc. (filed as Exhibit 10.1 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.28	UAL United	Amendment No. 1, dated as of July 18, 2019, to the Amended and Restated A350-900 Purchase Agreement, dated as of September 1, 2017, including letter agreements related thereto, between Airbus S.A.S. and United Airlines, Inc. (filed as Exhibit 10.1 to UAL's Form 10-Q for the quarter ended September 30, 2019 and incorporated herein by reference)
^10.29	UAL United	Amendment No. 2, dated as of December 3, 2019, to the Amended and Restated A350-900 Purchase Agreement, dated as of September 1, 2017, including letter agreements related thereto, between Airbus S.A.S. and United Airlines, Inc. (filed as Exhibit 10.42 to UAL's Form 10-K for the year ended December 31, 2019 and incorporated herein by reference)

^10.30	UAL United	Amendment No. 3, dated as of December 8, 2022, to the Amended and Restated A350-900 Purchase Agreement, dated as of September 1, 2017, including letter agreements related thereto, between Airbus S.A.S. and United Airlines, Inc. (filed as Exhibit 10.35 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)
^10.31	UAL United	Amendment No. 4 to the Amended and Restated A350-900 Purchase Agreement between Airbus S.A.S. and United Airlines, Inc., effective as of September 29, 2023 (filed as Exhibit 10.36 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.32	UAL United	Aircraft The secret object #4 is a "tree"ber 10, 1997, by and among Continental Airlines, Inc. and The Boeing Company, dated as of September 10, 1997, (filed as Exhibit 10.37 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.33	UAL United	Purchase Agreement No. PA-03776, dated as of July 12, 2012, between The Boeing Company and United Continental Holdings, Inc. (filed as Exhibit 10.3 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.34	UAL United	Supplemental Agreement No. 1 to Purchase Agreement No. 03776, dated as of June 17, 2013, between The Boeing Company and United Continental Holdings, Inc. (filed as Exhibit 10.4 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.35	UAL United	Purchase Agreement Assignment to Purchase Agreement No. 03776, dated as of October 23, 2013, between United Continental Holdings, Inc. and United Airlines, Inc. (filed as Exhibit 10.5 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.36	UAL United	Supplemental Agreement No. 2 to Purchase Agreement No. 03776, dated as of January 14, 2015, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.6 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.37	UAL United	Supplemental Agreement No. 3 to Purchase Agreement No. 03776, dated as of May 26, 2015, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.7 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.38	UAL United	Supplemental Agreement No. 4 to Purchase Agreement No. 03776, dated as of June 12, 2015, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.8 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.39	UAL United	Supplemental Agreement No. 5 to Purchase Agreement No. 03776, dated as of January 20, 2016, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.9 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.40	UAL United	Supplemental Agreement No. 6 to Purchase Agreement No. 03776, dated as of February 8, 2016, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.10 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.41	UAL United	Supplemental Agreement No. 7 to Purchase Agreement No. 03776, dated as of December 27, 2016, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.11 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.42	UAL United	Supplemental Agreement No. 8 to Purchase Agreement No. 03776, dated as of June 7, 2017, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.12 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)

^10.43	UAL United	Supplemental Agreement No. 9 to Purchase Agreement No. 03776, dated as of June 15, 2017, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.13 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.44	UAL United	Supplemental Agreement No. 10 to Purchase Agreement No. 03776, dated as of May 15, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.14 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.45	UAL United	Supplemental Agreement No. 11 to Purchase Agreement No. 03776, dated as of September 25, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.15 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.46	UAL United	Supplemental Agreement No. 12 to Purchase Agreement No. 03776, dated as of December 12, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.16 to UAL's Form 10-Q for the year ended September 30, 2023 and incorporated herein by reference)
^10.47	UAL United	Supplemental Agreement No. 13 to Purchase Agreement No. 03776, dated as of March 20, 2020, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.7 to UAL's Form 10-Q for the quarter ended March 31, 2020 and incorporated herein by reference)
^10.48	UAL United	Supplemental Agreement No. 14 to Purchase Agreement No. 03776, dated as of June 30, 2020, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.5 to UAL's Form 10-Q for the quarter ended June 30, 2020 and incorporated herein by reference)
^10.49	UAL United	Supplemental Agreement No. 15 to Purchase Agreement No. 03776, dated as of February 26, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.17 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.50	UAL United	Supplemental Agreement No. 16 to Purchase Agreement No. 03776, dated as of June 27, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.1 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
^10.51	UAL United	Supplemental Agreement No. 17 to Purchase Agreement No. 03776, dated as of August 12, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.1 to UAL's Form 10-Q for the quarter ended September 30, 2021 and incorporated herein by reference)
^10.52	UAL United	Supplemental Agreement No. 18 to Purchase Agreement No. 03776, dated as of September 8, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.2 to UAL's Form 10-Q for the quarter ended September 30, 2021 and incorporated herein by reference)
^10.53	UAL United	Supplemental Agreement No. 19 to Purchase Agreement No. 03776, dated as of November 30, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.53 to UAL's Form 10-K for the year ended December 31, 2021 and incorporated herein by reference)
^10.54	UAL United	Supplemental Agreement No. 20 to Purchase Agreement No. 03776, dated as of June 30, 2022, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.1 to UAL's Form 10-Q for the quarter ended June 30, 2022 and incorporated herein by reference)
^10.55	UAL United	Supplemental Agreement No. 21 to Purchase Agreement No. 03776, dated as of December 15, 2023, between The Boeing Company and United Airlines, Inc.
^10.56	UAL United	Letter Agreement No. 6-1162-KKT-080R2, dated as of December 12, 2022, among The Boeing Company, United Airlines Holdings, Inc. and United Airlines, Inc. (filed as Exhibit 10.59 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)

^10.57	UAL United	Purchase Agreement No. 3860, dated as of September 27, 2012, between The Boeing Company and United Air Lines, Inc. (filed as Exhibit 10.18 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.58	UAL United	Supplemental Agreement No. 1 to Purchase Agreement No. 3860, dated June 17, 2013, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.19 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.59	UAL United	Supplemental Agreement No. 2 to Purchase Agreement No. 3860, dated December 16, 2013, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.20 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.60	UAL United	Supplemental Agreement No. 3 to Purchase Agreement No. 3860, dated as of July 22, 2014, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.21 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.61	UAL United	Supplemental Agreement No. 4 to Purchase Agreement No. 3860, dated as of January 14, 2015, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.22 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.62	UAL United	Supplemental Agreement No. 5 to Purchase Agreement No. 3860, dated as of April 30, 2015, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.23 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.63	UAL United	Supplemental Agreement No. 6 to Purchase Agreement No. 3860, dated as of December 31, 2015, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.24 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.64	UAL United	Supplemental Agreement No. 7 to Purchase Agreement No. 3860, dated as of March 7, 2016, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.25 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.65	UAL United	Letter Agreement to Purchase Agreement No. 3860, dated as of May 5, 2016, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.26 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.66	UAL United	Supplemental Agreement No. 8, including exhibits and side letters, to Purchase Agreement No. 3860, dated as of June 15, 2017, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.27 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.67	UAL United	Letter Agreement No. UAL-LA-1604287 to Purchase Agreement Nos. 3776, 3784 and 3860, dated December 27, 2016, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.28 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.68	UAL United	Supplemental Agreement No. 9 to Purchase Agreement No. 3860, dated as of May 31, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.29 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.69	UAL United	Supplemental Agreement No. 10 to Purchase Agreement No. 3860, dated as of November 1, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.30 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.70	UAL United	Supplemental Agreement No. 11 to Purchase Agreement No. 3860, dated as of December 12, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.31 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)

^10.71	UAL United	Supplemental Agreement No. 12 to Purchase Agreement No. 3860, dated as of February 26, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.32 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.72	UAL United	A320 Family Purchase Agreement, dated as of December 3, 2019, between Airbus S.A.S. and United Airlines, Inc. including letter agreements related thereto, and subsequent letter agreements related thereto dated February 20, 2020 (filed as Exhibit 10.2 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
^10.73	UAL United	Amendment No. 1 to the A320 Family Purchase Agreement, dated as of December 3, 2020, between Airbus S.A.S. and United Airlines, Inc. (filed as Exhibit 10.3 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
^10.74	UAL United	Amendment No. 2 to the A320 Family Purchase Agreement, dated as of June 27, 2021, between Airbus S.A.S. and United Airlines, Inc. (filed as Exhibit 10.4 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
^10.75	UAL United	Amendment No. 3 to the A320 Family Purchase Agreement, dated as of October 29, 2021, between Airbus S.A.S. and United Airlines, Inc. (filed as Exhibit 10.73 to UAL's Form 10-K for the year ended December 31, 2021 and incorporated herein by reference)
^10.76	UAL United	Amendment No. 4 to the A320 Family Purchase Agreement, dated as of July 1, 2022, between Airbus S.A.S. and United Airlines, Inc.
^10.77	UAL United	Amendment No. 5 to the A320 Family Purchase Agreement, effective as of September 30, 2023, between Airbus S.A.S. and United Airlines, Inc. (filed as Exhibit 10.37 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.78	UAL United	Amended and Restated Letter Agreement No. 2, dated as of July 1, 2022, between Airbus S.A.S. and United Airlines, Inc.
^10.79	UAL United	Purchase Agreement No. 04761, dated as of May 15, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.5 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
^10.80	UAL United	Supplemental Agreement No. 1 to Purchase Agreement No. 04761, dated as of September 25, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.6 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
^10.81	UAL United	Supplemental Agreement No. 2 to Purchase Agreement No. 04761, dated as of December 12, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.7 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
^10.82	UAL United	Supplemental Agreement No. 3 to Purchase Agreement No. 04761, dated as of March 20, 2020, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.8 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
^10.83	UAL United	Supplemental Agreement No. 4 to Purchase Agreement No. 04761, dated as of June 30, 2020, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.9 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)
^10.84	UAL United	Supplemental Agreement No. 5 to Purchase Agreement No. 04761, dated as of February 26, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.33 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference)
^10.85	UAL United	Supplemental Agreement No. 6 to Purchase Agreement No. 04761, dated as of June 27, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.11 to UAL's Form 10-Q for the quarter ended June 30, 2021 and incorporated herein by reference)

