Notice of 2026 Annual Meeting of Stockholders, Proxy Statement and 2025 Annual Report on Form 10-K

Notice of 2026 annual meeting of stockholders and proxy statement

American Airlines Group Inc.

"We remain focused on running a safe, reliable operation, maximizing revenue opportunities, and reengineering the business to deliver sustainable long-term performance."

To Our Stockholders

April 28, 2026

It is my privilege to serve as Chairman of the Board of Directors of American Airlines Group Inc., and to work closely with our CEO Robert D. Isom, the American Airlines team and my fellow Board members. On behalf of the Board, I am pleased to invite you to attend our 2026 Annual Meeting of Stockholders on Wednesday, June 10, 2026, at 9:00 a.m. Central Time (the "Annual Meeting"). As in recent years, the meeting will be held virtually via audio webcast, ensuring all stockholders can participate equally regardless of location.

This year is especially meaningful as American celebrates its centennial. Throughout 2025 and into 2026, the company has taken important steps to strengthen its foundation for the next 100 years. We remain focused on running a safe, reliable operation, maximizing revenue opportunities and reengineering the business to deliver sustainable long-term performance. From elevating the customer experience and strengthening our network and fleet, to unlocking loyalty and driving efficiencies, we are executing on the strategy and initiatives that will drive value and shape American's next 100 years as a premium global airline.

The Board is deeply engaged in overseeing this strategy, the associated risks, and the long-term direction of the company. We remain committed to maintaining a strong, diverse and highly qualified Board whose members demonstrate integrity, sound judgment and the expertise needed to guide American through a dynamic operating environment. We believe the 12 director nominees reflect this commitment and are well-equipped to serve the best interests of the company and its stockholders.

Engagement with our stockholders is fundamental to our decision-making processes. Throughout 2025 and 2026, we met with many of our largest investors to discuss our strategic priorities, recent financial and operating performance, Board composition, human capital management, and executive compensation. These insights, which we regularly share with the full Board, help inform our oversight of the company's strategy and long-term value creation.

Our recent refreshment efforts reflect our continued focus on ensuring the right directors meet the evolving needs of the company. Not including myself, we have welcomed five new independent directors since 2021: Adriane M. Brown (a seasoned venture capitalist and former executive officer of Honeywell), Vicente Reynal (Chairman and CEO of Ingersoll Rand), Howard I. Ungerleider (former president and CFO of Dow), Kathryn M. Farmer (CEO of BNSF Railway) and, in connection with the retirement of Denise M. O'Leary at the upcoming Annual Meeting, the Board appointed Mary N. Dillon (former CEO of Foot Locker, Ulta Beauty and UScellular) to the Board in March. Mary brings valuable consumer,

financial and strategic experience that enhances the Board's ability to support American's long-term objectives. Denise was an integral part of the Board for many years, helping to guide the company through mergers and other pivotal moments. On behalf of the entire Board, I would like to thank her for her many years of exceptional service to the company.

You may attend the Annual Meeting by registering at www.proxydocs.com/AAL using the control number on your Notice of Internet Availability of Proxy Materials or proxy card. You will be able to submit questions in advance and during the meeting.

The accompanying Notice of the 2026 Annual Meeting of Stockholders and Proxy Statement describe the matters to be voted on and provide detailed instructions for attending, submitting questions and voting. We are again providing an interactive proxy statement to make it easier to navigate and evaluate key information.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we encourage you to vote in advance.

Thank you for your continued trust and support.

Sincerely,

Gregory D. Smith
Chairman of the Board

The accompanying Proxy Statement is dated April 28, 2026, and is first being released to stockholders of American Airlines Group Inc. on or about April 28, 2026.

Notice of 2026 Annual Meeting of Stockholders

Date and Time
Wednesday, June 10, 2026 9:00 a.m., Central Time

Virtual Meeting Access
Register at www.proxydocs.com/AAL

Record Date
April 13, 2026

For instructions on voting in advance of and during the virtual meeting, please see page i of the Proxy Statement, which is incorporated by reference into this notice.

Important notice of internet availability of proxy materials for the Annual Meeting:

Our Proxy Statement and 2026 Annual Report to Stockholders are available at www.proxydocs.com/AAL prior to and during the Annual Meeting.

You can help us reduce costs and the impact on the environment by electing to receive and access future copies of our proxy statements, annual reports and other stockholder materials electronically by e-mail. If your shares are registered directly in your name with our stock registrar and transfer agent, Equiniti Trust Company, LLC, you can make this election by going to its website (*equiniti.com/us*) or by following the instructions provided when voting over the Internet. If you hold your shares in a brokerage account or otherwise through a third party in "street name," please refer to the information provided by your broker, bank or other nominee for instructions on how to elect to receive and view future annual meeting materials electronically.

By Order of the Board of Directors of American Airlines Group Inc.,

Michelle Earley
Senior Vice President, Deputy General Counsel and Corporate Secretary

Meeting Agenda

1. **A proposal to elect 12 directors to serve until the 2027 Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified**
2. **A proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026**
3. **A proposal to approve, on a non-binding, advisory basis, executive compensation as disclosed in the attached Proxy Statement**
4. **A proposal to amend our Restated Certificate of Incorporation to limit the liability of our officers as permitted by Delaware law**
5. **A proposal to approve the Amended and Restated 2023 Incentive Award Plan**
6. **Advisory vote on stockholder proposal for stockholder right to act by written consent, if properly presented**
7. **Advisory vote on stockholder proposal regarding cumulative voting for Board elections, if properly presented**
8. **Such other business as may properly come before the 2026 Annual Meeting of Stockholders or any adjournments or postponements of the Annual Meeting**

PLEASE READ THE ACCOMPANYING PROXY STATEMENT CAREFULLY.

REGARDLESS OF WHETHER YOU PLAN TO ATTEND THE MEETING, YOUR VOTE IS IMPORTANT AND WE ENCOURAGE YOU TO VOTE PROMPTLY.

Proxy Statement Summary

This summary contains highlights about our company and the upcoming Annual Meeting. This summary does not contain all of the information that you should consider in advance of the meeting and we encourage you to read the entire Proxy Statement and the Annual Report to Stockholders for the year ended December 31, 2025 that accompanies this Proxy Statement before voting.

2026 Annual Meeting of Stockholders

Date and Time
Wednesday, June 10, 2026, at 9:00 a.m., Central Time

Virtual Meeting Access
Register at www.proxydocs.com/AAL

Record Date
April 13, 2026

Proxy Mail Date
On or about April 28, 2026

How to Vote

Vote in Advance of Meeting

Over the Internet at **www.proxydocs.com/AAL**; or by telephone at **1-866-570-3320**; or by mail — sign, date and return the proxy card or voting instruction form mailed to you.

Vote During the Meeting

Over the Internet during the Annual Meeting. Please register at **www.proxydocs.com/AAL** to gain access to the meeting. See page 1 — "Virtual Stockholder Meeting" for details on how to access the audio webcast and vote during the Annual Meeting.

Voting Matters and Board Recommendations

1 Election of 12 Directors
The Board recommends a vote **FOR** each Director nominee

2 Ratification of public accounting firm
The Board recommends a vote **FOR** this proposal

3 A proposal to approve, on a non-binding, advisory basis, executive compensation as disclosed in the attached Proxy Statement
The Board recommends a vote **FOR** this proposal

4 A proposal to approve an amendment to our Restated Certificate of Incorporation to limit the liability of our officers as permitted by Delaware law
The Board recommends a vote **FOR** this proposal

5 A proposal to approve the Amended and Restated 2023 Incentive Award Plan
The Board recommends a vote **FOR** this proposal

6 Advisory vote on stockholder proposal for stockholder right to act by written consent, if properly presented
The Board recommends a vote **AGAINST** this proposal

7 Advisory vote on stockholder proposal regarding cumulative voting for Board elections, if properly presented
The Board recommends a vote **AGAINST** this proposal

Submitting Questions at the Virtual Annual Meeting

Stockholders may submit questions in writing before and during the Annual Meeting by registering to attend the virtual meeting at www.proxydocs.com/AAL. Stockholders will need their unique control number which appears on their Notice of Internet Availability of Proxy Materials, the proxy card (printed in the gray box), and the instructions that accompany the proxy materials.

In connection with the Annual Meeting, and as time permits, we will hold a Q&A session, during which we intend to answer questions submitted in accordance with the Annual Meeting's Rules of Conduct which are pertinent to American Airlines Group Inc. (the "Company") and the meeting matters. Answers to any such questions that are not addressed during the meeting will be published following the meeting on the Company's website at www.aa.com under the links "Investor Relations" — "Annual Shareholders Meeting" — "AGM – QA Written Responses." Questions and answers will be grouped by topic and substantially similar questions will be grouped and answered once. In order to promote fairness, efficient use of the Company's resources and to ensure all stockholders are responded to, we will respond to up to three questions from a single stockholder. The Annual Meeting's Rules of Conduct will be posted on www.proxydocs.com/AAL approximately two weeks prior to the Annual Meeting.

Stockholder Engagement and Governance Highlights

We welcome and value communication with our stockholders. We engage in proactive dialogue with our largest stockholders year-round to assure we have an understanding of their perspectives on a wide range of matters, which we regularly share with the Board of Directors of the Company (the "Board"). In 2025 and into 2026, we engaged with a majority of our top 30 stockholders representing approximately 59% of shares outstanding. We also held engagements with the leading proxy advisor firms. During these engagement sessions we had the opportunity to discuss our continued focus on board refreshment and oversight and other governance-related matters, as well as executive compensation, and our 2026 strategic focus areas. We also discussed the Company's long-term strategy, recent operating and financial performance and human capital management.

Stockholders may communicate directly with our Board as set forth under "Communications with the Board and Non-Management Directors" on page 33 and can find information about our stockholder engagement feedback under "Stockholder Engagement" and "Stockholder Approval of 2024 Executive Compensation and Stockholder Engagement" on pages 30 and 65, respectively. The following corporate governance and Board practices ensure accountability and enhance effectiveness in the boardroom:

Our Governance Best Practices

- ✓ Independent Chairman and separate Chairman and CEO roles
- ✓ Annually elected directors
- ✓ Independent Board committees
- ✓ Regular Board, committee membership, and management refreshment and succession planning
- ✓ Independent directors meet without management present
- ✓ Robust oversight of strategy and risk
- ✓ Regular Board and committee evaluations
- ✓ Majority voting in director elections
- ✓ Stockholder right to call special meetings of stockholders
- ✓ Stockholder right to proxy access
- ✓ Stockholder engagement policy and outreach program
- ✓ Commitment to sustainability and social responsibility
- ✓ Stock ownership guidelines for directors and executive officers

Board Leadership Structure and Board Refreshment

The Board believes that thoughtful refreshment of the members of the Board is important to ensure that the Board continues to meet the changing needs of the Company and that new perspectives are regularly considered. The Board strives to maintain an appropriate balance of tenure, turnover, backgrounds, attributes, viewpoints, skills, and experiences. The Board and the Corporate Governance and Public Responsibility ("CGPR") Committee regularly evaluate the composition of the Board and its committees in an effort to develop a long-term succession plan for the Board and its leadership. Over the past six years, the active work of our Board and CGPR Committee has resulted in the following actions:

- **The appointment of our Independent Chairman**: The appointment of Gregory D. Smith as the Company's Independent Chairman was effective April 30, 2023. By separating the roles of Chairman and CEO, our CEO is able to focus on executing on our strategy and operations, and our Chairman, who is an independent director, can devote his time and attention to matters of Board oversight and governance.
- **The appointment of six new directors since 2021**: Adriane M. Brown (2021), Gregory D. Smith (2022), Vicente Reynal (2022), Howard I. Ungerleider (2024), Kathryn M. Farmer (2025) and Mary N. Dillon (2026).

Following the Annual Meeting, we expect the average tenure of our director nominees to be 5.6 years, with six of our eleven independent director nominees having joined our Board in or following 2021, representing 55% of our independent director nominees.

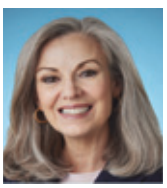
After more than a decade of dedicated service as a director on our Board, Denise M. O'Leary will retire at the Annual Meeting. Since joining the Board, Ms. O'Leary has shared her extensive experience as an investor and public company director, along with thoughtful perspectives shaped by many years of leadership across a wide range of industries, including aviation. Her insight and judgment have been especially valuable in discussions involving corporate governance, executive compensation, human capital, risk oversight, and long-term strategy. Throughout her tenure, Ms. O'Leary has been a trusted voice and a generous contributor to the Board's work. We are deeply grateful for Ms. O'Leary's many years of dedicated service, thoughtful counsel, and steadfast commitment to the Company.

We have welcomed 6 new directors over the past 5 years

2021	2022	2022	2024	2025	2026
Adriane M. Brown Independent Director	**Gregory D. Smith** Independent Chair of the Board	**Vicente Reynal** Independent Director	**Howard I. Ungerleider** Independent Director	**Kathryn M. Farmer** Independent Director	**Mary N. Dillon** Independent Director

2026 Director Nominees (Proposal 1)

Our director nominees have demonstrated their commitment to diligently execute their fiduciary duties on behalf of our stockholders, and we recommend that our stockholders elect each of the nominees shown in the chart below at the Annual Meeting.

	Name	Age	Director Since	Principal Occupation	Independent	AC	CC	CGPRC	FC	SC
	Adriane M. Brown	67	2021	Managing Partner at Flying Fish Partners; former President and Chief Operating Officer at Intellectual Ventures; former President and Chief Executive Officer of Honeywell Transportation Systems	✓			M		C
	John T. Cahill	68	2013	Chairman of The Kraft Heinz Company; former Chairman and Chief Executive Officer of Kraft Foods Group; former Chief Executive Officer of The Pepsi Bottling Group	✓	M			M	
	**Mary N. Dillon**	65	2026	Former President and Chief Executive Officer of Footlocker, Inc.; former Chief Executive Officer of Ulta Beauty, Inc.	✓		M	M		
	Kathryn M. Farmer	56	2025	President and Chief Executive Officer of BNSF Railway	✓				M	M
	Matthew J. Hart	74	2013	Former President and Chief Operating Officer of Hilton Hotels; former Chief Financial Officer of Hilton Hotels	✓	C				M
	Robert D. Isom **CEO and President**	62	2022	Chief Executive Officer and President of American Airlines Group Inc. and American Airlines, Inc.	×					

	Name	Age	Director Since	Principal Occupation	Independent	AC	CC	CGPRC	FC	SC
	Susan D. Kronick	74	2015	Former Operating Partner at Marvin Traub Associates; former Vice Chairman of Macy's	✓			M		M
	Martin H. Nesbitt	63	2015	Co-Chief Executive Officer of The Vistria Group; former President and Chief Executive Officer of TPS Parking Management	✓	M		C		
	Vicente Reynal	51	2022	Chairman, President, and Chief Executive Officer of Ingersoll Rand	✓		M		C	
	Gregory D. Smith Independent Chairman	59	2022	Co-Founder and Chief Executive Officer of G2 Equity Partners; former Executive Vice President and Chief Financial Officer of The Boeing Company	✓					
	Douglas M. Steenland	74	2020	Senior Advisor to The Blackstone Group; former President and Chief Executive Officer of Northwest Airlines Corporation	✓		C		M	
	Howard I. Ungerleider	57	2024	Operating advisor to Clayton, Dubilier & Rice; former President and Chief Financial Officer of Dow Inc.	✓	M	M			

AC = Audit Committee
CC = Compensation Committee
CGPRC = Corporate Governance and Public Responsibility Committee
SC = Safety Committee
FC = Finance Committee
M = Member
C = Committee Chair

The Board unanimously recommends that the stockholders vote "FOR" each of the nominees shown in the chart above.

Ratification of Appointment of KPMG LLP (Proposal 2)

The Board has directed that KPMG's appointment for the fiscal year ending December 31, 2026 be submitted to our stockholders for ratification at the Annual Meeting. KPMG is well qualified to act as our independent registered public accounting firm and

has a deep understanding of our operations and accounting practices. The Audit Committee considered the qualifications, performance, and independence of KPMG, the quality of its discussions with KPMG, and the fees charged by KPMG for the level and quality of services provided during 2025, and determined that the reappointment of KPMG is in the best interest of the Company and its stockholders.

The Board unanimously recommends that the stockholders vote "FOR" the proposal to ratify the appointment of KPMG.

Advisory Approval of Executive Compensation (Proposal 3)

Our executive compensation program is designed to attract, retain, and motivate executives and align their long-term interests with those of our stockholders. The Compensation Committee of the Board of Directors is composed entirely of independent directors and is supported by an independent compensation consultant that provides advice on program structure, peer benchmarking, and best practices. The Compensation Committee oversees the design and administration of the program, which is heavily performance-based and directly linked with established goals supporting our long-term strategy. The Compensation Committee also incorporates stockholder feedback into its discussions on program design and structure.

The Board unanimously recommends that the stockholders vote "FOR" the advisory approval of executive compensation.

Approval of an Amendment to Restated Certificate of Incorporation to Limit the Liability of Our Officers as Permitted by Delaware Law (Proposal 4)

Effective August 1, 2022, Section 102(b)(7) of the General Corporation Law of the State of Delaware (the "DGCL") was amended to enable a corporation to include in its certificate of incorporation a provision exculpating certain corporate officers from liability for breach of the fiduciary duty of care in certain circumstances.

After carefully considering the advantages and disadvantages of electing to be covered by the officer exculpation provisions of Delaware law, the Board has determined that it is in the best interests of the Company and its stockholders to amend our Restated Certificate of Incorporation to limit the liability of our officers to the fullest extent permitted by the DGCL.

The Board unanimously recommends that the stockholders vote "FOR" the approval of an amendment to the Restated Certificate of Incorporation to limit the liability of our officers as permitted by Delaware Law.

Approval of the Amended and Restated 2023 Incentive Award Plan (Proposal 5)

On March 24, 2026, the Board adopted, subject to stockholder approval, an amendment and restatement of the American Airlines Group Inc. 2023 Incentive Award Plan (the "2023 Plan," and as amended and restated, the "Amended 2023 Plan"). The Amended 2023 Plan (i) increases the shares reserved for issuance under the plan by 16,500,000 shares of our Common Stock; and (ii) provides that shares tendered by a participant or withheld to satisfy any tax withholding obligation with respect to awards that are not options or stock appreciation rights will be again available for future grants under the 2023 Plan.

The Amended 2023 Plan retains the compensation and governance elements in the 2023 Plan to ensure the plan furthers our compensation plan objectives and supports long-term stockholder interests.

Key Features of the Amended 2023 Plan

- *No repricing of awards without stockholder approval.* Under the Amended 2023 Plan, awards may not be repriced without stockholder approval if the effect would be to reduce the exercise price for the shares underlying the award.
- *No evergreen feature; stockholder approval required for share reserve increases.* The Amended 2023 Plan does not provide for an annual increase in the share reserve, and may not be amended to increase the share reserve without stockholder approval.
- *Minimum vesting requirements.* Subject to limited exceptions, no awards granted under the Amended 2023 Plan may vest until the first anniversary of the date of grant.
- *No payment of dividends on unvested awards.* Under the Amended 2023 Plan, unless and until an award's vesting conditions are satisfied, no dividends or dividend equivalents accrued on the award are paid.
- *All awards are subject to clawback.* All awards granted under the Amended 2023 Plan are subject to our clawback policy.

The Board unanimously recommends that the stockholders vote "FOR" the approval of the Amended and Restated 2023 Incentive Award Plan.

Advisory Vote on Stockholder Proposal for Stockholder Right to Act by Written Consent, if Properly Presented (Proposal 6)

A stockholder has informed the Company of the intent to present a proposal at our Annual Meeting requesting the Company adopt a stockholder right to act by written consent. The Board has considered this proposal and concluded that its adoption is unnecessary because our existing Board and governance practices collectively provide stockholders with meaningful opportunities to express their perspectives without introducing the risks associated with a written consent right. The Board therefore recommends a vote against the stockholder proposal.

For the reasons stated above and in the Board's Statement in Opposition, which follows the stockholder proposal under Proposal 6, the Board unanimously recommends that the stockholders vote "AGAINST" the stockholder proposal for a stockholder right to act by written consent.

Advisory Vote on Stockholder Proposal Regarding Cumulative Voting for Board Elections, if Properly Presented (Proposal 7)

A stockholder has informed the Company of the intent to present a proposal at our Annual Meeting requesting the Company adopt cumulative voting for Board elections. The Board has considered this proposal and concluded that its adoption would create unnecessary risk and American's governance practices, including director election voting standards, already promote strong stockholder rights and Board accountability. The Board therefore recommends a vote against the stockholder proposal.

For the reasons stated above and in the Board's Statement in Opposition, which follows the stockholder proposal under Proposal 7, the Board unanimously recommends that the stockholders vote "AGAINST" the stockholder proposal regarding cumulative voting for Board elections.

Table of Contents

Notice of 2026 Annual Meeting of Stockholders

Proxy Statement Summary **i**

- Voting Matters and Board Recommendations i
- Stockholder Engagement and Governance Highlights ii
- 2026 Director Nominees (Proposal 1) iv
- Ratification of Appointment of KPMG LLP (Proposal 2) v
- Advisory Approval of Executive Compensation (Proposal 3) vi
- Approval of an Amendment to Certificate of Incorporation to Limit the Liability of Our Officers as Permitted by Delaware Law (Proposal 4) vi
- Approval of the Amended and Restated 2023 Incentive Award Plan (Proposal 5) vi
- Key Features of the Amended 2023 Plan vii
- Advisory Vote on Stockholder Proposal for Stockholder Right to Act by Written Consent, if Properly Presented (Proposal 6) vii
- Advisory Vote on Stockholder Proposal Regarding Cumulative Voting for Board Elections, if Properly Presented (Proposal 7) vii

The Meeting **1**

- Purpose, Date and Time 1
- Record Date; Stockholders Entitled to Vote 1
- Virtual Stockholder Meeting 1
- Quorum 2
- Vote Required to Approve Each Proposal 2
- How to Vote Your Shares 3
- Revoking or Changing Your Vote 3
- Authority of Proxies 4
- Solicitation of Votes 4
- Inspector of Election 4
- Important Notice of Internet Availability of Proxy Materials for the Annual Meeting 4
- Electronic Delivery of Proxy Materials 4
- Householding of Proxy Materials 5

PROPOSAL 1—Election of Directors **6**

- Election of Directors 6
- Director Nominees 6

Board Composition **19**

- How We Build a Board that is Right for American Airlines 19
- Board Refreshment and Succession Planning 19
- Stockholder Recommendations or Nominations of Director Candidates 20

Information About the Board of Directors and Corporate Governance **21**

- Governance Overview 21
- Board Leadership and Structure—Separate Chairman and CEO Roles 21
- Board Meetings 21
- Committees 21
- Director Independence 21
- Board Composition and Tenure 23
- Director Nominee Skills and Experience 24
- Board Self-Evaluation 24
- Board Role in Risk Oversight 27
- Oversight Responsibilities by Committee 28
- Risk Assessment with Respect to Compensation Practices 28
- Oversight of Corporate Responsibility and Related Matters 29
- Stockholder Engagement 30
- Engagement Feedback 30
- Codes of Ethics 31
- Public Policy Engagement and Political Participation 31
- Prohibition on Hedging and Pledging 31
- Insider Trading Policy 32
- Annual Meeting Attendance 32
- Director Continuing Education 32
- Communications with the Board and Non-Management Directors 33

PROPOSAL 2—Ratification of Appointment of Independent Registered Public Accounting Firm **34**

- Ratification of Independent Registered Public Accounting Firm 34
- Independent Registered Public Accounting Firm Fees 34
- Policy on Audit Committee Pre-Approval 35

PROPOSAL 3—Advisory Vote to Approve Executive Compensation (Say-on-Pay) **36**

PROPOSAL 4—Approve An Amendment To Our Certificate of Incorporation To Limit The Liability of Our Officers As Permitted By Delaware Law **38**

PROPOSAL 5—Approval of The Amended And Restated 2023 Incentive Award Plan **40**

PROPOSAL 6—Advisory Vote on Stockholder Proposal for Stockholder Right to Act by Written Consent **48**

PROPOSAL 7—Advisory Vote on Stockholder Proposal Regarding Cumulative Voting for Board Elections **51**

Security Ownership Of Certain Beneficial Owners And Management 54

Director Compensation 56

- Director Compensation 57
- Legacy Director Compensation Programs 58
- Stock Ownership Guidelines 58

Certain Relationships and Related Party Transactions 59

- Policies and Procedures for Review and Approval of Related Person Transactions 59

Report of the Audit Committee of the Board of Directors 60

Compensation Discussion and Analysis 61

- Overview 61
- 2025 Compensation Objectives and Programs 63
- Stockholder Approval of 2024 Executive Compensation and Stockholder Engagement 65
- Determination of Executive Compensation 66
- Executive Compensation with an Emphasis on Performance-Based Pay 67
- Base Salary 67
- Annual Cash Incentive Program 68
- Long-Term Incentive Programs 71
- 2023 Non-Recurring Compensation Elements 73
- Severance Benefits and Post Termination Restrictive Covenants 73
- Other Benefits and Perquisites 75
- Continuing Focus on Leading Practices 76

Report of the Compensation Committee of the Board of Directors 77

Executive Officers 78

Executive Compensation 80

- Summary Compensation Table 80
- Grants of Plan-Based Awards in 2025 82
- Outstanding Equity Awards at 2025 Fiscal Year-End 83
- Options Exercised and Stock Vested 84
- Potential Payments Upon Termination or Change in Control 84
- CEO Pay Ratio 86
- Pay Versus Performance 87

Equity Compensation Plan Information 91

Other Matters 92

- Stockholder Proposals 92
- Annual Report and Available Information 92
- Cautionary Statement Regarding Forward-Looking Statements 93

Appendix A A-1

- Amendment to the Certificate of Incorporation

Appendix B B-1

- American Airlines Group Inc. 2023 Incentive Award Plan, as Amended and Restated

Appendix C C-1

- Reconciliation of Certain GAAP to Non-GAAP Financial Information

The Meeting

Purpose, Date and Time

We are furnishing this Proxy Statement to our stockholders in connection with the Board's solicitation of proxies to be voted at the Annual Meeting and any adjournments or postponements of that meeting. When used in this Proxy Statement, the terms "we," "us," "our," "the Company" or "American" refer to American Airlines Group Inc. ("AAG") and its consolidated subsidiaries.

The Annual Meeting will be held in a virtual format via audio webcast on Wednesday, June 10, 2026, at 9:00 a.m., Central Time, for the purposes described in the accompanying Notice of Annual Meeting. Stockholders can register to attend the meeting via the Internet at www.proxydocs.com/AAL by using the control number which appears on the Notice of Internet Availability of Proxy Materials, the proxy card (printed in the gray box), and the instructions that accompany your proxy materials.

The approximate date we are first sending the Notice of Annual Meeting and accompanying proxy materials to stockholders, or sending a Notice of Internet Availability of Proxy Materials and posting the proxy materials at www.proxydocs.com/AAL, is April 28, 2026.

Record Date; Stockholders Entitled to Vote

Stockholders of record at the close of business on April 13, 2026 (the "Record Date") are entitled to receive notice of and to vote at the Annual Meeting. On the Record Date, there were 661,385,137 shares of our Common Stock outstanding and eligible to be voted at the Annual Meeting. Each share of Common Stock entitles its owner to one vote on each matter submitted to the stockholders.

A list of the names of stockholders entitled to vote at the Annual Meeting will be available to stockholders for ten days prior to the Annual Meeting for any purpose germane to the Annual Meeting. Please contact our Corporate Secretary at *Corporate.Secretary@aa.com* if you wish to examine the list prior to the Annual Meeting. The stockholder list will also be available during the virtual Annual Meeting for examination by any stockholder.

Your vote is very important. You are encouraged to vote as soon as possible.

Virtual Stockholder Meeting

The virtual meeting format enables stockholders to participate fully, and equally, from any location around the world, at little to no cost. We designed the format of our Annual Meeting to ensure that our stockholders who attend our Annual Meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting and to enhance stockholder access, participation and communication through online tools. Our directors will also attend the meeting.

Access to the Audio Webcast of the Annual Meeting. The audio webcast of the Annual Meeting will begin promptly at 9:00 a.m., Central Time. Online access to the audio webcast will open approximately 30 minutes prior to the start of the Annual Meeting to allow time for you to log in and test the computer audio system. We encourage our stockholders to access the meeting prior to the start time.

Log in Instructions. Stockholders can register to attend the virtual meeting at www.proxydocs.com/AAL. Stockholders will need their control number which appears on the Notice of Internet Availability of Proxy Materials, the proxy card (printed in the gray box), and the instructions that accompany your proxy materials. In the event that you do not have a control number, please contact your broker, bank or other nominee as soon as possible and no later than June 3, 2026, so that you can be provided with a control number and gain access to the meeting. Once registered, stockholders will receive an e-mail with a unique link, and instructions on how to attend the meeting one hour prior to the start of the meeting.

Submitting Questions at the Virtual Annual Meeting. Our stockholders will be able to submit questions before and during the Annual Meeting by registering to attend the virtual meeting at www.proxydocs.com/AAL. Stockholders will need their unique

control number which appears on their Notice of Internet Availability of Proxy Materials, the proxy card (printed in the gray box), and the instructions that accompany the proxy materials.

In connection with the Annual Meeting, we will hold a Q&A session, during which we intend to answer questions submitted in accordance with the Annual Meeting's Rules of Conduct which are pertinent to the Company and the meeting matters. Answers to any such questions that are not addressed during the meeting will be published following the meeting on the Company's website at *www.aa.com* under the links "Investor Relations"—"Annual Shareholders Meeting"—"AGM – QA Written Responses." Questions and answers will be grouped by topic and substantially similar questions will be grouped and answered once. In order to promote fairness, efficient use of the Company's resources and to ensure all stockholders are responded to, we will respond to up to three questions from a single stockholder.

The Annual Meeting's Rules of Conduct will be posted on www.proxydocs.com/AAL approximately two weeks prior to the Annual Meeting.

Access to the Webcast of the Annual Meeting

The audio webcast of the virtual Annual Meeting will be available to not only our stockholders, but also our team members and other constituents. In order to attend the virtual Annual Meeting, all stockholders and other guests will need to register at www.proxydocs.com/AAL.

A replay of the meeting will be made publicly available for two weeks after the meeting at the same website.

We will have technicians ready to assist you with any technical difficulties you may have in accessing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during check-in or the meeting, please call the technical support number that will be posted on the virtual meeting platform log-in page.

Quorum

The presence, in person or by proxy, of the holders of a majority in voting power of the Common Stock issued and outstanding and entitled to vote at a meeting of stockholders, is necessary to constitute a quorum at the Annual Meeting. Shares are considered present "in person" if voted by the holder of those shares or by proxy during the Annual Meeting.

Vote Required to Approve Each Proposal

With respect to Proposal 1 (Election of Directors), each director must be elected by the affirmative vote of a majority of the votes cast with respect to such director by the shares present in person or represented by proxy and entitled to vote for the election of directors. A majority of the votes cast means that the number of votes cast "FOR" a nominee exceeds the number of votes cast "AGAINST" that nominee. We presently believe that brokers do not have discretionary authority to vote on this proposal. Abstentions and broker non-votes (as defined below under "How to Vote Your Shares") are not considered votes cast "FOR" or "AGAINST" a nominee's election and will have no effect in determining whether a nominee has received a majority of the votes cast. In this election, an incumbent director nominee who does not receive the required number of votes for reelection is expected to tender his or her resignation to the Board in accordance with our Corporate Governance Guidelines (the "Governance Guidelines"). Within approximately 90 days after certification of the election results of the stockholder vote, our CGPR Committee (or such other committee as directed by the Board) will make a recommendation to our Board and the Board will make a determination as to whether to accept or reject the tendered resignation. Following such determination, we will publicly disclose the decision regarding any tendered resignation in a Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC").