^10.86	UAL United	Supplemental Agreement No. 7 to Purchase Agreement No. 04761, dated as of August 12, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.3 to UAL's Form 10-Q for the quarter ended September 30, 2021 and incorporated herein by reference)
^10.87	UAL United	Supplemental Agreement No. 8 to Purchase Agreement No. 04761, dated as of September 8, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.4 to UAL's Form 10-Q for the quarter ended September 30, 2021 and incorporated herein by reference)
^10.88	UAL United	Supplemental Agreement No. 9 to Purchase Agreement No. 04761, dated as of November 30, 2021, between The Boeing Company and United Airlines (filed as Exhibit 10.83 to UAL's Form 10-K for the year ended December 31, 2021 and incorporated herein by reference)
^10.89	UAL United	Supplemental Agreement No. 10 to Purchase Agreement No. 04761, dated as of June 30, 2022, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.2 to UAL's Form 10-Q for the quarter ended June 30, 2022 and incorporated herein by reference)
^10.90	UAL United	Supplemental Agreement No. 11 to Purchase Agreement Number 04761, dated as of November 29, 2022, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.90 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)
^10.91	UAL United	Supplemental Agreement No. 12 to Purchase Agreement No. 04761, dated as of December 12, 2022, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.91 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)
^10.92	UAL United	Supplemental Agreement No. 13 to Purchase Agreement No. 04761, dated as of December 15, 2023, between The Boeing Company and United Airlines, Inc.
^10.93	UAL United	Purchase Agreement No. 04815, dated as of May 31, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.92 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)
^10.94	UAL United	Supplemental Agreement No. 1 to Purchase Agreement Number 04815, dated as of September 25, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.93 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)
^10.95	UAL United	Supplemental Agreement No. 2 to Purchase Agreement Number 04815, dated as of November 1, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.94 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)
^10.96	UAL United	Supplemental Agreement No. 3 to Purchase Agreement Number 04815, dated as of December 12, 2018, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.95 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)
^10.97	UAL United	Supplemental Agreement No. 4 to Purchase Agreement Number 04815, dated as of April 26, 2019, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.96 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)
^10.98	UAL United	Supplemental Agreement No. 5 to Purchase Agreement Number 04815, dated as of October 31, 2019, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.97 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)
^10.99	UAL United	Supplemental Agreement No. 6 to Purchase Agreement Number 04815, dated as of February 7, 2020, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.98 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference)

^10.100	UAL United	Supplemental Agreement No. 7 to Purchase Agreement Number 04815, dated as of March 20, 2020, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.99 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference).
^10.101	UAL United	Supplemental Agreement No. 8 to Purchase Agreement Number 04815, dated as of June 30, 2020, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.100 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference).
^10.102	UAL United	Supplemental Agreement No. 9 to Purchase Agreement Number 04815, dated as of February 26, 2021, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.101 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference).
^10.103	UAL United	Supplemental Agreement No. 10 to Purchase Agreement Number 04815, dated as of August 25, 2022, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.102 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference).
^10.104	UAL United	Supplemental Agreement No. 11 to Purchase Agreement Number 04815, dated as of September 27, 2022, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.103 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference).
^10.105	UAL United	Supplemental Agreement No. 12 to Purchase Agreement Number 04815, dated as of December 12, 2022, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.104 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference).
^10.106	UAL United	Supplemental Agreement No. 13 to Purchase Agreement No. 04815, dated as of September 28, 2023, between The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.34 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference).
^10.107	UAL United	United Letter Agreement No. 22004762, dated as of December 12, 2022, to Purchase Agreement No. 03860, dated as of June 15, 2017, and Purchase Agreement No. 04815, dated as of May 31, 2018, between the Boeing Company and United Airlines, Inc. (filed as Exhibit 10.105 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference).
^10.108	UAL United	United Letter Agreement No. 22004729, dated as of December 12, 2022, to Purchase Agreement No. 03860, dated as of June 15, 2017, Purchase Agreement No. 04815, dated as of May 31, 2018, and Purchase Agreement No. 02484, dated as of December 29, 2004, among The Boeing Company and United Airlines, Inc. (filed as Exhibit 10.106 to UAL's Form 10-K for the year ended December 31, 2022 and incorporated herein by reference).
^10.109	UAL United	Letter Agreement No. 22004729R1, dated as of September 28, 2023, between The Boeing Company and United Airlines, Inc. (related to Purchase Agreement Nos. 03860, 04815 and 02484) (filed as Exhibit 10.35 to UAL's Form 10-Q for the quarter ended September 30, 2023 and incorporated herein by reference).
10.110	UAL United	Amended and Restated Credit and Guaranty Agreement, dated as of March 29, 2017, among United Airlines, Inc., as borrower, United Continental Holdings, Inc., as parent and a guarantor, the subsidiaries of United Continental Holdings, Inc. from time to time party thereto other than the borrower party thereto from time to time, as guarantors, the lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent (filed as Exhibit 10.1 to UAL's Form 8-K filed April 3, 2017 and incorporated herein by reference).
10.111	UAL United	First Amendment, dated as of November 15, 2017, to Amended and Restated Credit Guaranty Agreement (filed as Exhibit 10.219 to UAL's Form 10-K for the year ended December 31, 2017 and incorporated herein by reference).
10.112	UAL United	Second Amendment, dated as of May 16, 2018, to Amended and Restated Credit Guaranty Agreement (filed as Exhibit 10.1 to UAL's Form 10-Q for the quarter ended June 30, 2018 and incorporated herein by reference).

10.113	UAL United	Payroll Support Program Agreement, dated as of April 20, 2020, between United Airlines, Inc. and the United States Department of the Treasury (filed as Exhibit 10.1 to UAL's Form 8-K filed April 23, 2020 and incorporated herein by reference)
*10.114	UAL United	Credit Agreement, dated as of July 2, 2020, by and among Mileage Plus Holdings, LLC, Mileage Plus Intellectual Property Assets, Ltd., the guarantors named therein, the lenders named therein, the lead arrangers named therein, Goldman Sachs Bank USA, as administrative agent, and Wilmington Trust, National Association, as master collateral agent and collateral administrator (filed as Exhibit 10.1 to UAL's Form 8-K filed July 2, 2020 and incorporated herein by reference)
10.115	UAL United	Loan and Guarantee Agreement, dated as of September 28, 2020, among United, as borrower, United Airlines Holdings, Inc., as parent and guarantor, the subsidiaries of United Airlines Holdings, Inc. other than United Airlines, Inc. party thereto from time to time, as guarantors, The United States Department of the Treasury, as lender, and The Bank of New York Mellon, as administrative agent and collateral agent (filed as Exhibit 10.1 to UAL's Form 8-K filed September 30, 2020 and incorporated herein by reference)
*10.116	UAL United	Restatement Agreement, dated as of November 6, 2020, to that certain Loan and Guarantee Agreement, dated as of September 28, 2020, among United Airlines, Inc., United Airlines Holdings, Inc., the guarantors party thereto from time to time, The United States Department of the Treasury, as initial lender, and the Bank of New York Mellon, as administrative agent and collateral agent (and including the Loan and Guarantee Agreement dated as of September 28, 2020, and as amended and restated as of November 6, 2020, among United Airlines, Inc., as Borrower, the guarantors party thereto from time to time, The United States Department of the Treasury and The Bank of New York Mellon, as administrative agent) (filed as Exhibit 10.73 to UAL's Form 10-K for the year ended December 31, 2020 and incorporated herein by reference)
10.117	UAL United	Second Amendment to Loan and Guarantee Agreement, dated as of December 8, 2020, to the Loan and Guarantee Agreement, among United Airlines, Inc., United Airlines Holdings, Inc., the guarantors party thereto, the United State Department of the Treasury, as initial lender and a lender, and The Bank of New York Treasury, as administrative agent (filed as Exhibit 10.74 to UAL's Form 10-K for the year ended December 31, 2020 and incorporated herein by reference)
10.118	UAL United	Payroll Support Program Agreement, dated as of January 15, 2021, between United Airlines, Inc. and the United States Department of the Treasury (filed as Exhibit 10.1 to UAL's Form 8-K filed January 20, 2021 and incorporated herein by reference)
10.119	UAL United	Equity Distribution Agreement, dated as of March 3, 2021, by and among United Airlines Holdings, Inc., Morgan Stanley & Co. LLC, AmeriVet Securities, Inc., Barclays Capital Inc., BofA Securities, Inc., BBVA Securities Inc., BNP Paribas Securities Corp., Citigroup Global Markets Inc., Credit Agricole Securities (USA) Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Loop Capital Markets LLC and Wells Fargo Securities, LLC (filed as Exhibit 1.1 to UAL's Form 8-K filed March 3, 2021 and incorporated herein by reference)
10.120	UAL United	Term Loan Credit and Guaranty Agreement, dated as of April 21, 2021, among United Airlines, Inc., United Airlines Holdings, Inc., each of the several banks and other financial institutions or entities from time to time party thereto, as lenders, JPMorgan Chase Bank, N.A., as administrative agent, and Wilmington Trust, National Association, as collateral trustee (filed as Exhibit 10.1 to UAL's Form 8-K filed April 22, 2021 and incorporated herein by reference)
10.121	UAL United	Amendment No. 2 to Term Loan Credit and Guaranty Agreement, dated as of February 22, 2024, among United Airlines, Inc., United Airlines Holdings, Inc., and JPMorgan Chase Bank, N.A., as fronting lender and replacement lender and as administrative agent (filed as Exhibit 10.2 to UAL's Form 8-K filed February 22, 2024 and incorporated herein by reference)
10.122	UAL United	Payroll Support Program 3 Agreement, dated as of April 29, 2021, between United Airlines, Inc. and the United States Department of the Treasury (filed as Exhibit 10.1 to UAL's Form 8-K filed April 30, 2021 and incorporated herein by reference)