Approval of Proposal 2 (Ratification of Appointment of Independent Registered Public Accounting Firm), Proposal 3 (Advisory Vote to Approve Executive Compensation), Proposal 5 (Approval of the Amended and Restated 2023 Incentive Award Plan), Proposal 6 (Advisory Vote on Stockholder Proposal for Stockholder Right to Act by Written Consent) and Proposal 7 (Advisory Vote on Stockholder Proposal Regarding Cumulative Voting for Board Elections) will require the affirmative vote of the holders

of a majority of the shares represented, in person or by proxy, and entitled to vote on the matter at the Annual Meeting, provided a quorum is present. Abstentions are considered in determining the number of votes required to obtain the necessary majority vote for the proposal and will have the same legal effect as voting against each proposal.

Proposal 4 (Approval of an Amendment to our Restated Certificate of Incorporation to Limit the Liability of Our Officers as Permitted by Delaware Law) will require the affirmative vote of the holders of at least a majority of all shares outstanding and entitled to vote for the election of directors as of the Record Date. Abstentions are considered in determining the number of votes required to obtain the necessary majority vote for the proposal and will have the same legal effect as voting against Proposal 4.

Broker non-votes will have no effect on the outcome of Proposals 1, 3, 5, 6 and 7 and will have the same effect as a vote "AGAINST" Proposal 4. We presently believe that brokers will have discretionary authority to vote on Proposal 2 and, as such, broker non-votes are not expected on Proposal 2.

How to Vote Your Shares

If you are a stockholder of record, you may vote your shares:

- over the Internet at www.proxydocs.com/AAL prior to the virtual Annual Meeting (and during the virtual Annual Meeting by registering at www.proxydocs.com/AAL); or
- by telephone using the toll-free number 1-866-570-3320 prior to the virtual Annual Meeting; or
- by filling out, signing and dating your proxy card and mailing it in the prepaid envelope.

You will need to follow the instructions when using any of these methods to make sure your shares will be voted at the Annual Meeting. We encourage you to vote in advance by telephone, over the Internet or by mail by completing your proxy card, even if you plan to attend the virtual Annual Meeting.

If your shares are held in "street name" through a broker, bank or other nominee, you may instruct your broker, bank or other nominee to vote your shares by following the instructions that the broker, bank or other nominee provides to you with the proxy materials. If you do not provide the broker, bank or other nominee with specific voting instructions, the broker, bank or other nominee that holds your shares generally may vote on "routine" proposals but cannot vote on "non-discretionary" (non-routine) proposals. We presently believe that Proposal 2 is routine and that Proposals 1, 3, 4, 5, 6 and 7 are non-discretionary.

Most brokers offer the ability for stockholders to submit voting instructions over the Internet, by telephone or by mail by completing a voting instruction card after you have read these proxy materials. If you hold shares through a broker, bank or other nominee and wish to vote your shares at the Annual Meeting, you will need your unique control number which appears on the instructions that accompany the proxy materials. In any case, voting in advance over the Internet, by telephone or by mail will not prevent you from voting at the virtual Annual Meeting.

If the broker, bank or other nominee that holds your shares in "street name" returns a proxy card without voting on a non-discretionary proposal because it did not receive voting instructions from you on that proposal, this is referred to as a "broker non-vote." "Broker non-votes" are considered in determining whether a quorum exists at the Annual Meeting. As noted in "Vote Required to Approve Each Proposal" above, broker non-votes will have no effect on the outcome of Proposals 1, 3, 5, 6 and 7 and will have the same effect as a vote "AGAINST" Proposal 4. We presently believe that brokers will have discretionary authority to vote on Proposal 2 and, as such, broker non-votes are not expected on Proposal 2.

Revoking or Changing Your Vote

Stockholders may revoke or change their votes at any time before exercise at the Annual Meeting by the following methods (your last instruction received by us will be counted):

- giving notice of revocation to our Corporate Secretary, at American Airlines Group Inc., MD8B503, 1 Skyview Drive, Fort Worth, Texas 76155 (by mail or overnight delivery);

- executing and delivering to our Corporate Secretary, at the address noted above, a proxy card relating to the same shares bearing a later date;
- voting over the Internet or by telephone prior to the time the voting facilities close; or
- logging onto and voting at the virtual Annual Meeting.

If your shares are held in "street name," you must contact your broker, bank or other nominee to revoke or change your vote. The revocation or change must be made by the broker, bank or other nominee before the Annual Meeting.

Authority of Proxies

All proper votes received by us by 9:00 a.m., Central Time, on June 10, 2026, and not revoked will be voted at the Annual Meeting in accordance with the directions noted. In the absence of instructions, shares represented by a signed and dated proxy card will be voted "FOR" the election of all director nominees, "FOR" the ratification of the appointment of the independent registered public accounting firm, "FOR" the approval, on a non-binding, advisory basis, of executive compensation as disclosed in this Proxy Statement, "FOR" the approval of an amendment to our Restated Certificate of Incorporation to limit the liability of our officers as permitted by Delaware law, "FOR" the approval of the Amended and Restated 2023 Incentive Award Plan, and "AGAINST" the stockholder proposals.

If any other matters properly come before the Annual Meeting, the persons named as proxies on the proxy card will vote upon those matters according to their judgment. The Board knows of no other items of business that will be presented for consideration at the Annual Meeting other than those described in this Proxy Statement.

Solicitation of Votes

In addition to soliciting votes through the mail, we may solicit votes through our directors, officers and other team members in person and by e-mail, telephone or facsimile. We may also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares held of record by them. We will pay all expenses incurred in connection with the solicitation of proxies. In addition, we have retained Innisfree M&A Incorporated (the "Proxy Solicitor") to assist in the solicitation for an anticipated fee of $25,000, plus expenses. We have also agreed to indemnify the Proxy Solicitor and its affiliates against certain claims, liabilities, losses, damages and expenses.

Inspector of Election

All votes at the Annual Meeting will be counted by Mediant, Inc., our inspector of election. The inspector of election will separately tabulate affirmative and negative votes, abstentions and broker non-votes.

Important Notice of Internet Availability of Proxy Materials for the Annual Meeting

The Notice of Annual Meeting, this Proxy Statement and our Annual Report to Stockholders for the fiscal year ended December 31, 2025 are available at www.proxydocs.com/AAL prior to and during the Annual Meeting.

Electronic Delivery of Proxy Materials

In order to eliminate the mailing of a paper notice and to speed your ability to access the proxy materials (including our Annual Report to Stockholders for the year ended December 31, 2025), we encourage you to sign up for electronic delivery of the Notice of Internet Availability of Proxy Materials using the instructions described below. Stockholders can help us reduce costs and the impact on the environment by electing to receive and access future copies of our proxy statements, annual reports and other stockholder materials electronically by e-mail. If your shares are registered directly in your name with our stock registrar and

transfer agent, Equiniti Trust Company, LLC, you can make this election by going to *equiniti.com/us*, (1) clicking on "Login" under the heading "Individuals", (2) clicking on Shareholder Central, (3) entering the information required to gain access to your account and (4) clicking e-Consent. You may also make this election by following the instructions provided when voting over the Internet. If you hold your shares in a brokerage account or otherwise through a third party in "street name," please refer to the information provided by your broker, bank or other nominee for instructions on how to elect to receive and view future annual meeting materials electronically.

This year, we intend both to mail our proxy materials to certain stockholders and to use the "Notice and Access" method of providing proxy materials to certain stockholders. Under the Notice and Access method, if you have not opted to receive an e-mail notification, you will receive by mail a simple "Notice of Internet Availability of Proxy Materials," which will direct you to a website where you may access proxy materials online. You will also be told how to request proxy materials (at no charge) via mail or e-mail, as you prefer.

Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (*e.g.*, brokers) to satisfy the delivery requirements for proxy statements and annual reports, or Notices of Internet Availability of Proxy Materials, with respect to two or more stockholders sharing the same address by delivering a single proxy statement and annual report, or Notice of Internet Availability of Proxy Materials, addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies. In accordance with these rules, only one proxy statement and annual report, or Notice of Internet Availability of Proxy Materials, will be delivered to multiple stockholders sharing an address unless we have received contrary instructions from one or more of the stockholders. Stockholders who currently receive multiple copies of the proxy statement and annual report, or Notice of Internet Availability of Proxy Materials, at their address and would like to request "householding" of their communications should contact their broker if they are beneficial owners or direct their request to our Corporate Secretary at the address provided on page 3 of this Proxy Statement if they are registered holders.

If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate proxy statement and annual report, or Notice of Internet Availability of Proxy Materials, please notify your broker. If you are a beneficial owner or, if you are a registered holder, direct your written request to Broadridge Financial Solutions, Inc., Householding Department, 51 Mercedes Way, Edgewood, New York 11717 or call Broadridge at 1-866-540-7095.

If requested, we will also promptly deliver, upon oral or written request, a separate copy of the proxy statement and annual report, or Notice of Internet Availability of Proxy Materials to any stockholder residing at an address to which only one copy was mailed.

PROPOSAL 1
Election of Directors

Election of Directors

Our Fifth Amended and Restated Bylaws ("Bylaws") provide that the number of directors shall be determined by the Board, which has currently set the number at 13. The Board reserves the right to increase or decrease its size at any time. Ms. O'Leary, a current director, plans to retire from service on our Board at the end of her current term. Accordingly, upon the recommendation of the CGPR Committee, the Board approved a reduction in the number of directors constituting the full Board from 13 to 12, effective immediately prior to the Annual Meeting. Upon the recommendation of the CGPR Committee, the Board has nominated the 12 director candidates listed below under the section "Director Nominees." All nominees are currently directors of the Company.

If elected as a director at the Annual Meeting, each of the nominees will serve a one-year term expiring at the 2027 annual meeting of stockholders and until his or her successor has been duly elected and qualified.

Each of the nominees has consented to serve as a director, if elected.

The Board unanimously recommends that the stockholders vote "FOR" the proposal to elect each director of the Company listed below under the section "Director Nominees" for a one-year term expiring at the 2027 annual meeting of stockholders and until his or her successor has been duly elected and qualified.

Director Nominees

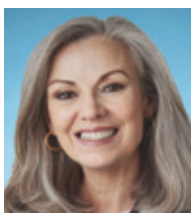
Information regarding our director nominees, including their qualifications and principal occupations, as well as the key experience and qualifications that led the Board to conclude each nominee should serve as a director, is provided below. The categories of key skills are:

- Airline / Travel / Transportation
- Consumer / Customer Service
- Financial / Accounting
- Investment
- Information Technology
- Safety
- International Leadership
- Sustainability
- Senior Leadership
- Human Capital / Union Relations
- Risk Management

There are no family relationships among the directors and our executive officers.

Adriane Brown
Director since 2021

John Cahill
Director since 2013



Mary Dillon
Director since 2026

Kathryn Farmer
Director since 2025

Matt Hart
Director since 2013

Robert Isom
Director since 2022

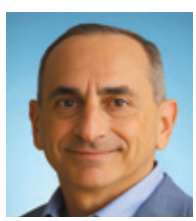
Sue Kronick
Director since 2015

Marty Nesbitt
Director since 2015

Vincente Reynal
Director since 2022

Greg Smith
Director since 2022

Doug Steenland
Director since 2020



Howard Ungerleider
Director since 2024

Adriane M. Brown

Independent Director Age: 67 Director since: 2021

Ms. Brown is an experienced executive with extensive background across the technology and industrial sectors, with special focus on safety management systems, safety regulations and risk management. She also brings extensive public company board experience and valuable insights into operational excellence, business development, strategy and innovation. As a venture capital investor, Ms. Brown contributes to the Board her deep expertise in capital markets, strategic investment and growth opportunities.

Career highlights

Flying Fish Partners—a technology-based venture capital firm

- Managing Partner (2018-Present)

Intellectual Ventures—a private equity firm

- President and Chief Operating Officer (2010-2017)

Honeywell (NASDAQ: HON)—a global technology and manufacturing company

- Senior Vice President, Energy Strategy (2009)
- President and Chief Executive Officer, Transportation Systems (2005-2009)
- Vice President and General Manager, Engine Systems and Accessories (2001-2005)
- Vice President and General Manager, Aircraft Wheels and Brakes (1999-2001)

Board committees

- Safety (Chair), Corporate Governance and Public Responsibility

Education

- BS, Environmental Health, Old Dominion University
- MS, Management, MIT
- PhD, Humane Letters, Old Dominion University

Other current public company directorships

- KKR & Co. Inc. (NYSE: KKR) (2021-Present)
- Axon Enterprise, Inc. (NASDAQ: AXON) (2020-Present)
- eBay Inc. (NASDAQ: EBAY) (2017-Present)

Past public company directorships

- Allergan plc (NYSE: AGN) (acquired by AbbVie in 2020) (2017-2020)
- Raytheon Company (NYSE: RTX) (2018-2020) (merged with United Technologies UTX in 2020) (the original ticker symbol was RTN)
- Harman International Industries, Inc. (independent subsidiary of Samsung Electronics since 2017) (2013-2017)

Notable affiliations

- Board Member, International Women's Forum

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Safety
- International Leadership

John T. Cahill

Independent Director **Age: 68 Director since: 2013**

Mr. Cahill is an accomplished executive with extensive experience in the financial and consumer goods industries. He has a successful track record of leading global companies, leveraging his expertise to identify and capitalize on opportunities for brand building, operational excellence, innovation and stockholder value growth. Mr. Cahill's service on public company boards further enhances his ability to contribute to the Board his valuable strategic perspective on corporate governance practices, consumer trends and business development initiatives.

Career highlights

The Kraft Heinz Company (NASDAQ: KHC)—a multinational food company

- Chairman (January 2026-Present)
- Vice Chairman (2015-2025)
- Chairman and Chief Executive Officer of Kraft Foods Group Inc. until merger with H.J. Heinz Company (2014-2015)

Ripplewood Holdings—an American private equity firm

- Industrial Partner (2008-2011)

Pepsi Bottling Group, Inc.—a manufacturer and distributor of beverage products (acquired by PepsiCo in 2010)

- Chief Executive Officer (2001-2006)
- Chairman (2002-2007)

Board committees

- Audit, Finance

Education

- BA, Economics, Harvard University
- MBA, Harvard University

Other current public company directorships

- Autodesk Inc. (NASDAQ: ADSK) (2024-Present)
- Kraft Heinz Co. (NASDAQ: KHC) (2015-Present)
- Colgate-Palmolive Company (NYSE: CL) (2005-Present)

Past public company directorships

- The Kraft Foods Group (NASDAQ: KHC) (2012-2015)
- Legg Mason, Inc. (NYSE: LM) (2009-2014)
- The Pepsi Bottling Group, Inc. (NYSE: PBG) (acquired by PepsiCo in 2010) (1999-2007)
- Frontier Group Holdings, Inc. (NASDAQ: ULCC) (1984-1985)

Notable affiliations

- Board Member, Medical University of SC Foundation
- Board Member, Barry Trust

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Safety
- International Leadership
- Consumer / Customer Service

Mary N. Dillon

Independent Director Age: 65 Director since: 2026

Ms. Dillon, a seasoned business leader with over four decades of experience in retail and consumer industries, is known for her values-based and consumer-centric leadership approach and her ability to cultivate aligned teams. She emphasizes cultivating workplace cultures that uplift the contributions and insights of team members at all levels.