10.123	UAL United	Amended and Restated Revolving Credit and Guaranty Agreement, dated as of February 15, 2024, among United Airlines, Inc., United Airlines Holdings, Inc., each of the several banks and other financial institutions or entities from time to time party thereto, as lenders, JPMorgan Chase Bank, N.A., as administrative agent, and Wilmington Trust, National Association, as collateral trustee (filed as Exhibit 10.1 to UAL's Form 8-K filed February 22, 2024 and incorporated herein by reference)
		<u>List of Subsidiaries</u>
21	UAL United	List of United Airlines Holdings, Inc. and United Airlines, Inc. Subsidiaries
		<u>Consents of Experts and Counsel</u>
23.1	UAL	Consent of Independent Registered Public Accounting Firm (Ernst & Young LLP) for United Airlines Holdings, Inc.
23.2	United	Consent of Independent Registered Public Accounting Firm (Ernst & Young LLP) for United Airlines, Inc.
		<u>Rule 13a-14(a)/15d-14(a) Certifications</u>
31.1	UAL	Certification of the Principal Executive Officer of United Airlines Holdings, Inc. pursuant to 15 U.S.C. 78m(a) or 78o(d) (Section 302 of the Sarbanes-Oxley Act of 2002)
31.2	UAL	Certification of the Principal Financial Officer of United Airlines Holdings, Inc. pursuant to 15 U.S.C. 78m(a) or 78o(d) (Section 302 of the Sarbanes-Oxley Act of 2002)
31.3	United	Certification of the Principal Executive Officer of United Airlines, Inc. pursuant to 15 U.S.C. 78m(a) or 78o(d) (Section 302 of the Sarbanes-Oxley Act of 2002)
31.4	United	Certification of the Principal Financial Officer of United Airlines, Inc. pursuant to 15 U.S.C. 78m(a) or 78o(d) (Section 302 of the Sarbanes-Oxley Act of 2002)
		<u>Section 1350 Certifications</u>
32.1	UAL	Certification of the Chief Executive Officer and Chief Financial Officer of United Airlines Holdings, Inc. pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002)
32.2	United	Certification of the Chief Executive Officer and Chief Financial Officer of United Airlines, Inc. pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002)
		<u>Policy Relating to Recovery of Erroneously Awarded Compensation</u>
97.1	UAL	United Airlines Holdings, Inc. Compensation Clawback Policy
		<u>Interactive Data File</u>
101	UAL United	The following financial statements from the combined Annual Report of UAL and United on Form 10-K for the year ended December 31, 2023, formatted in Inline XBRL: (i) Statements of Consolidated Operations, (ii) Statements of Consolidated Comprehensive Income (Loss), (iii) Consolidated Balance Sheets, (iv) Statements of Consolidated Cash Flows, (v) Statements of Consolidated Stockholders' Equity (Deficit) and (vi) Combined Notes to Condensed Consolidated Financial Statements, tagged as blocks of text and including detailed tags.

- † Indicates management contract or compensatory plan or arrangement. Pursuant to Item 601(b)(10), United is permitted to omit certain compensation-related exhibits from this report and therefore only UAL is identified as the registrant for purposes of those items.
- ^ Portions of the referenced exhibit have been omitted pursuant to Item 601(b) of Regulation S-K.
- * Exhibits and schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K and will be furnished on a supplemental basis to the Securities and Exchange Commission upon request.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, and this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITED AIRLINES HOLDINGS, INC.
UNITED AIRLINES, INC.
(Registrants)

By: /s/ Michael Leskinen
Michael Leskinen
Executive Vice President and Chief Financial Officer

Date: February 29, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of United Airlines Holdings, Inc. and in the capacities and on the date indicated.

<u>Signature</u>	<u>Capacity</u>
<u>/s/ J. Scott Kirby</u> J. Scott Kirby	Chief Executive Officer, Director (Principal Executive Officer)
<u>/s/ Michael Leskinen</u> Michael Leskinen	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Chris Kenny</u> Chris Kenny	Vice President and Controller (Principal Accounting Officer)
<u>/s/ Rosalind G. Brewer</u> Rosalind G. Brewer	Director
<u>/s/ Carolyn Corvi</u> Carolyn Corvi	Director
<u>/s/ Matthew Friend</u> Matthew Friend	Director
<u>/s/ Barney Harford</u> Barney Harford	Director
<u>/s/ Michele J. Hooper</u> Michele J. Hooper	Director
<u>/s/ Walter Isaacson</u> Walter Isaacson	Director

<u>/s/ Richard Johnsen</u> Richard Johnsen	Director
<u>/s/ James A.C. Kennedy</u> James A.C. Kennedy	Director
<u>/s/ Edward M. Philip</u> Edward M. Philip	Director
<u>/s/ Edward L. Shapiro</u> Edward L. Shapiro	Director
<u>/s/ Laysha Ward</u> Laysha Ward	Director
<u>/s/ James M. Whitehurst</u> James M. Whitehurst	Director
<u>/s/ Anne Worster</u> Anne Worster	Director

Date: February 29, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of United Airlines, Inc. and in the capacities and on the date indicated.

Signature	Capacity
/s/ J. Scott Kirby J. Scott Kirby	Chief Executive Officer, Director (Principal Executive Officer)
/s/ Michael Leskinen Michael Leskinen	Executive Vice President and Chief Financial Officer, Director (Principal Financial Officer)
/s/ Chris Kenny Chris Kenny	Vice President and Controller (Principal Accounting Officer)
/s/ Brett J. Hart Brett J. Hart	Director

Date: February 29, 2024

Schedule II
Valuation and Qualifying Accounts
For the Years Ended December 31, 2023, 2022 and 2021

(In millions)

Description	Balance at Beginning of Period	Additions Charged to Costs and Expenses	Deductions	Other	Balance at End of Period
Allowance for credit losses - receivables:					
2023	\$ 11	\$ 27	\$ 23	\$ 3	\$ 18
2022	28	22	39	—	11
2021	78	3	53	—	28
Obsolescence allowance—spare parts:					
2023	\$ 610	\$ 102	\$ 23	\$ —	\$ 689
2022	546	73	9	—	610
2021	478	79	11	—	546
Allowance for credit losses - investments in affiliates and other:					
2023	\$ 21	\$ 20	\$ —	\$ (3)	\$ 38
2022	622	20	539	(82)	21
2021	522	1	—	99	622
Valuation allowance for deferred tax assets:					
2023	\$ 199	\$ (21)	\$ —	\$ 1	\$ 179
2022	210	(10)	—	(1)	199
2021	247	(38)	—	1	210

**DESCRIPTION OF THE REGISTRANT'S SECURITIES
REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES
EXCHANGE ACT OF 1934**

United Airlines Holdings, Inc., ("UAL," "we," "us" or "our") has two classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): our common stock, par value \$0.01 per share ("Common Stock"), and the rights (each, a "Right" and, collectively, the "Rights") to purchase from UAL one one-thousandth of a share of Series A Junior Participating Serial Preferred Stock, without par value ("Series A Preferred Stock").

UAL is authorized to issue up to 1,000,000,000 shares of Common Stock and 250,000,000 shares of preferred stock, without par value ("Serial Preferred Stock"). UAL is also authorized to issue and has issued one share of Class Pilot MEC Junior Preferred Stock, par value \$0.01 per share, and one share of Class IAM Junior Preferred Stock, par value \$0.01 per share.

The general terms and provisions of our Common Stock and Rights are summarized below. It may not contain all the information that is important to you. For additional information, you should refer to the provisions of our Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), our Amended and Restated Bylaws (the "Bylaws") and the Tax Benefits Preservation Plan, dated as of December 4, 2020 and as amended on January 21, 2021 and as further amended on December 4, 2023 (the "Tax Benefits Preservation Plan"), by and between UAL and Computershare Trust Company, N.A., as rights agent (and any successor agent, the "Rights Agent"), each of which is an exhibit to the Annual Report on Form 10-K to which this description is an exhibit and is incorporated herein by reference. Please also refer to the applicable provisions of the Delaware General Corporation Law ("DGCL") for additional information.

DESCRIPTION OF COMMON STOCK

Listing

Our Common Stock is listed on The Nasdaq Stock Market LLC under the symbol "UAL."

Dividends

The holders of shares of Common Stock will be entitled to receive dividends, if and when declared payable, from time to time by the UAL board of directors (the "Board").

Liquidation

Upon any liquidation, dissolution or winding up of UAL, after all securities ranking prior to the Common Stock, including any shares of UAL's Serial Preferred Stock, Class Pilot MEC Junior Preferred Stock and Class IAM Junior Preferred Stock, have been paid in full that to which they are entitled, the holders of the then outstanding shares of Common Stock will be entitled to receive, pro rata, the remaining assets of UAL available for distribution to its stockholders.

Voting Rights

Each outstanding share of Common Stock will entitle the holder thereof to one vote on each matter submitted to a vote at a meeting of stockholders. At meetings of stockholders, holders of Common Stock vote together as a single class with holders of UAL's Class Pilot MEC Junior Preferred Stock and Class IAM Junior Preferred Stock on all matters except the election of directors to the Board. Except as otherwise required by the Certificate of Incorporation, each director shall be elected by vote of a majority of the votes cast with respect to that director's election. However, if the number of director nominees exceeds the number of directors to be elected at any meeting of stockholders as of the date that is 10 days prior to the date UAL files its definitive proxy statement with the SEC, then each director shall be elected by a plurality of the votes cast and entitled to vote on the election of directors. The affirmative vote of holders of shares of UAL's capital stock representing a majority of the votes present in person or by proxy at the meeting and entitled to be cast on the matter will be required to approve any other matters.

Absence of Other Rights

Shares of Common Stock are not convertible into, or exchangeable for, any other class or series of capital stock. Holders of Common Stock have no preemptive or other rights to subscribe for or purchase additional securities of UAL. The Certificate of Incorporation contains no sinking fund provisions or redemption provisions.

with respect to the Common Stock. Shares of Common Stock are not subject to calls or assessments. No personal liability will attach to holders under the laws of the State of Delaware (UAL's state of incorporation) or of the State of Illinois (the state in which UAL's principal place of business is located). There is no classification of the Board.

DESCRIPTION OF PREFERRED STOCK PURCHASE RIGHTS

Rights to Purchase Preferred Stock

The secret kitchen appliance is a "rice cooker".

In connection with the Tax Benefits Preservation Plan, the Board declared a dividend of one Right to stockholders of record at the close of business on December 14, 2020 (the "Record Date"). Each Right entitles its holder, under the circumstances described below, to purchase from UAL one one-thousandth of a share of Series A Preferred Stock, at an exercise price of \$200.00 per Right, subject to adjustment.

The Rights attach to any shares of Common Stock that were outstanding as of the Record Date or becomes outstanding after the Record Date and prior to the earlier of the Distribution Time (as defined below) and the Expiration Time (as defined below), and in certain other circumstances described in the Tax Benefits Preservation Plan.

Until the Distribution Time, the Rights are associated with Common Stock and evidenced by Common Stock certificates or, in the case of uncertificated shares of Common Stock, the book-entry account that evidences record ownership of such shares, which contains a notation incorporating the Tax Benefits Preservation Plan by reference, and the Rights are transferable with and only with the underlying shares of Common Stock.

Separation and Distribution of Rights; Exercisability

Subject to certain exceptions, the Rights become exercisable and trade separately from Common Stock only upon the "Distribution Time," which occurs upon the earlier of:

- the close of business on the tenth (10th) day after the "Stock Acquisition Date" (which is defined as (a) the first date of public announcement that any person or group has become an "Acquiring Person," which is defined as a person or group that, together with its affiliates and associates, beneficially owns 4.9% or more of the outstanding shares of Common Stock (with certain exceptions, including those described below) or (b) such other date, as determined by the Board, on which a person or group has become an Acquiring Person) or
- the close of business on the tenth (10th) business day (or such later date as may be determined by the Board prior to such time as any person or group becomes an Acquiring Person) after the commencement of a tender offer or exchange offer that, if consummated, would result in a person or group becoming an Acquiring Person.