Career highlights

Foot Locker, Inc. (NYSE: FL)—a leading footwear and apparel retailer

- Chief Executive Officer (2022-2025)

Ulta Beauty, Inc. (NASDAQ: ULTA)—largest U.S. specialty beauty retailer

- Executive Chair (2021-2022)
- Chief Executive Officer (2013-2021)

United States Cellular Corporation—full service wireless carrier

- President and Chief Executive Officer (2010-2013)

Board committees

- Compensation, Corporate Governance and Public Responsibility

Education

- BS, Marketing, University of Illinois at Chicago

Other current public company directorships

- KKR & Co. Inc. (NYSE: KKR) (2018-Present)

Past public company directorships

- Foot Locker, Inc. (NYSE: FL) (2022-2025)
- Ulta Beauty, Inc (NASDAQ: ULTA) (2013-2022)
- Starbucks Corporation (NASDAQ: SBUX) (2016-2022)
- Target Corporation (NYSE: TGT) (2007-2013)
- United States Cellular Corporation (NYSE: USM) (2010-2013)

Notable affiliations

- Board of Trustees, Save the Children US

Key skills and experience

- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Consumer / Customer Service
- International Leadership
- Information Technology
- Human Capital / Union Relations

Kathryn M. Farmer

Independent Director **Age: 56 Director since: 2025**

Ms. Farmer is a seasoned executive with over 30 years of railroading and transportation experience. She serves as President and Chief Executive Officer of BNSF Railway, responsible for overseeing the entire company and its operations. Over her career she has held a variety of positions, including in sales and marketing, finance, and network operations. Ms. Farmer has extensive leadership and operations experience, railway and transportation industry expertise, as well as capacity planning, products sales, and safety and governance experience.

Career highlights

BNSF Railway—the largest freight railroad in the United States

- President and Chief Executive Officer (2021-Present)
- Chief Operations Officer (2018-2021)

Board committees

- Finance, Safety

Education

- BBA, Texas Christian University
- MBA, Texas Christian University

Notable affiliations

- Board Member, Fort Worth Economic Development Partnership
- Board of Trustees, Texas Christian University
- Board Member, American Heart Association SouthWest Region
- Board Member, Association of American Railroads

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Safety
- Consumer / Customer Service
- Information Technology
- Sustainability
- Human Capital / Union Relations

Matthew J. Hart

Independent Director **Age: 74 Director since: 2013**

Mr. Hart brings extensive financial and operational leadership experience with expertise in global market expansion, operational safety, financial reporting and corporate governance. Having served on numerous public company boards and overseen large-scale international operations focused on delivering exceptional experiences in the hospitality and travel industries, Mr. Hart provides valuable insights into financial strategy, capital markets and risk management.

Career highlights

Hilton Hotels Corporation (NYSE: HLT)—a global hospitality company

- President and Chief Operating Officer (2004-2007)
- Executive Vice President and Chief Financial Officer (1996-2004)

Walt Disney Company (NYSE: DIS)—a multinational media and entertainment conglomerate

- Senior Vice President and Treasurer (1995-1996)

Board committees

- Audit (Chair), Safety

Education

- BA, Economics, Sociology, Vanderbilt University
- MBA, Columbia University

Current public company directorships

- AMH (formerly American Homes 4 Rent) (NYSE: AMH) (2012-Present)
- Air Lease Corporation (NYSE: AL) (2010-Present)

Past public company directorships

- B. Riley Financial, Inc. (NASDAQ: RILY) (2009-2015)
- US Airways Group, Inc. (NYSE: LCC) (merged with American Airlines in 2013) (2006-2013)
- Kilroy Realty Corporation (NYSE: KRC) (1997-2008)
- America West Holdings Corporation (NYSE: AWA) (merged with US Airways Group, Inc. in 2005) (2004-2005)

Notable affiliations

- Board Member, Heal the Bay
- Advisory Board Member, Intelity

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Consumer / Customer Service
- Information Technology
- Sustainability
- International Leadership

Robert D. Isom

Chief Executive Officer and President Age: 62 Director since: 2022

Mr. Isom is a seasoned aviation industry executive, with more than two decades of leadership experience at American Airlines and its legacy company brands. His deep expertise in finance, commercial strategy and operations provides crucial insights to Board discussions on stockholder value creation initiatives.

During Mr. Isom's tenure as CEO and President, he has implemented strategies that have strengthened the Company's financial foundations. He has led the Company's work to enhance its operational reliability, build a stronger global network, improve its fleet utilization, maximize the value of its industry-leading loyalty program, deliver an elevated customer experience and strengthen its balance sheet. Under Mr. Isom's leadership, American has finalized new collective bargaining agreements with all of its major represented workgroups.

Career highlights

American Airlines Group Inc. and American Airlines, Inc. (NASDAQ: AAL)—a leading global airline

- Chief Executive Officer (2022-Present)
- President (2016-Present)
- Executive Vice President and Chief Operating Officer (2013-2016)

US Airways Group, Inc. and US Airways, Inc.—international airline that merged with American Airlines in 2013

- Executive Vice President and Chief Operating Officer (2007-2013)

Past public company directorships

- Pinnacle Airline Corporation (NYSE: PNCL) (became wholly owned subsidiary of Delta Air Lines in 2013) (2003-2005)

Education

- BS, Mechanical Engineering, BA, English, Notre Dame
- MBA, University of Michigan

Notable affiliations

- Chair, Airlines for America
- Chairman of the Governing Board and Member of Compensation Committee, oneworld Alliance
- Board of Governors Member, International Air Transport Association
- Member, Airlink Governor's Council
- Board Member, Fort Worth Economic Development Partnership
- Board Member (Civic Committee), Commercial Club of Chicago
- Member, Charlotte Executive Leadership Council

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Safety
- Consumer / Customer Service
- Sustainability
- International Leadership
- Human Capital / Union Relations

Susan D. Kronick

Independent Director **Age: 74 Director Since: 2015**

Ms. Kronick brings deep financial, marketing and operational expertise to the Board. With over three decades of experience in the retail industry and extensive consumer-focused service, she provides deep insights on delivering customer excellence and engagement. Her board experience with leading public companies strengthens the Board's oversight of corporate governance, brand positioning and stockholder value creation.

Career Highlights

Marvin Traub Associates—a New York based retail consulting firm

- Operating Partner (2012-2022)

Macy's Inc. (NYSE: M)—a leading department stores company

- Vice Chairman (2003-2010)
- Group President, Macy's Regional Department Stores (2001-2003)
- Chairman and Chief Executive Officer, Macy's Florida (1997-2001)

Board committees

- Corporate Governance and Public Responsibility, Safety

Education

- BA, Asian Studies, Connecticut College

Current Public Company Directorships

- Hyatt Hotels Corporation (NYSE: H), (2009-Present)

Past Public Company Directorships

- The Pepsi Bottling Group, Inc. (NYSE: PBG) (acquired by PepsiCo in 2010) (1999-2010)

Notable Affiliations

- Board Member, Miami City Ballet

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Senior Leadership
- Investment
- Consumer / Customer Service
- International Leadership
- Human Capital / Union Relations

Martin H. Nesbitt

Independent Director Age: 63 Director since: 2015

Mr. Nesbitt brings decades of innovative leadership and a successful track record of value creation-driven investments to the Board. His proven operational, financial and investment strategies, as well as his more than 16 years of global public company board experience, bolsters the Board's oversight of American's value-creating initiatives and growth strategy.

Career highlights

The Vistria Group, LLC—a private-equity investment firm

- Co-Chief Executive Officer (2013-Present)

TPS Parking Management LLC—an owner and operator of off-airport parking facilities

- President and Chief Executive Officer (1996-2012)

Board committees

- Corporate Governance and Public Responsibility (Chair), Audit

Education

- BA, Economics and Accounting, Albion College
- MBA, Finance, University of Chicago

Current public company directorships

- Phoenix Education Partners, Inc. (NYSE: PXED) (2025-Present)
- Chewy, Inc. (NYSE: CHWY) (2020-Present)

Past public company directorships

- CenterPoint Energy Inc (NYSE: CNP) (2018-2024)
- Jones Lang LaSalle Incorporated (NYSE: JLL) (2011-2021)
- Norfolk Southern Corporation (NYSE: NSC) (2013-2018)
- Pebblebrook Hotel Trust (NYSE: PEB) (2009-2010)

Notable affiliations

- Trustee, Chicago's Museum of Contemporary Art
- Chairman, The Barack Obama Foundation

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Information Technology
- International Leadership

Vicente Reynal

Independent Director Age: 51 Director since: 2022

Mr. Reynal contributes significant global leadership and operational experience, including expertise in corporate transactions, customer service and brand loyalty strategies. He oversaw growth and profitability leading to the IPO of Gardner Denver in 2017 and its subsequent acquisition by Ingersoll Rand, delivering significant stockholder value. His deep insights into transformative growth strategies inform the Board's discussions focused on growth initiatives and risk oversight.

Career highlights

Ingersoll Rand Inc. (NYSE: IR)—a global manufacturing technology company

- Chairman (2021-Present)
- President and Chief Executive Officer (2020-Present)

Gardner Denver Inc. (NYSE: GDI)—an industrial manufacturing company (merged with Ingersoll Rand in 2020)

- Chief Executive Officer and President (2017-2020)
- Chief Executive Officer and President, Industrials (2015-2016)

Danaher Corporation (NYSE: DHR)—a global life science and manufacturing company

- Group President, Dental Technologies (2014-2015)
- President, Ormco (2011-2013)
- President, Pelton & Crane, KaVo and Dental Platform Special Markets (2007-2011)
- Vice President, Global Operations (2004-2007)

Thermo Fisher Scientific (NYSE: TMO)—a life sciences and scientific instruments company

- Vice President, Global Operations and Supply Chain (2002-2004)

Allied Signal Aerospace (Honeywell Aero today)

- Business Unit Manager (Engine Repair and Overhaul) (1998-2002)

Board committees

- Finance (Chair), Compensation

Education

- BS, Mechanical Engineering, Georgia Institute of Technology
- MS, Mechanical Engineering, MIT
- MS, Technology & Policy, MIT

Current public company directorships

- Ingersoll Rand Inc. (NYSE: IR) (2020-Present)

Past public company directorships

- Gardner Denver Inc. (NYSE: IR) (2017-2020)

Notable affiliations

- Board Member, Ownership Works
- Board Member, American Heart Association

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Safety
- Consumer / Customer Service
- Sustainability
- International Leadership
- Information Technology
- Human Capital / Union Relations

Gregory D. Smith

Independent Chairman of the Board Age: 59 Director since: 2022

Mr. Smith brings three decades of global aerospace experience to the Board, having held leadership roles at prominent aviation and defense companies. He has a demonstrated track record of driving operational excellence across manufacturing, operations, supply chain and quality programs management. He also contributes to the Board his extensive expertise in financial strategy, risk management, information technology, including artificial intelligence, and regulatory affairs for complex, capital-intensive industries.

Career highlights

G2 Equity Partners—an aerospace and defense private equity firm

- Co-Founder and Chief Executive Officer (2024-Present)

The Boeing Company (NYSE: BA)—a global aerospace company

- Chief Financial Officer and Executive Vice President of Enterprise Operations (2020-2021)
- Chief Financial Officer (2011-2020)
- Interim Chief Executive Officer (2019-2020)
- Vice President, Finance and Corporate Controller (2010-2012)
- Vice President of Financial Planning and Analysis (2008-2010)

Raytheon Company (NYSE: RTX)—an aerospace and defense company

- Vice President, Investor Relations (2004-2008)

Current public company directorships

- Intel Corporation (NASDAQ: INTC) (2017-Present)

Education

- BS, Business, Kennedy Western University
- Executive Education, Harvard University
- Executive Education, Wharton Business School

Notable affiliations

- Board Member, Ignium
- Board Member, Lurie Children's Hospital Foundation
- Board Member, Northwestern Memorial Healthcare
- Board Member, Sierra Nevada Space Corporation
- Board Member, Sugar23
- Board Member, Shield AI

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Sustainability
- International Leadership
- Information Technology
- Human Capital / Union Relations

Douglas M. Steenland

Independent Director **Age: 74 Director since: 2020**

Mr. Steenland brings extensive airline leadership experience and a deep understanding of finance, safety and regulatory affairs and global operations to the Board. His executive tenure leading an airline, combined with his recent career in asset management advisory and extensive Board experience, bolsters the Board's oversight of strategic initiatives in the context of variable industry considerations and evolving market risks.

Career highlights

The Blackstone Group L.P. (NYSE: BX)—the world's largest alternative asset manager

- Senior Advisor (2009-Present)

Northwest Airlines Corporation—formerly one of the world's largest airlines

- Chief Executive Officer (2004-2008)
- President (2001-2004)

Verner Liipfert et al—law firm (merged with DLA Piper in 2002, now DLA Piper LLP)

- Senior Partner (1984-1991)

Board committees

- Compensation (Chair), Finance

Education

- BA, History, Calvin College
- JD, The George Washington University Law School

Current public company directorships

- Hilton Worldwide Holdings, Inc. (NYSE: HLT), (2009-Present), Lead Director

Past public company directorships

- American International Group, Inc. (NYSE: AIG) (2009-2023)
- London Stock Exchange Group (LSEG.L) (2021-2023)
- Performance Food Group (NYSE: PFGC) (2012-2019)
- Travelport LLC (2012-2019)

Notable affiliations

- Board of Trustees, Brookings Institute
- Board Member, IBS Software
- Board Member, Middle East Investment Initiative

Key skills and experience

- Airline / Travel / Transportation
- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Safety
- International Leadership
- Human Capital / Union Relations

Howard I. Ungerleider

Independent Director **Age: 57 Director since: 2024**

Mr. Ungerleider brings over three decades of global business and financial leadership, including his prior service as President and Chief Financial Officer of a Fortune 100 company. He contributes to the Board's oversight his expertise in finance and financial reporting, mergers and acquisitions, P&L management, investor relations and successful, transformative strategies, with a focus on digital innovation.

Career highlights

Clayton, Dubilier & Rice—a private equity firm

- Operating Advisor (2024-Present)

Dow Inc. (NYSE: DOW)—a global materials science company

- President and Chief Financial Officer (2019-2023)
- Chief Financial Officer, DowDuPont (2017-2019)
- Vice Chairman and Chief Financial Officer (2014-2017)
- Executive Vice President, Advanced Materials (2012-2014)

Board committees

- Audit, Compensation

Education

- BBA, Marketing, University of Texas at Austin
- MBA, University of California, Los Angeles

Current public company directorships

- Air Products and Chemicals, Inc. (NYSE: APD) (2025-Present)
- Kyndryl Holdings Inc (NYSE: KD) (2021-Present)
- Phillips 66 (NYSE: PSX) (2026-Present)

Notable affiliations

- Board Member, Shintech
- Board Member, Ravago
- Board Member, Michigan Baseball Foundation
- Board Member, Rollin M. Gerstacker Foundation

Key skills and experience

- Financial / Accounting
- Risk Management
- Senior Leadership
- Investment
- Safety
- Sustainability
- International Leadership
- Information Technology
- Human Capital / Union Relations

Board Composition

How We Build a Board that is Right for American Airlines

All director nominees recommended for election at the Annual Meeting are current members of the Board. The effectiveness of the Board and the recruitment of directors are overseen by the CGPR Committee. In evaluating candidates for director, the CGPR Committee considers the qualifications described below. Based on its evaluation of each of the current nominees' qualifications and with respect to incumbent directors, his or her prior performance as a director, the CGPR Committee determined to recommend each nominee for election. The CGPR Committee received no nominations from stockholders for the Annual Meeting.

Consistent with its charter, the CGPR Committee proposes for nomination of existing directors and new candidates who have the highest personal and professional integrity, have demonstrated exceptional judgment, have proven leadership skills, as well as the requisite skills and experience necessary to advance our long-term strategic plan, are committed to our success and have the ability to work effectively with the Company's Chief Executive Officer and other members of the Board. Also, a nominee must possess skills, experience and expertise appropriate to best serve the long-term financial interests of our stockholders.