The Board may determine that any person is an Acquiring Person if such person becomes the beneficial owner of 4.9% of the then-outstanding shares of Common Stock under the regulations promulgated under the Internal Revenue Code of 1986, as amended (the "Code").

An Acquiring Person does not include:

- UAL or any subsidiary of UAL;
- any officer, director or employee of UAL or any subsidiary of UAL in his or her capacity as such;
- any employee benefit plan of UAL or of any subsidiary of UAL or any entity or trustee holding (or acting in a fiduciary capacity in respect of) shares of capital stock of UAL for or pursuant to the terms of any such plan or for the purpose of funding other employee benefits for employees of UAL or any subsidiary of UAL;
- any person or group, together with its affiliates and associates, whose beneficial ownership of 4.9% or more of the then-outstanding shares of Common Stock will not jeopardize or endanger the availability to UAL of any net operating loss ("NOL") or other tax attribute, as determined by the Board in its sole discretion prior to the time any person becomes an Acquiring Person (provided that such person will be an Acquiring Person if the Board subsequently makes a contrary determination in its sole discretion, regardless of the reason for such contrary determination); or

- any person or group that, together with its affiliates and associates, as of immediately prior to the first public announcement of the adoption of the Tax Benefits Preservation Plan, beneficially owns 4.9% or more of the outstanding shares of Common Stock so long as such person or group continues to beneficially own at least 4.9% of the outstanding shares of Common Stock and does not acquire shares of Common Stock to beneficially own an amount equal to or greater than the greater of 4.9% and the sum of the lowest beneficial ownership of such person or group since the public announcement of the adoption of the Tax Benefits Preservation Plan plus one share of Common Stock.

In addition, the Tax Benefits Preservation Plan provides that no person or group will become an Acquiring Person as a result of share purchases or issuances directly from UAL or through an underwritten offering approved by the Board. Also, a person or group will not be an Acquiring Person if the Board determines that such person or group has become an Acquiring Person inadvertently and such person or group as promptly as practicable divests a sufficient number of shares so that such person or group would no longer be an Acquiring Person. There are also certain exceptions for an “investment advisor” to mutual funds or a trustee of trusts qualified under Section 401(a) of the Code sponsored by unrelated corporations, unless the Board determines, in its reasonable discretion, that such investment advisor or trustee is deemed to beneficially own 4.9% or more of the shares of Common Stock then outstanding under specified regulations promulgated under the Code.

Certain synthetic interests in securities created by derivative positions, whether or not such interests are considered to be ownership of the underlying Common Stock or are reportable for purposes of Regulation 13D of the Exchange Act are treated as beneficial ownership of the number of shares of Common Stock equivalent to the economic exposure created by the derivative position, to the extent actual shares of Common Stock are directly or indirectly held by counterparties to the derivatives contracts. In addition, for purposes of the Tax Benefits Preservation Plan, a person or group is deemed to beneficially own shares that such person is deemed to directly, indirectly or constructively own (as determined for purposes of Section 382 of the Code or the regulations promulgated under the Code), and Warrants and Warrant Shares (as each is defined in the Warrant Agreement, dated as of April 20, 2020, between UAL and the United States Department of the Treasury, the Warrant Agreement, dated as of September 28, 2020, between UAL and the United States Department of the Treasury, the Warrant Agreement, dated as of January 15, 2021, between UAL and the United States Department of the Treasury, and the Warrant Agreement, dated as of April 29, 2021, between the UAL and the United States Department of the Treasury) are disregarded for purposes of determining beneficial ownership.

Expiration Time

The Rights will expire on the earliest to occur of (a) the close of business on December 4, 2026 (the “Final Expiration Time”), (b) the time at which the Rights are redeemed or exchanged by UAL (as described below), (c) the close of business on the first business day following the certification of the voting results of UAL’s 2024 annual meeting of stockholders, if stockholder approval of the Tax Benefits Preservation Plan has not been obtained at such meeting, (d) upon the closing of any merger or other acquisition transaction involving UAL pursuant to a merger or other acquisition agreement that has been approved by the Board before any person or group becomes an Acquiring Person or (e) the time at which the Board determines that the NOLs and certain other tax attributes are utilized in all material respects or that an ownership change under Section 382 of the Code would not adversely impact in any material respect the time period in which UAL could use the NOLs and other tax attributes or materially impair the amount of NOLs and other tax attributes that could be used by UAL in any particular time period, for applicable tax purposes (the earliest of (a), (b), (c), (d) and (e) being herein referred to as the “Expiration Time”).

Flip-in Event

In the event that any person or group (other than certain exempt persons) becomes an Acquiring Person (a “Flip-in Event”), each holder of a Right (other than such Acquiring Person, any of its affiliates or associates or certain transferees of such Acquiring Person or of any such affiliate or associate, whose Rights automatically become null and void) will have the right to receive, upon exercise, Common Stock having a value equal to two times the exercise price of the Right.

For example, at an exercise price of \$200.00 per Right, each Right not owned by an Acquiring Person (or by certain related parties) following a Flip-in Event would entitle its holder to purchase \$400.00 worth of Common Stock for \$200.00. Assuming that Common Stock had a per share value of \$50.00 at that time, the holder of each valid Right would be entitled to purchase eight shares of Common Stock for \$200.00.

Flip-over Event

In the event that, at any time following the Stock Acquisition Date, any of the following occurs (each, a “Flip-over Event”):

- UAL consolidates with, or merges with and into, any other entity, and UAL is not the continuing or surviving entity;
- any entity engages in a share exchange with or consolidates with, or merges with or into, UAL, and UAL is the continuing or surviving entity and, in connection with such share exchange, consolidation or merger, all or part of the outstanding shares of Common Stock are changed into or exchanged for stock or other securities of any other entity or cash or any other property; or
- UAL sells or otherwise transfers, in one transaction or a series of related transactions, 50% or more of UAL's assets, cash flow or earning power, each holder of a Right (except Rights which previously have been voided as described above) will have the right to receive, upon exercise, common stock of the acquiring company having a value equal to two times the exercise price of the Right.

Preferred Stock Provisions

Each share of Series A Preferred Stock, if issued: will not be redeemable, will entitle the holder thereof, when, as and if declared, to quarterly dividend payments equal to the greater of \$1,000 per share and 1,000 times the amount of all cash dividends plus 1,000 times the amount of non-cash dividends or other distributions paid on one share of Common Stock, will entitle the holder thereof to receive \$1,000 plus accrued and unpaid dividends per share upon liquidation and, if shares of Common Stock are exchanged via merger, consolidation or a similar transaction, will entitle the holder thereof to a per share payment equal to the payment made on 1,000 shares of Common Stock.

Anti-Dilution Adjustments

The exercise price payable, and the number of shares of Series A Preferred Stock or other securities or property issuable, upon exercise of the Rights are subject to adjustment from time to time to prevent dilution:

- in the event of a stock dividend on, or a subdivision, combination or reclassification of, the Series A Preferred Stock,
- if holders of the Series A Preferred Stock are granted certain rights, options or warrants to subscribe for Series A Preferred Stock or convertible securities at less than the current market price of the Series A Preferred Stock or
- upon the distribution to holders of the Series A Preferred Stock of evidences of indebtedness or assets (excluding regular quarterly cash dividends) or of subscription rights or warrants (other than those referred to above).

With certain exceptions, no adjustment in the exercise price will be required until cumulative adjustments amount to at least 1% of the exercise price. No fractional shares of Series A Preferred Stock will be issued and, in lieu thereof, an adjustment in cash will be made based on the market price of the Series A Preferred Stock on the last trading day prior to the date of exercise.

Redemption; Exchange

At any time prior to the earlier of (i) the close of business on the tenth (10th) day following the Stock Acquisition Date or (ii) the Final Expiration Time, UAL may redeem the Rights in whole, but not in part, at a price of \$0.001 per Right (subject to adjustment and payable in cash, Common Stock or other consideration deemed appropriate by the Board). Immediately upon the action of the Board authorizing any redemption or at such later time as the Board may establish for the effectiveness of the redemption, the Rights will terminate and the only right of the holders of Rights will be to receive the redemption price.

At any time after any Acquiring Person, together with all of its affiliates and associates, becomes the beneficial owner of fifty percent (50%) or more of the outstanding shares of Common Stock, UAL may exchange the Rights (other than Rights owned by the Acquiring Person, any of its affiliates or associates or certain transferees of Acquiring Person or of any such affiliate or associate, whose Rights will have become null and void), in whole or in part, at an exchange ratio of one share of Common Stock, or one one-thousandth of a share of Series A Preferred Stock (or of a share of a class or series of Serial Preferred Stock having equivalent rights, preferences and privileges), per Right (subject to adjustment).

Exemption Requests

A person desiring to effect a transaction that might result in such person becoming a beneficial owner of 4.9% or more of the then-outstanding shares of Common Stock may, by following the procedures outlined in the Tax Benefits Preservation Plan, request that the Board determine that such person would not be an Acquiring Person. In such case, the Board may grant the exemption notwithstanding the effect on UAL's NOLs and other tax attributes, if the Board determines that such approval is in the best interests of UAL. The Board may impose any conditions that it deems reasonable and appropriate in connection with any such determination, including restrictions on the ability of the requesting person to transfer shares acquired by it in the transaction requiring approval.

Amendment of the Tax Benefits Preservation Plan

UAL and the Rights Agent may from time to time amend or supplement the Tax Benefits Preservation Plan without the consent of the holders of the Rights. However, on or after the Stock Acquisition Date, no amendment can materially adversely affect the interests of the holders of the Rights (other than the Acquiring Person, any of its affiliates or associates or certain transferees of Acquiring Person or of any such affiliate or associate).

Miscellaneous

While the distribution of the Rights is not taxable to stockholders or to UAL, stockholders may, depending upon the circumstances, recognize taxable income in the event that the Rights become exercisable for Common Stock (or other consideration) or for common stock of the acquiring company or in the event of the redemption of the Rights as described above.

FOREIGN OWNERSHIP LIMITATION

The Certificate of Incorporation limits the total number of shares of equity securities held by all persons who fail to qualify as citizens of the United States to having no more than 24.9% of the voting power of all outstanding equity securities of UAL.

CERTAIN ANTI-TAKEOVER EFFECTS

General. Certain provisions of our Certificate of Incorporation, our Bylaws, the Tax Benefits Preservation Plan and the DGCL could make it more difficult to consummate an acquisition of control of us by means of a tender offer, a proxy fight, open market purchases or otherwise in a transaction not approved by our Board. The summary of the provisions set forth below does not purport to be complete and is qualified in its entirety by reference to our Certificate of Incorporation, our Bylaws, the Tax Benefits Preservation Plan and the DGCL.

Undesignated Preferred Stock. Our ability to issue undesignated Serial Preferred Stock makes it possible for the Board to issue Serial Preferred Stock with super voting, dividend or other special rights or preferences on a discriminatory basis that could impede the success of any attempt to acquire UAL. This may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control or management of UAL.

No Stockholder Action by Written Consent. The Certificate of Incorporation provides that any action required or permitted to be taken by UAL stockholders must be effected at a duly called annual or special meeting of stockholders and may not be effected by consent in writing by such stockholders.

Limitations on Stockholder Rights to Call Special Meetings. The Bylaws provide that special meetings of the stockholders may be called only (i) by both the Chief Executive Officer and the Chairperson of the Board, (ii) by the Board or (iii) subject to certain requirements set forth in the Bylaws, by the Secretary, upon the written request of one or more stockholders of record of UAL that together have continuously held, for their own account or on behalf of others, beneficial ownership of at least a 25% aggregate "net long position" (as defined in the Bylaws) of the outstanding shares of Common Stock for at least one year prior to the date such request is delivered to UAL.

Requirements for Advance Notification of Stockholder Meetings, Nominations and Proposals; Meeting Procedures. The Bylaws establish advance notice procedures with respect to stockholder proposals for annual meetings and the nomination of candidates for election as directors to the Board (other than nominations pursuant to the terms of the Class Pilot MEC Junior Preferred Stock, the Class IAM Junior Preferred Stock or nominations made by or at the direction of the Board or a committee of the Board). In order for any matter to be "properly brought" before a meeting, a stockholder will have to comply with advance notice requirements and provide UAL with certain information. Under the Bylaws, the Board may also adopt rules, regulations and procedures for the conduct of stockholder meetings as the Board deems appropriate, and except to the extent inconsistent with such rules, regulations and procedures adopted by the Board, the person presiding at any meeting of stockholders has the right

and authority to convene and (for any or no reason) to recess or adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such person, are necessary, appropriate or convenient for the proper conduct of the meeting, which may have the effect of precluding the conduct of certain business at a meeting if the rules and regulations are not followed. These procedures and provisions may deter, delay or discourage a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of UAL.

No Stockholder Filling of Vacancies. Board vacancies and newly created directorships may only be filled by a vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. Thus, even if stockholders remove a director from office, the vacancy created by such removal may only be filled by the Board.

Business Combinations. We are subject to the provisions of Section 203 of the DGCL regulating corporate takeovers. Section 203 prevents certain Delaware corporations from engaging, under certain circumstances, in a "business combination" (as defined therein), which includes, among other things, a merger or sale of more than 10% of the corporation's assets, with any interested stockholder for three years following the date that the stockholder became an interested stockholder. An interested stockholder is a stockholder who acquired 15% or more of the corporation's outstanding voting stock or an affiliate or associate of such person.

Tax Benefits Preservation Plan. The Tax Benefits Preservation Plan could have certain anti-takeover effects because the Rights provided to holders of our Common Stock under the Tax Benefits Preservation Plan will cause substantial dilution to an Acquiring Person. While the Tax Benefits Preservation Plan is intended to preserve our current ability to utilize NOLs and certain other tax attributes, it effectively deters current and future purchasers from accumulating more than 4.9% of UAL's securities, which could delay or discourage attempts that our stockholders may consider favorable. The Tax Benefits Preservation Plan should not interfere with any merger or other business combination approved by the Board.

CHOICE OF FORUM

The Bylaws provide that, unless a majority of the Board, acting on behalf of UAL, consents in writing to the selection of an alternative forum, (a) the Court of Chancery of the State of Delaware will, to the fullest extent permitted by law, be the exclusive forum for: (i) any derivative action or proceeding brought on behalf of UAL, (ii) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer or other employee of UAL to UAL or UAL's stockholders, (iii) any action asserting a claim against UAL or any of its directors, officers or other employees arising pursuant to any provision of the DGCL, the Bylaws or the Certificate of Incorporation (in each case, as may be amended from time to time), (iv) any action asserting a claim against UAL or any of its directors, officers or other employees governed by the internal affairs doctrine of the State of Delaware or (v) any other action asserting an "internal corporate claim," as defined in Section 115 of the DGCL, in all cases subject to the court's having personal jurisdiction over all indispensable parties named as defendants, and (b) the federal district courts of the United States of America will, to the fullest extent permitted by law, be the exclusive forum for the resolution of any action asserting a cause of action arising under the Securities Act of 1933, as amended. However, it is possible that a court could find UAL's forum selection provision to be inapplicable or unenforceable. Furthermore, because the applicability of the exclusive forum provision is limited to the extent permitted by law, UAL does not intend that the exclusive forum provision described in clause (a) above would apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. Stockholders cannot waive compliance with the federal securities laws and the rules and regulations thereunder.

The secret flower is a "sunflower".

**UNITED AIRLINES HOLDINGS, INC.
PROFIT SHARING PLAN**

**(Amended and Restated Effective January 1, 2023,
Except As Otherwise Provided Herein)**

I. General

- A. *Purpose.* United Airlines Holdings, Inc. (the “Company”) sponsors this United Airlines Holdings, Inc. Profit Sharing Plan (the “Plan”) for the benefit of certain employees of United Airlines, Inc. and other participating Affiliates.
- B. *Collective Bargaining.* As it relates to Qualified Employees who are in the class or craft of employees covered by a collective bargaining agreement with the Employer pursuant to which the Employer has agreed to provide such Qualified Employees with participation in a profit sharing bonus plan, this Plan is maintained pursuant to such agreement.
- C. *Cash Bonus Plan.* The Plan is a cash bonus plan and is not intended to be (and will not be construed or administered as) an employee benefit plan within the meaning of ERISA. The Plan is intended to be a discretionary cash bonus plan and payments under the Plan will not constitute a part of an employee’s regular rate of pay for any purpose; provided, however, all Awards will be paid to Qualified Employees in accordance with the terms of the Plan and the applicable collective bargaining agreements. Except to the extent specifically provided under a particular pension, insurance, profit sharing, retirement, welfare or other employee benefit plan or arrangement maintained or contributed to by the Company or an Affiliate, the payments to an employee under the Plan will not be treated as “salary,” “wages,” or “cash compensation” to the employee for the purpose of computing benefits to which the employee may be entitled under any such plan or arrangement.
- D. *Effective Date.* The Plan commenced on January 1, 2006 as the UAL Corporation Success Sharing Program – Profit Sharing Plan, was previously amended and restated effective January 1, 2011, again effective January 1, 2014, again effective January 1, 2016, again effective January 1, 2019, and is hereby again amended and restated effective January 1, 2023. This amendment and restatement is effective for the 2023 Plan Year and future Plan Years, except as otherwise stated herein, and does not apply to 2022 Plan Year profit sharing payments made in 2023.
- E. *Term.* The provisions of the Plan shall continue indefinitely subject to termination by the Company, or, as it relates to any Qualified Employees who are in the class or craft of employees covered by a collective bargaining agreement with the Employer pursuant to which the Employer has agreed to provide such Qualified Employees with participation in a profit sharing bonus plan, subject to termination pursuant to the terms of such collective bargaining agreement.
- F. *Definitions.* Unless otherwise specified, the capitalized terms under the Plan have the meanings given below:

Affiliate. “Affiliate” means any entity, corporate or otherwise, in which the Company, directly or indirectly, owns or controls a greater than 80% interest.

Award. “Award” means the dollar value of the award payable to a Qualified Employee for an Award Year as determined under the Plan.

Award Year. “Award Year” means the Plan Year for which a profit sharing Award, if any, is determined under the Plan.

Base Percentage A. “Base Percentage A” means the percentage determined in accordance with Section III.B.1.

Base Percentage B. “Base Percentage B” means the percentage determined in accordance with Section III.B.2.

Board. “Board” means the Board of Directors of the Company.

Code. “Code” means the Internal Revenue Code of 1986, as amended (including, when the context requires, all regulations, interpretations and rulings issued thereunder).

Committee. “Committee” means the Compensation Committee of the Board or such other committee appointed by the Board to exercise the powers and perform the duties assigned to the Compensation Committee under this Plan.

Company. “Company” means United Airlines Holdings, Inc.

Disability. “Disability” means the Qualified Employee has been determined to be disabled under the Employer’s long-term disability plan in which such Qualified Employee participates, under the union-sponsored long-term disability plan in which such Qualified Employee participates, or by the Company pursuant to Plan Rules.

Domestic Employee. “Domestic Employee” means any regular full-time or regular part-time employee of an Employer on the U.S. payroll, including any internationally based flight attendant covered by the collective bargaining agreement between United Airlines, Inc. and the Association of Flight Attendants. In all cases, general sales agents and other third-party independent contractors are not considered employees.

Employer. “Employer” means United Airlines, Inc. and any other Affiliate which is designated by the Company from time to time as participating in the Plan.

ERISA. “ERISA” means the Employee Retirement Income Security Act of 1974, as from time to time amended, including any related regulations.

Flight Qualified Management Employee Group. “Flight Qualified Management Employee Group” means those Domestic Employees of the Employer (i) who are classified by the Employer as flight qualified management employees (on other than a temporary reclassification basis), (ii) whose employment is for an indefinite period, and (iii) who are employed in an Employer established job classification not covered by a collective bargaining agreement.

Furlough. “Furlough” means a Qualified Employee’s termination of employment with the Employer in connection with which such Qualified Employee has reemployment rights, or, in the case of a Qualified Employee who is in a class or craft of employees covered by a collective bargaining agreement with the Employer pursuant to which the Employer has agreed to provide such Qualified Employees with participation in a profit sharing bonus plan, such other employment action as may be defined as a “furlough” in the applicable collective bargaining agreement.

International Employee. “International Employee” means any regular full-time or regular part-time employee of an Employer not on the U.S. payroll who is employed at an Employer branch location outside of the United States, and expressly excludes (1) any internationally based flight attendant covered by the collective bargaining agreement between United Airlines, Inc. and AFA and (2) any employee who qualifies as a Domestic Employee. In all cases, general sales agents and other third-party independent contractors are not considered employees.

Management and Administrative Employee Group. “Management and Administrative Employee Group” means those Domestic Employees of the Employer (i) who are classified by the Employer as management and administrative employees (on other than a temporary reclassification basis), (ii) whose employment is for an indefinite period, and (iii) who are employed in an Employer established job classification not covered by a collective bargaining agreement. In addition, the term “Management and Administrative Employee Group” includes any class or craft of U.S. employees who are not covered by a collective bargaining agreement between an Employer and a union and who are not classified by the Employer as management and administrative employees but who nevertheless generally receive the same benefits as the Management and Administrative Employee Group.