The Governance Guidelines specify that it is the objective of the Board that it be composed of individuals who have, among other things, the skills, expertise and perspectives appropriate for the business and operation of the Company and serving the long-term interests of our stockholders. The Board currently includes a group of individuals who have demonstrated success and leadership in a variety of fields and endeavors, with a broad range of experience, opinions, perspectives, professions, skills, expertise, education, geographic representation and backgrounds. The CGPR Committee and the Board believe that the Board is, and should continue to be, comprised of persons who can contribute experience in public company board service and corporate governance and areas such as strategic planning, leadership of large, complex organizations, international and global operations, the airline, travel and transportation industries, finance, accounting, investment, risk management, customer service, marketing and consumer products, labor relations and human resources (including leadership assessment and managing a global workforce), safety, information technology, and sustainability. The CGPR Committee does not assign specific weight to a particular criteria, and no particular criterion is necessarily applicable to all prospective nominees.

The Governance Guidelines also require that any directors who also serve as the chief executive officer of a public company should not serve on more than two boards of public companies other than the Company's Board, and other directors should not serve on more than four boards of public companies, other than the Company's Board.

In accordance with applicable listing standards of The Nasdaq Stock Market ("Nasdaq"), the Board confirms that other than Robert D. Isom, Chief Executive Officer, all members of the Board are independent in accordance with the Nasdaq definition of independence and that the members of the Board, as a group, maintain the requisite qualifications under applicable Nasdaq listing standards for service on the Audit, Compensation and CGPR Committees.

Board Refreshment and Succession Planning

The Board believes that thoughtful refreshment of the members of the Board is important to ensure that the Board continues to meet the changing needs of the Company and that new viewpoints and perspectives are regularly considered. The Board is committed to Board refreshment, while recognizing the need for continuity and institutional insight of incumbent directors, and both the Board and CGPR Committee regularly evaluate the composition of the Board and its committees in an effort to develop a long-term succession plan for the Board and its leadership. We have a robust onboarding process for new directors to get up to speed efficiently and build relationships with key personnel at the Company. New directors meet individually with each member of the senior leadership team, our Board liaison and Corporate Secretary, participate in visits at our operations, and receive briefing materials to support their joining the Board.

The Board has delegated to the CGPR Committee, in consultation with the Chairman of the Board and the CEO, the primary responsibility for identifying, evaluating, reviewing and recommending qualified director candidates to the entire Board, and the

primary responsibility for evaluating, reviewing and recommending the incumbent directors for nomination for reelection to the Board. To facilitate the Board's succession planning process, the Governance Guidelines state that non-management directors may not serve for more than 15 years in that capacity unless the Board, upon the recommendation of the CGPR Committee, determines that continued service by a director would be in the best interests of the Company. The Governance Guidelines also state that the Board has adopted a mandatory retirement age for all non-employee directors so that no non-employee director will be nominated to stand for reelection to the Board after attaining age 75.

The active work of our CGPR Committee to add engaged and dynamic leaders to our Board has resulted in six of our 11 incumbent independent director nominees having joined our Board in or following 2021: Adriane M. Brown (2021), Gregory D. Smith (2022), Vicente Reynal (2022), Howard I. Ungerleider (2024), Kathryn M. Farmer (2025), and Mary N. Dillon (2026). The average tenure of our director nominees is 5.6 years. Additional biographical information on each nominee is set out above beginning on page 7.

Effective April 30, 2023, Gregory D. Smith began to serve as the Company's Independent Chairman. By separating the roles of Chairman and CEO, our CEO is able to continue to focus on executing on our strategy and operations, and our Independent Chairman can devote time and attention to matters of Board oversight and governance.

The CGPR Committee and the Board also reviews committee assignments on at least an annual basis to help ensure that fresh viewpoints and perspectives are regularly considered on each committee while also providing the committees with continuity of operations in order to maintain the effectiveness of the committees. In 2025, Douglas Steenland became Chair of the Compensation Committee and Vicente Reynal replaced Denise M. O'Leary as a member of the Finance Committee and also became chair of the Finance Committee. Denise M. O'Leary replaced Vicente Reynal as a member of the CGPR Committee, and Kathryn M. Farmer became a member of the Finance Committee and the Safety Committee.

Stockholder Recommendations or Nominations of Director Candidates

The Board welcomes recommendations from its stockholders for director candidates that they believe meet the standards described above under "How We Build a Board that is Right for American Airlines." We encourage stockholders with any such director candidate recommendations to contact us directly prior to going through the formal director nomination procedures described below. The CGPR Committee has a policy of considering candidates who are recommended by stockholders for membership to the Board in the same manner as candidates recommended by members of the Board.

Under our Bylaws, any stockholder wishing to nominate a director must submit in writing the candidate's name, biographical information, business qualifications and other information required by the Bylaws, to Martin H. Nesbitt, Chair of the Corporate Governance and Public Responsibility Committee, American Airlines Group Inc., MD8B503, 1 Skyview Drive, Fort Worth, Texas 76155. All submissions must be accompanied by the written consent of the proposed nominee to be named as a nominee and to serve as a director, if elected, and must otherwise be in compliance with our Bylaws. The Bylaws require that written nominations be received by the Company no sooner than 120 days and no later than 90 days prior to the first anniversary of the preceding year's annual meeting of stockholders. For the 2027 annual meeting of stockholders, notice must be delivered no sooner than February 10, 2027 and no later than March 12, 2027. All qualified submissions will be reviewed by the CGPR Committee at the next appropriate meeting.

In addition, our Bylaws permit certain of our stockholders who have beneficially owned 3% or more of our outstanding Common Stock continuously for at least three years to submit nominations to be included in the Company's proxy materials for up to 20% of the total number of directors then serving. Notice of proxy access director nominations for the 2027 annual meeting of stockholders must be delivered to our Corporate Secretary at our principal executive offices no earlier than November 28, 2026 and no later than the close of business on December 28, 2026. The notice must set forth the information required by our Bylaws with respect to each proxy access director nomination that eligible stockholder or stockholders intend to present at the 2027 annual meeting of stockholders and must otherwise be in compliance with our Bylaws.

Any notice of director nomination other than through proxy access must include the additional information required by Rule 14a-19(b) under the Exchange Act and otherwise comply with our Bylaws. In connection with the 2027 annual meeting of stockholders, we intend to file a proxy statement and a WHITE proxy card with the SEC in connection with our solicitation of proxies for that meeting.

Information About the Board of Directors and Corporate Governance

Governance Overview

Maintaining leading governance practices is and has been a long-standing priority, and we regularly assess and refine our corporate governance policies and procedures to take into account evolving best practices.

Our Board has adopted the Governance Guidelines to facilitate our mission and to establish general principles and policies by which the Board manages its affairs. The Governance Guidelines are reviewed periodically by the CGPR Committee and are posted on our website at www.aa.com under the links "Investor Relations"—"Corporate Governance."

Board Leadership and Structure — Separate Chairman and CEO Roles

Pursuant to our Bylaws, the Board is responsible for filling the positions of Chairman and Chief Executive Officer, with the persons they deem qualified, as well as for removing and replacing such persons as and when the Board may deem necessary or appropriate. The Board periodically reviews AAG's leadership structure and may modify the structure as it deems appropriate, given the specific circumstances then facing the Company.

In February 2023, we announced the appointment of Gregory D. Smith as the Company's Independent Chairman effective April 30, 2023. By separating the roles of Chairman and CEO, our CEO is able to focus on executing on our strategy and operations, and our Board Chairman, who is an independent director, can devote his time and attention to matters of Board oversight and governance.

Board Meetings

The Board conducts its business through meetings of the full Board and committees of the Board. The Board regularly meets in executive session with only independent directors of the Board present. Each director is expected to attend all meetings of the Board and of each committee of which the Director is a member and the Company's annual meeting of stockholders, except where unusual circumstances arise. During 2025, the Board held eight meetings, four of which included executive sessions comprised of only independent directors. In 2025, each incumbent director attended at least 75% of the aggregate number of meetings of the Board and of the committees on which he or she served.

Committees

The Board has five standing, principal committees: the Audit Committee, the Compensation Committee, the CGPR Committee, the Finance Committee and the Safety Committee. The primary responsibilities, membership and meeting information for the committees of our Board during 2025 are summarized below. Copies of the charters of the Audit Committee, Compensation Committee, CGPR Committee and Safety Committee are available on our website at *www.aa.com* under the links "Investor Relations"—"Corporate Governance."

Director Independence

The Governance Guidelines contain standards for determining director independence that meet or exceed the applicable rules of the SEC and Nasdaq listing standards. The Governance Guidelines define an "independent" director as one who:

- is not an executive officer or employee of the Company or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director;

- is not, and has not at any time during the past three years been, employed by the Company;
- has not accepted, and does not have any spouse, parent, child or sibling, whether by blood, marriage or adoption, any person residing in such individual's home, or any relative supported financially (each, a "Family Member") who has accepted, any compensation from the Company in excess of $120,000 during any period of 12 consecutive months within the three years preceding the determination of independence, other than (A) compensation for Board or committee service, (B) compensation paid to a Family Member who is an employee (other than an executive officer) of the Company, or (C) benefits under a tax-qualified retirement plan or non-discretionary compensation;
- is not a Family Member of an individual who is, or at any time during the past three years was, employed by the Company as an executive officer;
- is not, and does not have a Family Member who is, a partner in, or a controlling stockholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient's consolidated gross revenues for that year, or $200,000, whichever is more, other than (A) payments arising solely from investments in the Company's securities and (B) payments under non-discretionary charitable contribution matching programs;
- is not, and does not have a Family Member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the Company served on the compensation committee of such other entity;
- is not, and does not have a Family Member who is, a current partner of the Company's outside auditor, and was not, and does not have a Family Member who was, a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years; and
- satisfies any additional requirements for independence promulgated from time to time by Nasdaq.

The Governance Guidelines also provide that the Board will consider all other relevant facts and circumstances, including issues that may arise as a result of any director compensation (whether direct or indirect), any charitable contributions we make to organizations with which a director is affiliated and any consulting arrangement between the Company and a director. The CGPR Committee reports annually to the full Board on these matters.

Pursuant to the Governance Guidelines, the CGPR Committee and the Board undertake an annual review of director independence. Based on the CGPR Committee's review in March 2026, the Board affirmatively determined that all of our directors and nominees are independent under the standards provided in the Governance Guidelines and under applicable Nasdaq listing standards, except for Mr. Isom, who serves as our Chief Executive Officer and President.

The following types and categories of transactions, relationships and arrangements were considered by our Board in making its independence determinations in 2026. Excluded were ordinary course air transportation by corporations or other organizations where the director's interest solely arises from such person's position as a director or advisor to such other corporation or organization. All of the reviewed transactions and arrangements were entered into in the ordinary course of business and none of the business transactions, donations or grants involved an amount that exceeded the greater of 5% of the recipient entity's revenues or $200,000.

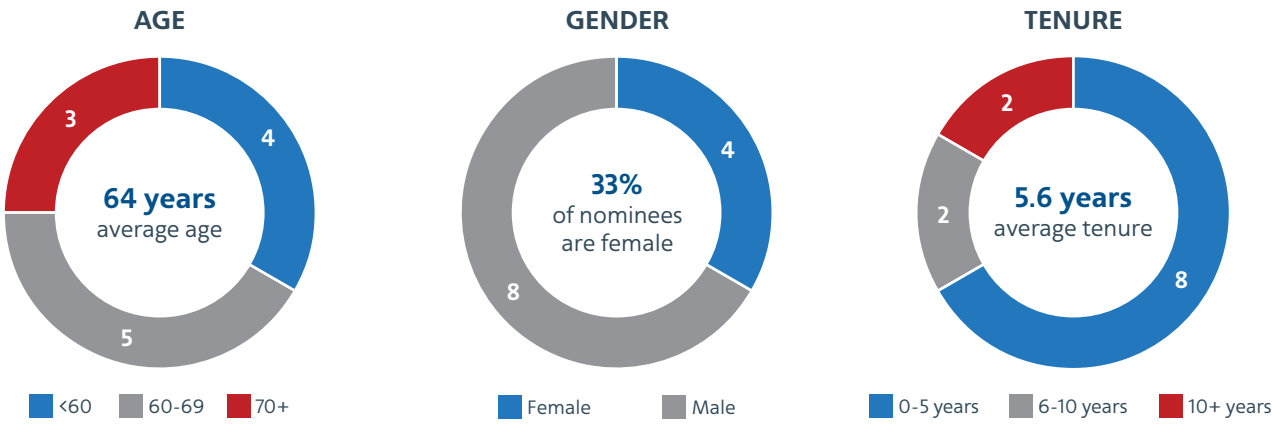
Ms. Kronick, Mr. Steenland and Mr. Ungerleider served during 2025 or continue to serve as a member on the board of directors or an advisory board of companies or entities that engage, or whose affiliates engage, in ordinary course commercial transactions with AAG involving goods or services other than air transportation. Additionally, Mr. Reynal's brother is an executive of a company that engages in ordinary course commercial transactions with AAG involving goods or services other than air transportation. The Board has concluded that these transactions and arrangements do not impair the directors' exercise of independent judgment in carrying out their responsibilities as directors.

Board Composition and Tenure

Our Board believes that a variety of backgrounds, experiences and perspectives helps to maintain an effective board. The CGPR Committee seeks to recommend individuals to the Board with, among other things, varied skills, experience, expertise and perspective appropriate for the business and operation of the Company. We recognize the benefits of different backgrounds, experiences and perspectives in the boardroom, including better reflecting our wide-ranging customer and team member base and the healthy debate that stems from different viewpoints that may result from varied backgrounds.

We believe that fresh perspectives and new ideas are critical to a forward-looking and strategic Board. At the same time, given the extremely complex nature of our business, it is equally important to benefit from the valuable experience and institutional knowledge that longer-serving directors bring to the boardroom. The Board strongly believes that the current mix of director nominees provides the Company with an appropriate balance of knowledge, experience and capability, allowing us to leverage deep Company experience and knowledge in addition to new viewpoints and innovative ideas among newer directors. Out of our 12 director nominees, two have served on our Board for 12 or more years and eight have been on our Board for five years or less.

DIRECTOR NOMINEE COMPOSITION



Director Nominee Skills and Experience

The chart below depicts the current skills, qualifications and expertise represented on our Board, but is not exhaustive of each nominee's contributions to the Board.

Director Nominee Skills and Experience	Brown	Cahill	Dillon	Farmer	Hart	Isom	Kronick	Nesbitt	Reynal	Smith	Steenland	Ungerleider
Airline / Travel / Transportation Experience as a business leader or regulator in the aviation or an adjacent or related industry.	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓	
Financial / Accounting Expertise in evaluating financial statements, overseeing capital structure or financial strategy.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Risk Management Experience in risk management and oversight, including assessment, identification and mitigation of risk.	✓	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓
Senior Leadership Service in senior leadership positions, including CEO experience or other senior executive positions.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Investment Experience in strategic, venture capital investments and related transactions.	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Safety Expertise in safety matters from an operational or regulatory perspective.	✓	✓		✓		✓			✓		✓	✓
International Leadership Experience at a global company or overseeing international corporate strategy, operations and development.	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓
Consumer / Customer Service Expertise in consumer marketing, sales or brand management.		✓	✓	✓	✓	✓	✓		✓			
Information Technology Experience in technology, e-commerce, cybersecurity or data analytics to assist with oversight of cyber and technology risk.			✓	✓	✓			✓	✓	✓		✓
Sustainability Experience in sustainability and corporate social responsibility risks, goals, opportunities, policy and strategy.				✓	✓	✓			✓	✓		✓
Human Capital / Union Relations Expertise in human capital management, human resources, talent acquisition and retention, and labor relations.			✓	✓		✓	✓		✓	✓	✓	✓

Board Self-Evaluation

Our Board recognizes that a robust and constructive evaluation process is an important part of corporate governance and Board effectiveness and is committed to an annual evaluation process and recognizes that this process promotes continuous improvement. Each year, the CGPR Committee, together with our Independent Chairman, oversees an evaluation process of the performance and functioning of the Board, including its committees. The evaluations help inform the CGPR Committee's discussion regarding Board succession planning, committee assignments and refreshment and complement the CGPR Committee's evaluation of the size and composition of the Board as well as the functioning of its committees.

The annual self-assessment evaluates the performance of the Board and its committees in accordance with a procedure established by the CGPR Committee. In 2025, the full Board and each Board committee completed anonymous written questionnaires that requested subjective comment in key areas and solicited input for areas of development. The results were compiled and reviewed by the Board and each committee. In addition, our Independent Chairman spoke individually with

each Board member to discuss any issues or concerns which may not have been reflected in their written responses. The evaluation results, including concerns discussed with our Independent Chairman, were reviewed in detail by our Independent Chairman and CGPR Committee Chair, who led a discussion with the full Board highlighting both areas of strength and opportunities for improvement.

Over the past few years, this evaluation process has contributed to various refinements in the way the Board and each committee operates, including taking measures to provide that Board and committee agendas are appropriately focused on strategic priorities, a more robust and transparent annual board calendar, more communication with senior management between regularly scheduled Board meetings, and an increasing focus on continuous Board and committee refreshment and leadership succession planning.

Audit Committee

Members in 2025:
Matthew J. Hart (Chair)
John T. Cahill
Martin H. Nesbitt
Howard I. Ungerleider

Meetings in 2025: 8

The Board has determined that each member is independent under SEC and Nasdaq rules and the Governance Guidelines. Each member is an "audit committee financial expert" under applicable SEC rules and has the financial management expertise required by Nasdaq listing standards.

Primary Responsibilities

- Oversee the Company's internal accounting function; report to the Board with respect to other auditing and accounting matters
- Appoint or replace the independent auditor; oversee the work of the independent auditor for the purpose of preparing or issuing an audit report or related work, including determining the scope of annual audits and fees to be paid
- Oversee the Company's risk management policies that relate to the financial control environment, financial reporting and disclosure controls
- Establish and maintain procedures for compliance with significant applicable legal, ethical and regulatory requirements and for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters
- Review and approve all significant conflicts of interest and related party transactions in accordance with Company policies
- Review cybersecurity, artificial intelligence, data privacy and other risks relevant to the Company's computerized information system controls and security
- Pre-approve audit and permitted non-audit services provided by the independent auditor

Compensation Committee

Members in 2025:
Douglas M. Steenland (Chair)*
Denise M. O'Leary
Vicente Reynal
Howard I. Ungerleider

Meetings in 2025: 9

The Board has determined that each member is independent under Nasdaq rules and the Governance Guidelines and is a "non-employee director" as defined by Rule 16b-3 under the Exchange Act.

* Began role as the Chair in 2025.

Primary Responsibilities

- Review and approve the Company's overall compensation strategy and policies, including performance goals for executive officers
- Review the relationship between the Company's compensation strategy and risk management policies
- Together with the Board, oversee leadership succession planning
- Evaluate the performance of the Company's Chief Executive Officer and approve his compensation and other terms of employment
- Evaluate the performance of and determine the compensation and other terms of employment of the other executive officers and other members of senior management
- Administer the Company's incentive and stock plans, including establishing guidelines, interpreting plan documents, selecting participants, approving grants and awards and making other decisions regarding the operation of such plans
- Review the compensation of the non-employee members of the Board and make recommendations regarding changes to the full Board
- Retain outside advisors; directly retain and oversee its independent compensation consultant

Corporate Governance and Public Responsibility Committee

Members in 2025:
Martin H. Nesbitt (Chair)
Adriane M. Brown
Susan D. Kronick
Denise M. O'Leary*
Vicente Reynal**

Meetings in 2025: 5

The Board has determined that each member is independent under Nasdaq rules and the Governance Guidelines.

* Beginning June 11, 2025
** Until June 11, 2025

Primary Responsibilities

- Oversee all aspects of the Company's corporate governance functions, including the procedures for compliance with significant applicable legal, ethical and regulatory requirements that impact corporate governance
- Conduct an annual review of director independence and the performance of the Board, including the committees
- Identify individuals qualified to become members of the Board and recommend director nominees
- Periodically review and evaluate, with the Company's management, the Company's governance-related risks and risk management practices
- Review and assess the Governance Guidelines and recommend any changes deemed appropriate to the Board
- Oversee the stockholder engagement process and significant stockholder relations issues, including consideration of stockholder proposals
- Oversee the Company's sustainability efforts
- Oversee the Company's lobbying activities, major advocacy priorities, principal trade association memberships and political contributions, if any, and periodically review reports on the Company's corporate political contributions and the processes and guidelines of the American Airlines Political Action Committee

Finance Committee

Members in 2025:
Vicente Reynal (Chair)*
John T. Cahill
Kathryn M. Farmer
Denise M. O'Leary**
Douglas M. Steenland

Meetings in 2025: 5

The Board has determined that each member is independent under Nasdaq rules and the Governance Guidelines.

* Joined Finance Committee and began role as the Chair in 2025.
** Until June 11, 2025

Primary Responsibilities

- Oversee the Company's financial affairs and capital spending
- Recommend to the Board financial policies and courses of action that will effectively accommodate the Company's goals and operating strategies
- Review, approve and/or recommend to the Board, the Company's annual budget and financing plans and other matters related to the Company's financial and strategic planning
- Oversee the Company's financial risk management practices

Safety Committee

Members in 2025:
Adriane M. Brown (Chair)
Kathryn M. Farmer
Matthew J. Hart
Susan D. Kronick

Meetings in 2025: 4

The Board has determined that each member is independent under Nasdaq rules and the Governance Guidelines.

Primary Responsibilities

- Oversee the Company's policies, programs and practices with respect to operational safety and compliance, and matters affecting the safety of the Company's customers and team members including security and public health
- Oversee the Company's procedures for compliance with significant applicable legal, ethical and regulatory requirements related to safety

Compensation Committee Process for Executive Compensation

The Compensation Committee charter gives the Compensation Committee the authority and responsibility to review and approve our overall compensation strategy and policies, including performance goals for executive officers. The Compensation Committee is responsible for reviewing and approving the compensation and other terms of employment of the Chief Executive Officer and for evaluating his performance. The Compensation Committee also evaluates, after receiving input from the Chief Executive Officer, the compensation and other terms of employment of the other executive officers, including in the case of internal promotions and new hires of executive officers. The Compensation Committee administers our incentive compensation, stock, bonus and other similar plans and programs; approves awards under those plans; reviews and, based upon the recommendation of the Chief Executive Officer, approves the adoption of, amendment to, or termination of executive compensation and benefit plans; and determines the general design and terms of, and may delegate authority to executive officers to administer, significant non-executive compensation and benefits plans. The Compensation Committee has delegated to an Equity Incentive Committee, consisting of the Chief Executive Officer, the authority to make equity grants to employees who are not executive officers within guidelines established by the Board or the Compensation Committee.

The Compensation Committee generally receives information from the Chief Executive Officer, the Chief People Officer, the Managing Director — Global Compensation, Mobility, and People Support, and compensation consultants engaged by the Compensation Committee in connection with its determinations regarding executive compensation. The Compensation Committee has sole authority to retain and terminate any outside advisors, such as compensation consultants and legal counsel.

Since July 2019, the Compensation Committee has engaged Korn Ferry as its compensation consultant to assist in determining executive compensation and reviewing and analyzing proposed compensation programs for executive officers. After review and consultation with Korn Ferry, the Compensation Committee determined that Korn Ferry is independent and there is no conflict of interest resulting from retaining Korn Ferry pursuant to applicable SEC and Nasdaq rules.

In 2025, in addition to the executive compensation services Korn Ferry performed for or at the request of the Compensation Committee, Korn Ferry provided limited executive search services to the Company with aggregate fees of approximately $221,000, which was approved by the Compensation Committee. The aggregate fees for the executive compensation consulting services to the Compensation Committee during 2025 were approximately $343,500.

Board Role in Risk Oversight

The Board is responsible for the oversight of the Company's ongoing assessment and management of material risks impacting our business. The Board oversees the Company's enterprise-wide approach to risk management, which is designed to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance and to enhance stockholder value. A fundamental part of risk management is not only understanding the risks we face and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate. Management is responsible for establishing our business strategy, identifying and assessing the related risks and establishing appropriate risk management practices. The Board, either directly or through one or more of its committees, reviews our business strategy and management's assessment of the related risks and discusses with management the appropriate level of risk. The Board relies on each Board committee to oversee management of specific risks related to that committee's function. The CGPR Committee and the Audit Committee, with management's assistance, have developed and coordinated the Board's current risk oversight program. The Board has not established a separate risk committee because the Board believes that the most significant risks we face are most properly directly overseen by the full Board or, in certain cases, the appropriate standing committee.

The Board oversees and reviews the management of our most significant strategic, financial and operational risks: the day-to-day operation of the airline and the interruption of airline service, revenue production, our information technology systems, and business risks related to labor issues and costs.

Oversight Responsibilities by Committee

The Audit Committee oversees our risk management policies that relate to the financial control environment, financial reporting and disclosure controls, data privacy, artificial intelligence, cybersecurity risks and other information technology risks, enterprise risk management, and our procedures for compliance with significant applicable legal, ethical and regulatory requirements that impact our financial statements. The Audit Committee meets regularly with our internal auditors, independent auditors, Chief Executive Officer, Chief Financial Officer, Corporate Controller, Chief Legal Officer, Corporate Secretary, Chief Ethics and Compliance Officer, Chief Digital and Information Officer, Chief Information Security Officer, Chief Privacy Officer and the Company's external advisors. The Audit Committee receives regular risk and internal controls assessment reports from the independent auditors and internal auditors. The Audit Committee also establishes and maintains procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters.

The CGPR Committee oversees our governance-related risks and risk management policies, programs and practices with respect to the Company's sustainability strategy, including environmental risks and other public and corporate social responsibility issues that reflect the Company's values and character and impact the Company's reputation among its stakeholders.

The Compensation Committee oversees compensation risk management by participating in the creation of, and approving, compensation structures that create incentives that encourage an appropriate level of risk-taking behavior consistent with our business strategy, as is further described in the section entitled "Risk Assessment with Respect to Compensation Practices" below. The Compensation Committee also works with the Chief Executive Officer and the Chief People Officer to oversee risks associated with the retention of our most senior executives.

The Finance Committee oversees financial risk by working with senior management to evaluate elements of credit risk, advising on financial strategy, capital structure and liquidity needs and reviewing our financial risk management policies and practices. Our Chief Executive Officer, Chief Financial Officer and other senior financial executives meet regularly with the Finance Committee to discuss and advise on elements of these risks.

The Safety Committee oversees our risk management policies, programs and practices with respect to operational safety and compliance, matters affecting the safety of our customers and team members, including security and public health and the Company's safety culture. The Safety Committee meets regularly with the Chief Operating Officer, the Vice President of Safety Systems, Efficiency and Compliance, and other responsible officers to discuss and advise on developing safety risks and standards.

Risk Assessment with Respect to Compensation Practices

Management and the Compensation Committee, with the support of the Compensation Committee's compensation consultant, have reviewed the compensation policies and practices for our team members as they relate to our risk management and, based upon these reviews, we believe that any risks arising from such policies and practices are not reasonably likely to have a material adverse effect on us in the future.

Our basis for this conclusion includes that our compensation programs are designed to include the following features:

- Formulaic annual and long-term incentive plan awards with maximum pay-out caps or guidelines instead of discretionary pay-out decisions.
- Equity incentive awards are subject to performance- or time-based vesting periods that are intended to incentivize long-term rather than short-term results.
- Our incentive compensation plans include a set of pre-established goals and metrics that focus on areas of priority for the Company and may include financial, profitability, efficiency, operational reliability, culture, total stockholder return ("TSR") and/or the achievement of individual goals. The 2025 short-term incentive program ("STIP") required achievement of the

adjusted pre-tax income goal to unlock the profitability and efficiency section of the plan. It also required attainment of the threshold for safety education completion to unlock the operational reliability portion of the plan. Thereafter, profitability and efficiency accounted for 70% of the plan's weighting, while operational reliability accounted for 25% of the plan's weighting and culture accounted for 5% of the plan's weighting. The 2025 long-term incentive program ("LTIP") included relative earnings excluding the impact of net special items before net interest and other nonoperating expenses, taxes, depreciation, amortization and aircraft rent ("EBITDAR") margin gap improvement versus our industry peers, total debt, earnings per share ("EPS") improvement and net promoter score goals. Additionally, the LTIP plan includes an absolute stock price performance modifier that can enhance the LTIP payout upon achievement of certain stock prices. The goals established in our executive compensation programs are not subject to adjustment without Compensation Committee approval.

- All of our performance-based compensation programs are based on overall corporate performance, rather than the performance of any business unit or group.
- For a discussion of the principles underlying our compensation policies for our executive officers who are named in the "Executive Compensation — Summary Compensation Table," see the section entitled "Compensation Discussion and Analysis" beginning on page 61.

Oversight of Corporate Responsibility and Related Matters

We strive to operate a sustainable business that has the ability to serve our stakeholders over the long-term. We have long recognized the importance of environmental and social issues and have developed an integrated and transparent approach to oversight, management, measurement, assurance and reporting of these issues.

We periodically conduct sustainability-focused materiality assessment processes (which at times use varying approaches to materiality, including approaches that differ from, or are more expansive than, the definition under U.S. federal securities laws) that serve as the foundation of our analysis of areas of risk and opportunity. And, through ongoing engagement across our Company and with a broad range of investors and other external stakeholders, we validate and, as needed, refine our assessment based on the input we receive and changes in our operating environment. We also continually monitor trends, standards and practices relevant to our industry, and look to widely-adopted external reporting frameworks as key indicators of stakeholder perspectives on the most significant environmental, social and governance risks for our company.

In 2025, these activities affirmed our focus on the following priority issues:

- Safety
- Human capital
- Customer experience and operational performance
- Sustainability and fuel efficiency

Driving progress across all these issues is a key objective for us. We recognize that the business landscape is evolving rapidly and that we must be ready to address new areas if and when they emerge. Over time we have worked to develop a more integrated approach to our management of key risks and opportunities. We will continue to seek stakeholder input while also closely monitoring emerging practices and trends.

Safety. Our commitment to safety, security and continuous improvement is at the foundation of our operations. Our Chief Executive Officer retains ultimate responsibility and authority for American's safety culture and performance, while the Board's Safety Committee has formal oversight responsibilities for safety. The Board receives regular updates on key safety performance metrics and programs throughout the year.

Human capital. Our Compensation Committee has oversight responsibility for our human capital issues, including team member compensation, benefits, engagement, talent development and Company culture. Our Board receives updates on these topics quarterly, and our full Board reviews union relations regularly in its meetings.

Customer experience and operational performance. We fly to more than 350 destinations in the United States and internationally, and we are committed to providing our customers with a world-class travel experience and operational reliability. We continued to rigorously measure and track our operational performance and customer satisfaction in 2025, efforts that led to further improvements in our operations and the services we provide. Our full Board reviews customer satisfaction and operational performance regularly in its meetings.

Sustainability and fuel efficiency. The CGPR Committee has primary responsibility for oversight of the Company's sustainability strategy (including risks and opportunities of a changing climate), objectives, efforts, progress and achievements. Our Chief Executive Officer is responsible for oversight of our sustainability strategy at the management level.