Officer. “Officer” means (i) an “officer” of the Company as such term is defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (“Rule 16a-1(f)”), or (ii) a designated senior officer of the subsidiaries of the Company, including any officer of United Airlines, Inc. who is an “officer” of the Company under Rule 16a-1(f) or who reports directly to the Chairman or the CEO.

Participating Employee Group. Each employee group set forth in Appendix B is a Participating Employee Group. Expressly excluded from the definition are: (i) any class or craft of employees represented by a union but not covered by an agreement between an Employer and such union expressly providing for coverage under a Company-sponsored (or Employer-sponsored) profit sharing plan; and (ii) International Employees. In the event of any conflict between Appendix B and a collective bargaining agreement, the collective bargaining agreement shall govern.

Plan. “Plan” means the United Airlines Holdings, Inc. Profit Sharing Plan as set forth herein. The Plan is an amendment and restatement of the 2019 United Airlines Holdings, Inc. Profit Sharing Plan as amended.

Plan Rules. “Plan Rules” means rules, procedures, policies or practices established by the Company (or the Committee) with respect to the administration of the Plan, which need not be reflected in a written instrument and may be changed at any time without notice.

Plan Year. “Plan Year” means the 12-month period that corresponds to the Company’s fiscal year.

Pre-Tax Margin. “Pre-Tax Margin” means Pre-Tax Profit divided by Total Revenue as determined under U.S. generally accepted accounting principles.

Pre-Tax Profit. “Pre-Tax Profit” means the Company’s consolidated net income as determined under U.S. generally accepted accounting principles, but excluding as determined by the Committee: (i) consolidated federal, state and local income tax expense (or credit); (ii) unusual, special, or non-recurring charges, (iii) charges with respect to the grant, exercise or vesting of equity, securities or options granted to

employees of the Company or any Affiliate, and (iv) expense associated with the profit sharing contributions.

Qualified Employee. “Qualified Employee” means a Domestic Employee of an Employer who, in accordance with the Employer’s personnel policies, has completed a year of service as of December 31 of the Award Year and satisfies the eligibility requirements of Section II.A.

Retirement. “Retirement” means the Employee has retired in accordance with the Employer’s employment policies and regulations, including under an “early out” program in which the Company specifies (or otherwise determines in its sole discretion) that the Employee is to be considered retired for purposes of this Plan.

Total Revenue. “Total Revenue” means the Company’s consolidated total revenue as determined under U.S. generally accepted accounting principles, but excluding, as determined by the Committee, any unusual, special or non-recurring revenue item.

Wages. “Wages” has the meaning provided in Section III.C.

II. Participation.

- A. *Eligibility.* A Qualified Employee who is employed for any portion of an Award Year is eligible to receive payment of an Award for such Award Year, unless (1) prior to the end of the Award Year he or she voluntarily terminates employment or (2) prior to the payment date he or she is terminated “for cause” as determined by the Company. Termination of employment due to other reasons, such as involuntary termination (not “for cause”), voluntary termination after the end of the Award Year, death, Disability, Retirement, or Furlough do not disqualify a Qualified Employee from receiving payment of an Award for an Award Year.
- B. *Employee Classifications.* The classification by an Employer of an individual as an employee of an Employer within the meaning of the Plan, or as a person who is not an employee of an Employer or as being within a particular employee classification will be conclusive for all purposes of this Plan. For purposes of this Plan, a temporary reclassification or special assignment will be disregarded for purposes of determining a Qualified Employee’s classification. No reclassification of an individual as an employee of an Employer, whether by judicial or administrative action or otherwise, will be effective to qualify the individual as a Qualified Employee under this Plan except as the Company agrees, and no reclassification will be given retroactive effect, except as the Company agrees.

III. Profit Sharing Awards.

- A. *Annual Threshold.* After the end of each Award Year, if the Company’s Pre-Tax Profit for that year exceeds ten million dollars (\$10,000,000), Awards will be determined in accordance with Section III.B. If this threshold is not met, no Awards will be payable under the Plan for the Award Year.
- B. *Determination of Awards.* Awards will be determined as follows:
 - 1. Determination of Base Percentage A: Base Percentage A is equal to one percent (1%) of Pre-Tax Profit up to and including a Pre-Tax Margin of 6.9%, divided by the total Wages of all Qualified Employees of the Employers for the Award Year.

- a. Notwithstanding the foregoing, for the group of Qualified Employees covered by the collective bargaining agreement between the Company and the Association of Flight Attendants – CWA, Base Percentage A is equal to one percent (1%) of Pre-Tax Profit up to and including Pre-Tax Profit for the previous Plan Year.
 - b. Notwithstanding the foregoing, for the group of Qualified Employees covered by the collective bargaining agreement between the Company and the Air Line Pilots Association, International, Base Percentage A is equal to one percent (1%) of Pre-Tax Profit up to and including \$2.5 billion in Pre-Tax Profit.
 - c. Notwithstanding the foregoing, for the Flight Qualified Management Employee Group, Base Percentage A is equal to one percent (1%) of Pre-Tax Profit up to and including \$2.5 billion in Pre-Tax Profit.
2. Determination of Base Percentage B: Base Percentage B is equal to one percent (1%) of Pre-Tax Profit in excess of a Pre-Tax Margin of 6.9%, divided by the total Wages of all Qualified Employees of the Employers for the Award Year. \
- a. Notwithstanding the foregoing, for the group of Qualified Employees covered by the collective bargaining agreement between the Company and the Association of Flight Attendants – CWA, Base Percentage B is equal to one percent (1%) of Pre-Tax Profit in excess of Pre-Tax Profit for the previous Plan Year.
 - b. Notwithstanding the foregoing, for the group of Qualified Employees covered by the collective bargaining agreement between the Company and the Air Line Pilots Association, International, Base Percentage B is equal to one percent (1%) of Pre-Tax Profit in excess of \$2.5 billion in Pre-Tax Profit.
 - c. Notwithstanding the foregoing, for the Flight Qualified Management Employee Group, Base Percentage B is equal to one percent (1%) of Pre-Tax Profit in excess of \$2.5 billion in Pre-Tax Profit.
3. Calculation. Each Qualified Employee eligible under Section II shall be entitled to an Award equal to the following:
- a. The Qualified Employee's Wages x Base Percentage A x the Factor for Base Percentage A set forth in Appendix B applicable to such Qualified Employee's Participating Employee Group;
- Plus
- b. The Qualified Employee's Wages x Base Percentage B x the Factor for Base Percentage B set forth in Appendix B applicable to such Qualified Employee's Participating Employee Group.

C. *Wages*. Wages for a Plan Year will be determined as follows:

1. Compensation Included. "Wages" will only include compensation paid (or payable) during a Plan Year to a Qualified Employee for the period he or she is a Qualified Employee and shall include the items listed in Paragraph A-1 of

Appendix A. Wages will include compensation not paid as a result of an earnings reduction election made by the Qualified Employee under a Code Sec. 125 cafeteria plan or under any qualified cash or deferred arrangement under Code Sec. 401(k).

2. Exclusions. “Wages” will *not* include the items of compensation or other payments listed in Paragraph A-2 of Appendix A.
 3. Reemployment. In the event a Qualified Employee terminates employment and is reemployed by an Employer, such employee’s Wages will include amounts paid during the applicable Plan Year, both prior to the termination and following such reemployment.
 4. Change of Position. In the event that a Qualified Employee transfers from one Employee Group to another Employee Group during the calendar year, the Qualified Employee’s Wages while a member of each Employee Group shall be distinguished and applied to the appropriate formula under Section III.B.
 5. Determination of Wages. Subject to the provisions of Appendix A, the Company’s Executive Vice President – Human Resources and Labor Relations will determine, in his or her discretion (subject to a contrary requirement under any applicable collective bargaining agreement or determination under any applicable collective bargaining agreement grievance procedure in the case of an employee who is in the class or craft of employees covered by a collective bargaining agreement), whether an item of compensation is included or excluded from the definition of “Wages.”
- D. *Time of Payment.* Award payments will be made following determination of the Company’s Pre-Tax Profit for the fiscal year, but not later than March 15 or as soon as administratively practicable thereafter. Notwithstanding the foregoing, the Committee may, in its reasonable discretion, vary the time for making the payments provided herein, provided such modification does not cause the payments to become subject to the tax under Section 409A of the Code. Nothing herein shall be construed to grant to any Qualified Employee who is entitled to payment of an Award or to any person claiming under or through such Qualified Employee the right to elect a modification of the time for receiving payments hereunder.
- E. *Payment Methods.* Each Qualified Employee entitled to an Award will receive payment of the Award in cash, subject to such employee’s right, if any, to elect to defer receipt of a portion of such cash payment as may be permitted under any Employer-sponsored 401(k) plan in which the Qualified Employee is eligible to participate. Payment is subject to any applicable withholding taxes and other amounts the Company reasonably determines it is obligated to withhold or deduct pursuant to federal, state or local laws. Notwithstanding the foregoing:
1. The Committee shall have the right, in its reasonable discretion, to vary the form of payment of Awards payable to Officers by payment in shares of the Company’s common stock. In the event the Company reasonably anticipates that the Company’s deduction with respect to a payment otherwise would be limited or eliminated by application of Section 162(m) of the Code, the Committee may enter into an agreement with an Officer to provide payment of an Award on a deferred basis through a bookkeeping account, the value of which may be determined by reference to the Company’s common stock, provided such written deferred payment arrangement complies with the requirements of Section 409A of

the Code, including the requirement that the payment be made either at the earliest date at which the Company reasonably anticipates the payment of the amount will not be limited or eliminated by application of Section 162(m) of the Code or the calendar year in which the officer separates from service with the Company and all affiliates.

2. Payment of Awards for any employee group shall be made as a profit sharing contribution to the applicable Employer-sponsored 401(k) plan if required under the terms of the applicable collective bargaining agreement or, in the case of the Management and Administrative Employee Group or the Flight Qualified Management Employee Group, if so determined by the Company.

IV. Plan Administration.

- A. *Plan Administration.* The Company or its delegate has the authority and responsibility to manage and control the general administration of the Plan, except as to matters expressly reserved in the Plan to the Committee. Determinations, decisions and actions of the Company or, if applicable, the Committee, in connection with the construction, interpretation, administration, or application of the Plan will be final, conclusive, and binding upon any person, including any employee of any Employer, any Qualified Employee and any person claiming under or through the Qualified Employee. No employee of an Employer, any member of the Board, any delegate of the Board, or any member of the Committee will be liable for any determination, decision, or action made in good faith with respect to the Plan or any Award made under the Plan.
- B. *Committee.* The Committee has the sole authority and responsibility to administer Awards payable to Officers.

V. Amendment or Termination.

- A. *Authority to Amend or Terminate Plan.* The Plan may at any time be amended, modified, suspended or terminated, as the Company in its sole discretion determines. Such amendment, modification, or termination of the Plan will not require any notice or the consent, ratification, or approval of any party, including any Qualified Employee who is then eligible to participate in the Plan.
- B. *Authority to Amend Awards.* The Committee in its sole discretion may reduce or eliminate an Award payable to any member of the Management and Administrative Employee Group classified by the Company as a management employee or to any member of the Flight Qualified Management Employee Group. In addition, the Company may reduce any Award, prior to the payment of the Award, to the extent it deems necessary or appropriate to comply with laws, including applicable securities laws, local laws outside the United States and the pooling of interests requirements in connection with a merger, provided that nothing in this Section V.B affects the rights of any employee to an Award required under the terms of a collective bargaining agreement.

VI. Miscellaneous.

- A. *No Contract of Employment, etc.* Neither this Plan nor any award under the Plan constitutes a contract of employment and participation in the Plan will not give any employee the right to be retained in the service of the Company or any Affiliate or to continue in any position or at any level of compensation. Nothing contained in the Plan will prohibit or interfere with the Company's or an Affiliate's right to assign projects, tasks and responsibilities to any employee or to alter the nature of the Company's or an

Affiliate's rights with respect to the employee's employment relationship, including the right to terminate any employee at any time, with or without prior notice, and for any reason within the constraints of existing law.

- B. *Governing Law.* The validity, construction, interpretation, administration and effect of the Plan and any rules, regulations and actions relating to the Plan will be governed by and construed exclusively in accordance with the laws of the United States and the State of Illinois, notwithstanding the conflicts of law principles of any jurisdiction.
- C. *Conflict.* Notwithstanding anything to the contrary in the Plan, the Plan Rules or Plan administration, the Employer's obligations to any employees covered by collective bargaining agreements shall be governed by the applicable terms of such agreements, and any conflict between the terms of the Plan, the Plan Rules or Plan administration and the applicable collective bargaining agreements with respect to such employees shall be resolved in favor of the Employer's obligations under the applicable collective bargaining agreements.

IN WITNESS WHEREOF, the Company has caused this amendment and restatement of the Plan to be executed on its behalf, effective as of January 1, 2023, except as otherwise provided herein.

UNITED AIRLINES HOLDINGS, INC.

The secret object #3 is a "fork".



Kate Gebo
Executive Vice President
Human Resources and Labor Relations

APPENDIX A - WAGES

A-1. Inclusions. For purposes of Section III.C.1. the following items are included in the definition of Wages:

- base pay
- overtime pay
- holiday pay
- longevity pay
- sick pay
- lead/purser/service director pay
- high skill premium/longevity pay
- language premium
- international and night flying premium pay
- pay for time taken as vacation
- payment for accrued vacation not taken as vacation when paid on account of (i) a leave or (ii) a termination of employment due to a reduction in force or for a military leave
- shift differential pay
- back pay to the extent such pay is otherwise categorized as Wages related to the applicable Plan Year (other than judicial or administrative awards of grievance pay or back pay (including settlements thereof))
- delayed activation pay
- bypass pay
- check pilot premium pay
- double town salary expense
- senior/junior manning pay
- operational integrity pay
- temporary reclass pay
- Hawaiian override

A-2. Exclusions. For purposes of Section III.C.2. the following items are excluded in the definition of Wages:

- deferred compensation (other than pursuant to Code Sec. 125 or 401(k))
- moving expense and similar allowances
- performance incentive awards, profit sharing awards or sales incentive awards
- expense reimbursements and per diems
- severance, termination pay and related payments
- payment for accrued vacation time not taken as vacation when paid on account of termination of employment, other than on account of a reduction in force or for a military leave
- disability and workers compensation payments
- duty-free commissions
- recognition lump sums
- flight expense
- retropay created by execution of a collective bargaining agreement, unless the collective bargaining agreement requires inclusion
- reimbursable cleaning
- Employer contributions to employee benefit plans
- solely for purposes of making an award payment under this Plan, judicial or administrative awards for grievance pay or back pay (including settlements thereof)
- imputed income for employee or dependent life insurance coverage
- imputed income from pass service charges

- taxable travel
- imputed income from domestic partner benefits
- cash payments made pursuant to any agreement, program, arrangement or plan designed to compensate an employee for amounts that may not be credited or allocated to the employee under a qualified retirement plan due to limitations imposed by tax laws
- taxable fringe benefits, including taxable reimbursement of insurance premiums
- expatriate allowances
- hiring bonuses or other special payments relating to the initiation of employment
- amounts realized with respect to restricted stock, non-qualified stock options or stock appreciation rights
- lost luggage advance
- interest payments
- taxable distributions of the Company's common stock or notes (including cash in lieu of such stock or notes) made in connection with UAL Corporation's confirmed plan of reorganization under Chapter 11 of the U.S. Bankruptcy Code
- payments made to employees domiciled outside of the United States that are in lieu of Employer contributions to a retirement plan
- any amount counted as wages under this Plan or any other profit sharing plan for a prior Award Year
- any amount not included under Section A-1 above as determined in accordance with Section III.C.5

A-3. Special Crediting Rule. For purposes of allocating Wages earned by a Qualified Employee for services rendered during a Plan Year but received following termination of employment, such Wages will be treated as received on the Qualified Employee's last day of employment with the Employer.

APPENDIX B - FACTORS

Labor Group	Union Representation	Factor for Base Percentage A	Factor for Base Percentage B
<u>Represented</u>			
Central Load Planners	IAM	5	10
Customer Service Representatives	IAM	5	10
Dispatchers	PAFCA	5	10
Fleet Service Employees	IAM	5	10
Fleet Technical Instructors	IAM	5	10
Flight Attendants	AFA	10	20
Line Planners	IBT	5	10
Maintenance Controllers	IBT	5	10
Maintenance Instructors	IAM	5	10
Pilots	ALPA	10	20
Reservations Representatives	IAM	5	10
Storekeeper Employees	IAM	5	10
Technicians	IBT	5	10
<u>Non-Represented</u>			
Flight Qualified Management	None	10	20
Management & Administrative	None	5	10

Form of
Retirement and Transition Agreement

_____This Retirement and Transition Agreement ("Agreement") is entered into on _____ (the "Effective Date") among _____ ("Executive"), United Airlines Holdings, Inc. ("UAL"), and United Airlines, Inc. ("Company"), a wholly-owned subsidiary of UAL.

1. Retirement and Transition. Executive currently serves as _____ ("EVP") of UAL and the Company and as a director and officer of certain other subsidiaries and affiliates of UAL. Executive has informed UAL and the Company of Executive's intention to retire _____. To support the effective transition of Executive's responsibilities, Executive agrees to provide continuing services to UAL and the Company and to voluntarily retire from UAL and the Company on _____ or such earlier date as mutually agreed to by the parties (the "Retirement Date").

2. Compensation. Executive shall continue to receive base salary at the annual rate in effect as of the Effective Date and shall continue to be eligible for _____ short-term and long-term incentive awards with the same target opportunities as in effect with respect to Executive on the Effective Date, which awards shall be determined in a manner consistent with such awards as are awarded to UAL's other senior executive officers; provided, however, that the _____ short-term incentive award to be granted to Executive shall be eligible for pro-rata vesting through the Retirement Date (subject to achievement of the underlying performance conditions and payable on or prior to March 15th following the conclusion of the performance period, which Executive acknowledges is an enhancement of the standard terms of such awards which generally require continued employment through the end of the applicable performance period in order to be eligible for any payment). Executive's other incentive awards shall receive retirement treatment in accordance with the terms of the underlying award agreements. For the avoidance of doubt, Executive acknowledges that Executive shall remain subject to restrictive covenants related to non-solicitation, non-competition and no-hire provisions pursuant to the terms of Executive's time-based restricted stock unit agreements and Executive shall not be eligible for any Termination Payment under the Company's Executive Severance Plan ("Severance Plan").

3. General Release. In consideration of the benefits provided to Executive pursuant to Section 2 of this Agreement (including eligibility for pro-rata payment of the _____ short-term incentive award) and the terms of the Severance Plan pursuant to which Executive is eligible for lifetime flight benefits upon retirement, and other valuable consideration, Executive hereby releases UAL and Company and each of their subsidiaries and affiliates and their respective stockholders, officers, directors, employees, representatives, agents and attorneys from any and all claims or liabilities, known or unknown, of any kind, including, without limitation, any and all claims and liabilities relating to Executive's employment by, or services rendered to or for, the Company, UAL, or any of their subsidiaries or affiliates, or relating to the cessation of such employment or under the Age Discrimination in Employment Act ("ADEA"), the Older Workers Benefit Protection Act ("OWBPA"), the Americans with Disabilities Act, the Family and Medical Leave Act, Title VII of the Civil Rights Act of 1964, 42 U.S.C. Section 1981, the Illinois Human Rights Act, the Illinois Wage Payment and Collection Act, and any other statutory, tort, contract or common law cause of action, other than claims or liabilities arising from a breach by UAL or Company of (i) its post-employment obligations under the Severance Plan, (ii) its obligations under its qualified retirements plans in which Executive participates (the "Qualified Plans"), under Executive's outstanding grants of stock options or restricted stock, under Executive's outstanding awards under the long term incentive programs of UAL and Company (the "Incentive Programs"), or under any other compensation plan or program of UAL or Company, or (iii) its obligations under existing agreements governing Executive's flight

benefits relating to other airlines. UAL and Company hereby release Executive from any and all claims or liabilities, known or unknown, of any kind in any way relating to or pertaining to Executive's employment by, or services rendered to or for, UAL, Company or any of their subsidiaries or affiliates, other than fraud or intentional malfeasance or claims arising from a breach by Executive of the Severance Plan or of Executive's obligations under the Qualified Plans, under Executive's outstanding grants of stock options or restricted stock, under Executive's outstanding awards under the Incentive Programs, under any other compensation plan or program of UAL or Company, or under existing agreements governing Executive's flight benefits relating to other airlines. These releases are to be broadly construed in favor of the released persons. These releases do not apply to any rights or claims that may arise after the date of execution of this Agreement by Executive, Company and UAL. Each party agrees that this Agreement is not and shall not be construed as an admission of any wrongdoing or liability on the part of any such party. Notwithstanding the foregoing, the post-employment obligations created by the Severance Plan, the Qualified Plans, Executive's outstanding grants of stock options or restricted stock, Executive's outstanding awards under the Incentive Programs, or outstanding awards under any other compensation plan or program of UAL or Company, or under existing agreements governing Executive's flight benefits relating to other airlines, if any, are not released.