We aim to provide regular and transparent information about our strategies and performance on the sustainability issues that are most important to our company and our stakeholders. We have produced an annual report on these topics since 2007, and we intend to continue providing our stakeholders with information on our sustainability performance annually. We align our reporting with the recommendations of the Task Force on Climate-related Financial Disclosures, among others, and we monitor evolving disclosure standards for best practices. Our most recent such report is available at www.aa.com/sustainabilityreport and is not incorporated by reference into this Proxy Statement.

Stockholder Engagement

Our stockholder engagement program is designed to share relevant updates with our investors and to better understand their perspectives on key challenges at the Company and in the broader airline industry and capital markets. These conversations play a critical role in informing our corporate governance practices, executive compensation program, and sustainability initiatives and reporting, among other topics. In 2025 and into 2026, we engaged with a majority of our top 30 stockholders representing approximately 59% of shares outstanding. Our Corporate Affairs and Chief Legal Officer led the majority of our off-season engagements with involvement of leaders from our Legal, Investor Relations, Compensation, Sustainability, Privacy and Data Collection teams, and other members of management as appropriate. Gregory D. Smith, our Independent Chairman, also participated in select engagements.

Detailed stockholder feedback received during our 2025 engagement program was shared directly with the Board's CGPR and Compensation Committees, which helped inform American's decision-making processes and disclosures. Additionally, we shared the most impactful takeaways from these engagements with the full Board to supplement the reports from those committee chairs. We plan to continue discussions with stockholders during the 2026 proxy season.

Engagement Feedback

Our recent discussions with stockholders covered a range of topics related to Board composition and refreshment and oversight, other governance-related matters, as well as our 2026 strategic focus areas. We also discussed the Company's long-term strategy, recent operating and financial performance, executive compensation, and human capital management. Please see "Compensation Discussion and Analysis — Stockholder Approval of 2024 Executive Compensation and Stockholder Engagement" on page 65, for a discussion of engagements related to our executive compensation program.

Governance and Leadership Feedback: Stockholders recognized that American implemented a comprehensive leadership team transition during the pandemic in an extremely challenging operating environment. Investors were interested to learn about our approach to Board and executive succession planning. We also discussed how we are using Board refreshment to ensure that we have the right combination of skills, perspectives and experiences to effectively oversee American's strategy and drive long-term stockholder value creation. Specifically, we highlighted the addition of six new independent directors since 2021 — Mary N. Dillon (2026), Kathryn M. Farmer (2025), Howard I. Ungerleider (2024), Vicente Reynal (2022), Gregory D. Smith (2022), and Adriane M. Brown (2021). We also discussed our Board's ongoing work to continue to identify potential director candidates with the appropriate skills, perspectives and experiences for our Company.

Sustainability Feedback: Stockholders were interested in discussing aspects of our strategy that relate to sustainability and our team members. An area of particular interest was our support of, and investments in, the technological and industry potential

for scaling the production of sustainable aviation fuel. We also received positive feedback from stockholders regarding the quality and transparency of our annual environmental and other non- financial disclosures.

Codes of Ethics

Our employees, including our principal executive officer, principal financial officer, principal accounting officer, and our directors are governed by one of two codes of ethics of the Company (collectively, the "Codes of Ethics"). The Codes of Ethics have been approved by our Board and require our employees and directors to conduct Company business in the highest legal and ethical manner. The Codes of Ethics meet the requirements of a "code of ethics" as defined by Item 406 of Regulation S-K and the requirements of a code of business conduct and ethics under applicable Nasdaq listing standards. The full texts of the Codes of Ethics and further details regarding the scope of each of the Codes of Ethics are available on our website at *www.aa.com* under the links "Investor Relations"— "Corporate Governance." We will also provide a copy of the Codes of Ethics to stockholders, free of charge, upon request to our Corporate Secretary. Any amendments to or waivers from the Codes of Ethics will be posted at this location on our website as required by applicable SEC and Nasdaq rules.

Public Policy Engagement and Political Participation

Engagement in the political, legislative and regulatory process is important to the success of the Company. Compliance and oversight of our public policy and political engagement is provided by our Executive Vice President and Chief Government Affairs Officer, who reports to the Chief Executive Officer. At the Board level, the CGPR Committee is responsible for reviewing and assessing the Company's public policy and political activities.

We do not use corporate funds to contribute to candidates, political party committees or political action committees, including Super PACs and political committees organized under Section 527 of the Code to promote the election or defeat of candidates for office. We also do not use corporate funds to make independent political expenditures or electioneering communications. If the Company makes payments to other tax-exempt organizations, such as 501(c)(4)s, that the recipient may use for political purposes, we will publicly disclose those payments on our corporate website. On rare occasions, we may use corporate funds to support or oppose state and local ballot initiatives if we believe an initiative would materially affect our business or the transportation infrastructure in the communities we serve. If we make any such contribution, we will disclose the amount and recipient on our corporate website.

As part of our public policy engagement, we are members of several trade and industry associations, and we disclose on our corporate website a full list of the Company's trade association memberships for which our fees exceed $25,000. We also disclose the non-deductible portion of the dues we pay our major trade associations.

For further information, please see our Statement on Public Policy Engagement and Political Participation, available on our website at www.aa.com under the links "About us"—"Corporate Governance." Such statements are not incorporated by reference into this Proxy Statement.

Prohibition on Hedging and Pledging

Our Amended and Restated Insider Trading Compliance Policy prohibits our directors, officers, team members, temporary workers, contractors and consultants from hedging the economic risk of owning Company securities. This prohibition includes options trading on any of the stock exchanges or futures exchanges, as well as customized derivative or hedging transactions with third parties, such as zero-cost collars and forward sale contracts with respect to Company securities. In addition, our policy prohibits pledging Company securities to secure margin or other loans.

Insider Trading Policy

Our Amended and Restated Insider Trading Compliance Policy governs the purchase, sale and/or other dispositions of our securities by directors, officers and employees that is reasonably designed to promote compliance with insider trading laws, rules and regulations and Nasdaq listing standards.

Annual Meeting Attendance

Our Governance Guidelines provide that each of our directors is expected to attend our Annual Meeting of stockholders, except where unusual circumstances arise. All of the directors who were on our Board at the time attended our 2025 annual meeting of stockholders.

Director Continuing Education

Non-employee directors are encouraged to attend seminars, conferences and other director education programs periodically. We reimburse the directors for the costs associated with these seminars and conferences, including related travel expenses. Management also conducts a comprehensive orientation process for new directors. In addition, directors receive continuing education through educational sessions at meetings and mailings between meetings.

Communications with the Board and Non-Management Directors

The Board has approved procedures to facilitate communications between the directors and employees, stockholders and other interested third parties. Pursuant to these procedures, a person who desires to contact the Board, a standing committee of the Board or a director may do so in writing to the following address:

American Airlines Group Inc.
The Board of Directors
MD8B503
1 Skyview Drive,
Fort Worth, Texas 76155

We will review the communications with the directors, a standing committee of the Board or an officer, in each case depending on the facts and circumstances outlined in the communication. The CGPR Committee also reviews with senior management the nature of the communications and our responses to them. Any communication relating to a stockholder nominee for a position on the Board or a stockholder proposal for business to be considered at any annual meeting of stockholders or included in any proxy statement will be sent to the Chair of the CGPR Committee. Our Independent Chairman has been designated as the primary director representative for consultation and direct communication with our stockholders.

PROPOSAL 2

Ratification of Appointment of Independent Registered Public Accounting Firm

Ratification of Independent Registered Public Accounting Firm

Our Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. Our Audit Committee annually reviews the independent registered public accounting firm's qualifications, performance, fees and independence. Following its review, our Audit Committee has selected KPMG LLP ("KPMG") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2026.

KPMG has served as our independent registered public accounting firm since 2014. The Audit Committee believes it is important for the independent registered public accounting firm to maintain its objectivity and independence. In accordance with SEC rules and KPMG policies, the firm's lead engagement partner rotates every five years. The Audit Committee and its Chair are directly involved in the selection of KPMG's new lead engagement partner. Furthermore, in order to assure continuing auditor independence, the Audit Committee periodically considers whether there should be a regular rotation of the independent registered public accounting firm.

The Board has directed that KPMG's appointment for the fiscal year ending December 31, 2026 be submitted to our stockholders for ratification at the Annual Meeting. The Audit Committee and the Board believe that the continued retention of KPMG to serve as the Company's independent external auditor is in the best interests of the Company and its stockholders. If the stockholders do not ratify the appointment of KPMG, the Audit Committee will reconsider the appointment.

A representative of KPMG is expected to be present at the Annual Meeting. The representative will have an opportunity to make a statement if he or she desires to do so, and the representative is also expected to be available to respond to appropriate questions from stockholders.

The Audit Committee and the Board unanimously recommend that the stockholders vote "FOR" the proposal to ratify the appointment of KPMG as our independent registered public accounting firm for the fiscal year ending December 31, 2026.

Independent Registered Public Accounting Firm Fees

The following table presents fees billed for professional services rendered by KPMG, AAG's independent registered public accounting firm for the audit of the financial statements of AAG and its subsidiaries as of and for the fiscal years ended December 31, 2025 and 2024, as well as fees billed in this period for other services rendered by KPMG.

	Fiscal Year 2025 ($)	Fiscal Year 2024 ($)
Audit Fees	4,800,000	4,650,000
Audit-Related Fees	2,047,000	1,313,000
Tax Fees	–	–
All Other Fees	–	–
Total	6,847,000	5,963,000

"Audit Fees" are for professional services rendered for the audits of the annual financial statements included in our Annual Report on Form 10-K (including fees for the audits of internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002, as amended) and quarterly reviews of the financial statements included in our quarterly reports on Form 10-Q.

"Audit-Related Fees" are for professional services rendered in connection with securities offerings and other SEC filings, significant auditing work on transactions and consultations concerning financial accounting and reporting standards and attestation services.

There were no fees that fall into the classification of "Tax Fees" for the fiscal years ended December 31, 2025 and 2024.

There were no fees that fall into the classification of "All Other Fees" for the fiscal years ended December 31, 2025 and 2024.

Policy on Audit Committee Pre-Approval

The Audit Committee is responsible for appointing, setting compensation for and overseeing the work of the independent registered public accounting firm. The Audit Committee pre-approves all audit and permissible non-audit services provided by our independent registered public accounting firm, including audit services, audit-related services, tax services and other services. The Audit Committee has delegated pre-approval authority to its Chair. Under this delegation, the Chair must report any pre-approval decision he or she makes to the Audit Committee at its next meeting following such approval.

PROPOSAL 3

Advisory Vote to Approve Executive Compensation (Say-on-Pay)

Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), allows our stockholders to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the SEC, commonly known as a "say-on-pay" vote. The Board has adopted a policy providing for an annual say-on-pay advisory vote. Unless the Board modifies its policy on the frequency of future say-on-pay advisory votes, we will bring these proposals to our stockholders annually and the next say-on-pay advisory vote will be held at the 2027 annual meeting of stockholders.

Our Compensation Committee and the Board believe that our compensation practices align our executive compensation structure with stockholders' interests and current market practices. Our compensation strategy is designed to provide a total compensation package that will attract and retain high-caliber executives and align their objectives, incentives and contributions with our corporate objectives and stockholder interests, as well as to be flexible and complementary to meet our compensation objectives. At the 2025 annual meeting of stockholders, our stockholders overwhelmingly approved the compensation of our named executive officers (with an approval representing over 96% of the shares represented in person or by proxy at the meeting and entitled to vote). For a description of our stockholder engagement, see the section entitled "Compensation Discussion and Analysis—Stockholder Approval of 2024 Executive Compensation and Stockholder Engagement" beginning on page 65.

Our 2025 executive compensation program is designed to implement our strategy

Our executive compensation program is heavily performance-based and directly linked with our established goals of safety, delivering record operational results, focusing on our profitability and efficiency, closing our margin gap with our largest competitors and highlighting our customer experience commitments.

The 2025 performance-based STIP was designed to align management with our goals of safety, profitability, efficiency and operational reliability while building on our momentum on team member engagement.

Our 2025 LTIP incorporated both performance- and time-vesting components, with half of the target value consisting of the performance-vesting component. The performance-vesting component is tied to attainment of relative EBITDAR margin gap improvement versus our industry peers, which accounts for 50% of the plan's weighting and continues our focus on our margin gap in comparison to the other network carriers. Our total debt goal, EPS improvement and net promoter score, together account for the remaining 50% of the plan's weighting. Our 2025 LTIP further aligns our executive officers' incentives with the interests of our stockholders with the inclusion of an absolute stock price performance modifier that may increase the overall plan payout based on certain stock price performance improvements. The performance-vesting component of the 2025 LTIP will be earned, if at all, following the completion of a three-year performance period.

2025 compensation decisions and outcomes reflected our pay for performance philosophy

- **No increases have been made to our Chief Executive Officer's target annual direct compensation level since 2023.** Mr. Isom's base salary, STIP target and LTIP target have continued to remain at the same level as in 2023. Mr. Isom's 2025 target annual direct compensation remained significantly below the last reported value for the CEO of United (2025) and the CEO of Delta (2025), our two closest peers. The target annual direct compensation provided to our other named executive officers is competitive with or below that of the other large network airlines. In addition, 91% of our Chief Executive Officer's and, on average, 86% of our other

named executive officers' 2025 target annual direct compensation was comprised of at-risk compensation. As a result, the compensation ultimately realized by our Chief Executive Officer and other named executive officers will be significantly determined by our financial performance and the performance of our stock, and is therefore closely aligned with the interests of our stockholders.

- **Only approximately 51% of target bonuses earned; Mr. Isom chose not to receive an STI award.** For fiscal year 2025, we did not attain the adjusted pre-tax income performance threshold and as a result the profitability and efficiency section of the STIP did not pay out. Based on our actual attainment levels of the operational reliability and team member engagement goals of the STIP, each named executive officer, other than Mr. Isom, received a 2025 STI award equal to 50.97% of target. Mr. Isom chose not to receive an STI award for 2025.
- **Performance-vesting RSUs tracking at or below target.** For 2025, we continued the structure of our LTIP, which for our named executive officers incorporates both performance- and time-vesting RSU components, with the performance-vesting component weighted 50% by value to further align management and stockholder interests. As described above, similar to our historical LTIP grants, the performance-vesting component of the 2025 LTIP will be earned, if at all, following the completion of a three-year performance period. Beginning with 2025 grants, the time-vesting component of the 2025 LTIP vests in three equal tranches over three years, instead of over two years. As of the end of 2025, the 2024 and 2025 annual LTIP grants to our named executive officers were tracking at or below target (at 0% with respect to the 2024 LTIP grant, which was subsequently cancelled).

A Continued Commitment to Effective Compensation Governance Practices. Compensation packages for our executive officers are (i) established by our Compensation Committee that consists solely of independent directors, (ii) consistent with market and industry practice, and (iii) reasonable in light of our corporate and each individual executive's performance.

Clawback Provisions. The Company's clawback policy requires the recoupment of incentive compensation determined to be erroneously awarded to executive officers in the event of an accounting restatement but also continues to provide the Compensation Committee with broad discretion as to what actions may be taken based on the circumstances, including recovery of compensation paid under the Company's STIP, LTIP and other equity incentive awards.

Robust Stock Ownership Guidelines. We maintain stock ownership guidelines that further align our executives' long-term interests with those of our stockholders.

Mitigating Compensation Risk. We mitigate compensation risk by providing a compensation package that focuses on both short- and long-term goals and requires a substantial stock ownership commitment, which encourages our executives to focus on the Company's success both during the immediate fiscal year and for the future.

For more information about our compensation practices and philosophy, see the section entitled "Compensation Discussion and Analysis" beginning on page 61.