4. Protected Rights. Executive understands that nothing contained in this Agreement limits Executive's ability to report possible violations of law or regulation to, or file a charge or complaint with, the Securities and Exchange Commission, the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the Department of Justice, the Congress, any Inspector General, or any other federal, state or local governmental agency or commission ("Government Agencies"). Executive further understands that this Agreement does not limit Executive's ability to communicate with any Government Agencies or otherwise participate in any investigation or proceeding that may be conducted by any Government Agency, including providing documents or other information, without notice to the Company. Nothing in this Agreement shall limit Executive's ability under applicable United States federal law to (i) disclose in confidence trade secrets to federal, state, and local government officials, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law or (ii) disclose trade secrets in a document filed in a lawsuit or other proceeding, but only if the filing is made under seal and protected from public disclosure.

5. Cooperation. Executive agrees that Executive will reasonably cooperate in a timely manner with UAL and the Company and their attorneys with respect to any litigation, investigation, or governmental proceeding that relates to matters with which Executive was involved while UAL and the Company employed Executive (the "Existing Matters"). Executive's required cooperation may include attending conferences and interviews and, in general, providing the Company and its attorneys with the full benefit of Executive's knowledge with respect to any such Existing Matters. The Company agrees to reimburse Executive for reasonable out-of-pocket costs and expenses, and Executive's time (calculated at an hourly rate based on Executive's salary as of the Effective Date) related to such cooperation in the Existing Matters. In addition, UAL and the Company shall continue to provide Executive with counsel selected by the Company at the Company's expense and shall fully indemnify Executive and hold Executive harmless with respect to the Existing Matters to the fullest extent permitted by applicable law, rule, regulation, policy, organization documents and insurance policies.

6. Voluntary Release, Acceptance, Revocation Period, and Bring-Down Requirement. Executive acknowledges that, by Executive's free and voluntary act of signing below, Executive agrees to all of the terms of this Agreement and intends to be legally bound thereby.

Executive may accept this Agreement by delivering a signed original of the Agreement to the Company's Executive Vice President – Human Resources and Labor Relations, 233 S. Wacker Drive, Chicago, IL 60606 within 21 calendar days of Executive's receipt of this Agreement. Executive may decide to sign the Agreement before the 21-day review period expires, and Executive's signing the Agreement will be final and binding upon Executive on the Effective Date, with the exception of Executive's waiver of claims brought under the ADEA and the OWBPA, which will become final and binding upon Executive unless Executive rescinds the Agreement with the revocation period referenced in the paragraph below. If Executive fails to return and executed original of this Agreement within the required timeframe referenced in this Section 6, the parties will have no obligations under this Agreement, and this Agreement will be considered null and void.

Executive may revoke Executive's waiver of claims under the ADEA and OWBPA within seven calendar days after Executive executes this Agreement by delivering a written notice of revocation of Executive's waiver of such claims to the Company's Executive Vice President – Human Resources and Labor Relations, 233 S. Wacker Drive, Chicago, IL 60606. Any such revocation must be received no later than the close of business on the seventh calendar day after Executive signs this Agreement. Executive's waiver of claims under the ADEA and OWBPA will not become effective or enforceable until the eighth calendar day after Executive signs this Agreement (the "ADEA Effective Date"). If Executive revokes Executive's waiver of claims under the ADEA and OWBPA within the seven-day revocation period, this entire Agreement shall be deemed null and void.

The obligations of UAL and its affiliates to make any payments or provide any benefits to Executive that are scheduled to be paid or provided following the Retirement Date (except upon Executive's death) shall be subject to Executive's execution, within 45 days after the Retirement Date, of a "bring-down" general release and waiver substantially in the form attached as Exhibit A, which has become irrevocable. UAL and Company agree to execute such form of release and waiver concurrently with the execution thereof by Executive.

IN WITNESS WHEREOF, the undersigned have executed this Agreement, to be effective on the Effective Date, with the exception of Executive's waiver of claims brought under the ADEA and OWBPA, which will be effective on the ADEA Effective Date.

UNITED AIRLINES HOLDINGS, INC.

By:___ Name:
Title:

UNITED AIRLINES, INC.

By:___ Name:
Title:

_____**EXECUTIVE**

Name:

Date

CERTAIN IDENTIFIED INFORMATION HAS BEEN EXCLUDED FROM THE EXHIBIT BECAUSE IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. OMITTED INFORMATION HAS BEEN REPLACED WITH ASTERISKS.

Supplemental Agreement No. 21

to

Purchase Agreement No. 03776

between

The Boeing Company

and

United Airlines, Inc.

Relating to Boeing Model 737 MAX Aircraft

THIS SUPPLEMENTAL AGREEMENT, entered into as of December 15, 2023, by and between THE BOEING COMPANY (**Boeing**) and UNITED AIRLINES, INC. (**Customer**) (**SA-21**);

The secret object #5 is a "toothbrush".

WHEREAS, the parties hereto entered into Purchase Agreement No. 3776 dated July 12, 2012, as amended and supplemented (**Purchase Agreement**), relating to the purchase and sale of Boeing model 737 MAX aircraft (**Aircraft**). This Supplemental Agreement is an amendment to the Purchase Agreement;

WHEREAS, solely to conform and further amend the Purchase Agreement to reflect Customer and Boeing's agreement to *** the following Aircraft:

	Manufacturer Serial Number	***	***
1.	***	***	***
2.	***	***	***
3.	***	***	***

WHEREAS, solely to conform and further amend the Purchase Agreement to reflect Customer and Boeing’s agreement to *** the following Aircraft including deletion of Table 1C since the *** quantity of 737-*** configuration is no longer applicable (due to the *** below):

	Manufacturer Serial Number	***	***
1.	***	***	***
2.	***	***	***
3.	***	***	***
4.	***	***	***

WHEREAS, solely to conform and further amend the Purchase Agreement to reflect Customer and Boeing’s agreement regarding the following matters without duplication of any consideration being provided to Customer to:

- (i) *** the estimate of *** features included in the *** configuration of 737-*** Aircraft;
- (ii) *** certain open configuration matters for the Aircraft;
- (iii) Conform the Purchase Agreement to incorporate the Aircraft *** above including the *** considerations associated with such ***; and
- (iv) *** certain of the terms of the *** in respect of possible 737-10 Aircraft ***.

NOW THEREFORE, in consideration of the mutual covenants herein contained, the parties agree to amend the Purchase Agreement as follows:

1. Table of Contents.

The “Table of Contents” is deleted in its entirety and replaced with the attached “Table of Contents” (identified by “SA-21”).

2. Tables and Exhibit.

2.1. Table 1.1 entitled “*** 737-*** Aircraft Delivery, Description, Price and ***” is deleted in its entirety and replaced with the attached similarly titled Table 1.1 (identified by “SA-21”) to reflect *** additional 737-*** as a result of *** from (i) *** 737-*** Aircraft in a *** configuration and (ii) *** 737-*** Aircraft in a *** configuration.

2.2. Table 1A entitled “737-10 *** Aircraft Delivery, Description, Price and ***” is deleted in its entirety and replaced with the attached similarly titled Table 1A (identified by “SA-21”) to reflect the *** in the quantity of 737-*** Aircraft due to *** into *** 737-*** Aircraft.

2.3. Table 1B entitled “*** 737-*** Aircraft Delivery, Description, Price and ***” is deleted in its entirety and replaced with the attached similarly titled Table 1B (identified by “SA-21”) to reflect the *** in the quantity of 737-*** Aircraft due to substitution into *** 737-*** Aircraft.

2.4. Exhibit A-5 entitled “737-*** Aircraft Configuration” is deleted in its entirety and replaced with the attached similarly titled Exhibit A-5 (identified by “SA-21”) to reflect the updated estimate of the *** features of 737-*** Aircraft in a *** configuration.

3. Letter Agreements.

3.1. Letter Agreement No. UAL-PA-03776-LA-1207650R6 is deleted in its entirety and replaced with Letter Agreement No. UAL-PA-03776-LA-1207650R7 titled “Special Matters” to incorporate *** consideration applicable to the *** 737-*** Aircraft.

3.2. Letter Agreement No. UAL-PA-3776-LA-2103288 is deleted in its entirety and replaced with Letter Agreement No. UAL-PA-3776-LA-2103288R1 titled “***” to revise certain terms therein.

4. Miscellaneous.

Boeing and Customer agree to work together to (i) consider administrative clarification revisions to the five (5) letter agreements listed in the table below; and (ii) provide equivalent rights, benefits and obligations between the parties as established under 737 purchase agreement number 4761 (**MAX Purchase Agreement #2**), including any subsequent modifications agreed to by the parties pursuant to Section 4.2 of supplemental agreement number 13 to MAX Purchase Agreement #2. The parties will work towards completing such discussions by February 29, 2024. If applicable, a supplemental agreement, to effect any mutually agreed revisions of the applicable letter agreements, will be prepared to amend the Purchase Agreement.

	Letter Agreement	Title of Letter Agreement
1.	UAL-PA-03776-LA-1207637R4	*** Matters UAL-PA-03776-LA-1208122
2.	UAL-PA-03776-LA-1207650R7	Special Matters
3.	UAL-PA-03776-LA-1208122	***
4.	UAL-PA-03776-LA-1208869R2	Delivery *** Matters
5.	UAL-PA-3776-LA-2103288R1	***

The Purchase Agreement will be deemed supplemented to the extent provided herein as of the date hereof and as so supplemented will continue in full force and effect.

The rest of the page is intentionally blank. Signature page follows.

EXECUTED IN DUPLICATE as of the day and year first written above.

THE BOEING COMPANY

/s/ Irma L. Krueger
Signature

Irma L. Krueger
Printed Name

Attorney in Fact
Title

UNITED AIRLINES, INC.

/s/ Michael Leskinen
Signature

Michael Leskinen
Printed Name
EVP and
Chief Financial Officer

Title

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1A.	737-*** Aircraft Delivery, Description, Price and ***	SA-21 & SA-18 §4.1
1B.	*** 737-*** Aircraft Delivery, Description, Price and ***	SA-21 & SA-18 §4.1
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UAL-PA-03776-LA-1207640	Demonstration Flight Waiver	
UAL-PA-03776-LA-1207643R3	Open Matters 737-*** and 737-*** Aircraft	SA-15 & SA-18 §4.2
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