We are asking our stockholders to indicate their support for our named executive officer compensation as described in this Proxy Statement pursuant to the compensation disclosure rules of the SEC. This vote gives stockholders the opportunity to express their views on the named executive officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our executive officers and our philosophy, policies and practices described in this Proxy Statement. Accordingly, we are asking our stockholders to vote "FOR" the following advisory resolution at the Annual Meeting:

"RESOLVED, that AAG's stockholders approve, on a non-binding, advisory basis, the compensation of AAG's named executive officers, as disclosed pursuant to the compensation disclosure rules of the SEC in the Compensation Discussion and Analysis section, the compensation tables, narrative discussion and any related material disclosed in this Proxy Statement for the Annual Meeting."

The say-on-pay vote is advisory, and therefore not binding on us, our Compensation Committee or the Board. However, the Board and Compensation Committee value the opinions of our stockholders and will consider the outcome of this advisory vote when making future decisions about executive compensation.

The Board unanimously recommends that the stockholders vote "FOR" the advisory approval of executive compensation.

PROPOSAL 4

Approve an Amendment to our Restated Certificate of Incorporation to Limit the Liability of our Officers as Permitted by Delaware Law

As part of its continuing review of corporate governance standards and practices, the Board unanimously approved and declared advisable, subject to stockholder approval, an amendment (the "Amendment") to the Company's Restated Certificate of Incorporation to update the current exculpation and liability provisions in Article VI of our Restated Certificate of Incorporation to elect to be covered by the officer exculpation provisions of Delaware law. A copy of the Amendment is attached to this Proxy Statement as Appendix A.

Effective August 1, 2022, Section 102(b)(7) of the DGCL was amended (the "Amended 102(b)(7)") to enable a corporation to include in its certificate of incorporation a provision exculpating certain corporate officers from liability for breach of the fiduciary duty of care in certain circumstances. Previously, Section 102(b)(7) of the DGCL provided for the ability to exculpate directors only and our Restated Certificate of Incorporation currently limits the monetary liability of our directors in certain circumstances consistent with Section 102(b)(7) of the DGCL. Amended 102(b)(7) allows for the exculpation of certain officers only in connection with direct claims brought by stockholders, including class actions, but would not eliminate officers' monetary liability for breach of fiduciary duty claims brought by the corporation itself or for derivative claims brought by stockholders in the name of the corporation. Further, Amended 102(b)(7) does not permit a corporation to exculpate covered officers from liability for breach of the duty of loyalty, acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, or any transaction in which the officer derived an improper personal benefit. Under Amended 102(b)(7), the officers who may be exculpated include a person who (i) is the president, chief executive officer, chief operating officer, chief financial officer, chief legal officer, controller, treasurer or chief accounting officer of the corporation at any time during the course of conduct alleged in the action or proceeding to be wrongful, (ii) is or was identified in the corporation's public filings with the SEC because such person is or was one of the most highly compensated executive officers of the corporation, or (iii) has consented to services of process in Delaware by written agreement (the "Covered Officers").

Effect of the Amendment

The proposed Amendment would allow for the exculpation of our officers to the fullest extent permitted by the DGCL. As described above, this currently means that the proposed Amendment would allow for the exculpation of Covered Officers only in connection with direct claims brought by stockholders, including class actions, but would not eliminate such officers' monetary liability for breach of fiduciary duty claims brought by the corporation itself or for derivative claims brought by stockholders in the name of the corporation. Further, the Amendment would not limit the liability of Covered Officers for any breach of the duty of loyalty to the corporation or its stockholders, any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or any transaction from which a Covered Officer derived an improper personal benefit.

Rationale for Adoption of the Amendment

Our Board believes that adopting the Amendment would better position the Company to attract top officer candidates and retain our current officers. The Amendment would also more closely align the protections available to our officers with those already available to our directors. We believe that failing to adopt the Amendment could impact our recruitment and retention of exceptional officer candidates who conclude that the potential exposure to liabilities, costs of defense, and other risks of proceedings exceeds the benefits of serving as an officer of the Company.

In addition, adopting the Amendment would enable the officers to exercise their business judgment in furtherance of the interests of the stockholders without the potential for distraction posed by the risk of personal liability. The nature of the role of officers often requires them to make decisions on crucial matters. Frequently, officers must make decisions in response to time-sensitive opportunities and challenges, which can create substantial risk of investigations, claims, actions, suits, or proceedings seeking to impose liability based on hindsight, especially in the current litigious environment and regardless of merit. Limiting our current and prospective officers' concern about personal risk would empower officers to best exercise their business judgment in furtherance of stockholder interests and better position the Company to retain our current officers and attract top officer candidates. Enhancing our ability to retain and attract experienced officers is in the best interests of the Company and its stockholders and we should seek to assure such persons that exculpation under certain circumstances is available.

If our stockholders approve the Amendment, our Board has authorized our officers to file the Amendment with the Delaware Secretary of State, which we anticipate doing as soon as practicable following stockholder approval of the Amendment at the Annual Meeting, and the Amendment would become effective upon acceptance by the Delaware Secretary of State.

If our stockholders do not approve the Amendment, the Company's current exculpation provisions relating to directors will remain in place, and the Amendment will not be filed with the Delaware Secretary of State. However, even if our stockholders approve the Amendment, our Board retains discretion under Delaware law to determine when to file the Amendment with the Delaware Secretary of State and to abandon the Amendment notwithstanding prior stockholder approval of the Amendment.

The Board unanimously recommends that the stockholders vote "FOR" the amendment to our Restated Certificate of Incorporation to limit the liability of our officers as permitted by Delaware law.

PROPOSAL 5

Approval of the Amended and Restated 2023 Incentive Award Plan

On March 24, 2026, the Board adopted, subject to stockholder approval, an amendment and restatement of the American Airlines Group Inc. 2023 Incentive Award Plan (the "2023 Plan," and as amended and restated, the "Amended 2023 Plan"). The Amended 2023 Plan (i) increases the shares reserved for issuance under the Amended 2023 Plan by 16,500,000 shares of our Common Stock; and (ii) provides that shares tendered by a participant or withheld to satisfy any tax withholding obligation with respect to awards that are not options or stock appreciation rights ("SARs") will be again available for future grants under the Amended 2023 Plan.

Employees of the Company and its subsidiaries, as well as members of our Board, continue to be eligible to receive awards under the Amended 2023 Plan. The Amended 2023 Plan continues to provide for the grant of stock options, including incentive stock options ("ISOs") and nonqualified stock options ("NSOs"), SARs, restricted stock, restricted stock units ("RSUs"), performance bonus awards, performance stock units, other stock or cash-based awards, and dividend equivalents to eligible individuals.

The Amended 2023 Plan retains the compensation and governance best practices in the 2023 Plan to ensure the plan continues to further our compensation plan objectives and supports long-term stockholder interests. Approval of the Amended 2023 Plan will constitute approval pursuant to the stockholder approval requirements of Section 422 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"), relating to ISOs.

Key Features of the Amended 2023 Plan

- *No repricing of awards without stockholder approval.* Under the Amended 2023 Plan, awards may not be repriced without stockholder approval if the effect would be to reduce the exercise price for the shares underlying the award.
- *No evergreen feature; stockholder approval required for share reserve increases.* The Amended 2023 Plan does not provide for an annual increase in the share reserve, and may not be amended to increase the share reserve without stockholder approval.
- *Minimum vesting requirements.* Subject to limited exceptions, no awards granted under the Amended 2023 Plan may vest until the first anniversary of the date of grant.
- *No payment of dividends on unvested awards.* Under the Amended 2023 Plan, unless and until an award's vesting conditions are satisfied, no dividends or dividend equivalents accrued on the award are paid.
- *All awards are subject to clawback.* All awards granted under the Amended 2023 Plan are subject to our clawback policy.

Background on Share Request

In its determination to approve the Amended 2023 Plan, our Board reviewed with Korn Ferry, the Compensation Committee's compensation consultant, an analysis of our historical share usage, certain burn rate metrics and the anticipated costs of the Amended 2023 Plan. Specifically, our Board considered the following:

- In determining the reasonableness of the Amended 2023 Plan share reserve, our Board considered our historic burn rate, described below under "Key Equity Metrics."

- We expect the share authorization under the Amended 2023 Plan to provide us with enough shares for awards for approximately two to three years, assuming we continue to grant awards consistent with our current practices and historical usage. We cannot predict our future equity grant practices, the future price of our shares or future hiring activity with any degree of certainty at this time, and the share reserve under the Amended 2023 Plan could last for a shorter or longer period of time.
- An institutional shareholder advisory firm's analysis, which is based on generally accepted evaluation methodologies, concluded that the number of shares under the Amended 2023 Plan is well within generally accepted standards as measured by an analysis of the plan cost relative to industry standards.

In light of the factors described above, and that the ability to continue to grant equity compensation is vital to our ability to continue to attract and retain employees in the competitive labor markets in which we compete, our Board has determined that the size of the share reserve under the Amended 2023 Plan is reasonable and appropriate at this time.

Key Equity Metrics

On March 24, 2026, the date the Amended 2023 Plan was adopted by the Board, the Company had an aggregate of 661,385,137 shares of Common Stock outstanding and a total of approximately 1,695,960 shares of Common Stock available for issuance and available for future grants under the 2023 Plan. The 2023 Plan replaced the Company's prior plan, the 2013 Incentive Award Plan (the "2013 Plan"), and no further awards have been granted under the 2013 Plan; however, the terms and conditions of the 2013 Plan continue to govern any previously outstanding awards granted thereunder.

As of March 24, 2026, there were approximately an aggregate of 15,123,739 stock-settled RSUs outstanding under the 2023 Plan and the 2013 Plan, 3,833,463 of which were subject solely to time-based vesting conditions, and 11,290,276 of which were subject to performance-based vesting conditions (with performance-based awards counted assuming "max" performance). This excludes RSUs that will be settled in cash.

The following table provides information regarding the grant of stock-settled equity awards over the past three completed fiscal years and which we considered in setting the number of shares available for issuance under the Amended 2023 Plan.

Fiscal Year	Time-Based Vesting RSUs Granted	Performance-Based Vesting RSUs Granted[1]	Actual Performance-Based Vesting RSUs Earned[2]	Total Granted[3]	Weighted Average # of Shares	Burn Rate[4]
2023	5,314,672	1,785,218	271,224	5,585,896	653,611,709	0.85%
2024	1,398,939	1,181,286	—	1,398,939	656,995,568	0.21%
2025	2,486,792	1,814,412	330,708	2,817,500	659,964,362	0.43%
Average Three-Year Burn Rate (2023-2025)						0.50%

(1) Reflects target number of performance-vesting RSUs granted in applicable fiscal year.

(2) Reflects the performance-vesting RSUs for which the performance criteria were certified as attained and earned during such fiscal year.

(3) Total number of shares granted in a particular fiscal year includes all time-based vesting RSUs granted and performance-based vesting RSUs that were earned during such fiscal year.

(4) The "Burn Rate" measures how quickly we use shares and is calculated by dividing (a) the number of shares subject to stock-settled equity awards granted during the applicable fiscal year (excluding performance-based vesting RSUs granted in the applicable fiscal year, but including performance-based vesting RSUs that are earned during the applicable year) by (b) the weighted average number of shares of our Common Stock outstanding during the applicable fiscal year.

Summary of Amended 2023 Plan

A summary of the principal provisions of the Amended 2023 Plan is set forth below. The summary is qualified by reference to the full text of the Amended 2023 Plan which is attached as Appendix B to this Proxy Statement.

Administration

The Compensation Committee (or, with respect to awards to non-employee directors, our Board) (together, the "administrator") is charged with the general administration of the Amended 2023 Plan. The Amended 2023 Plan provides that, subject to certain limitations, our Board and the Compensation Committee may from time to time delegate its authority to grant awards to a committee consisting of one or more members of our Board or the Compensation Committee or one or more of our officers. Subject to the terms and conditions of the Amended 2023 Plan, the administrator will have the authority to select the persons to whom awards are to be made; to determine the type of awards to be granted, the number of shares to be subject to awards and the terms and conditions of awards; to determine when awards can be settled in cash, shares, or other property or whether an award may be cancelled, forfeited or surrendered; to accelerate vesting or lapse restrictions; and to make all other determinations and to take all other actions necessary or advisable for the administration of the Amended 2023 Plan. The administrator will also be authorized to adopt, amend or repeal rules relating to the administration of the Amended 2023 Plan.

Eligibility

Persons eligible to participate in the Amended 2023 Plan include all members of the Board (currently comprised of 12 non-employee directors) and approximately 139,000 employees of the Company and its subsidiaries, in each case, as determined by the administrator of the Amended 2023 Plan. Only employees may be granted ISOs under the Amended 2023 Plan. Consultants are not eligible to receive equity awards under the Company's existing grant guidelines.

Shares Available and Limitations on Awards

If our stockholders approve the Amended 2023 Plan, the number of shares reserved for issuance under the Amended 2023 Plan will be increased by 16,500,000 shares to an aggregate of 29,189,379 shares of our Common Stock. This is equal to the 17,200,000 shares originally reserved for issuance under the 2023 Plan, minus 4,510,621 shares that were granted under the 2013 Plan after March 22, 2023 and prior to May 10, 2023 (the effective date of the 2023 Plan), plus 16,500,000 shares being requested under this proposal. The maximum number of shares that may be issued under the Amended 2023 Plan upon the exercise of ISOs is 29,189,379.

In addition, if all or any part of an award under the Amended 2023 Plan or, after March 22, 2023, the 2013 Plan (a "Prior Plan Award") expires, lapses or is terminated, converted into an award in respect of shares of another entity in connection with a spin-off or other similar event, exchanged or settled for cash, surrendered, repurchased, cancelled without having been fully exercised or forfeited, in any case, in a manner that results in us acquiring the underlying shares at a price not greater than the price paid by the participant for such shares or not issuing the underlying shares, such unused shares subject to the award at such time will be available for future grants under the Amended 2023 Plan. Further, the Amended 2023 Plan provides that shares tendered by a participant or withheld to satisfy any tax withholding obligation with respect to an award other than options or SARs under the 2023 Plan or the 2013 Plan will be again available for future grants under the Amended 2023 Plan.

In addition, the following items will not be counted against the shares available for issuance under the Amended 2023 Plan: (i) the payment of dividend equivalents in cash in conjunction with any outstanding awards; (ii) any awards that are settled in cash rather than by issuance of shares and (iii) shares issued in assumption of, or in substitution for, any outstanding awards of any entity acquired in any form of combination by us or any of our subsidiaries, except shares acquired upon the exercise of ISOs will count against the maximum number of shares that may be issued under the Amended 2023 Plan pursuant to the exercise of ISOs.

The following types of shares will not be added back to the shares available for issuance under the Amended 2023 Plan: (i) shares tendered by a participant or withheld by us in payment of the exercise price of an option; (ii) shares tendered by a participant or withheld to satisfy any tax withholding obligation with respect to an option or SAR; (iii) shares subject to a SAR that are not issued in connection with the stock settlement of the SAR on exercise; and (iv) shares purchased on the open market with the cash proceeds from the exercise of options.

No awards granted under the Amended 2023 Plan may vest earlier than one year measured from the date of grant, or, with respect to any such award subject to performance-based vesting, based on an applicable performance period that is shorter than one year, provided that an award may provide for the accelerated vesting, exercisability and/or payment (as applicable) of an award upon a participant's termination of service or in connection with a change in control of the Company. However, up to an aggregate of 5% of the number of shares reserved for issuance under the Amended 2023 Plan may be granted without regard to the foregoing minimum vesting requirement. For purposes of awards to non-employee directors, a vesting period shall be deemed to be one year if it runs from the date of one annual meeting of the Company's stockholders to the next annual meeting of the Company's stockholders, so long as the period between such meetings is not less than 50 weeks.

In addition, under the Amended 2023 Plan, the sum of the grant date fair value (determined as of the grant date in accordance with Financial Accounting Standards Board Accounting Standards Codification ("ASC") Topic 718) of all equity-based awards and the maximum amount that may become payable pursuant to all cash-based awards that may be granted to a director as compensation for services as a non-employee director during any calendar year may not exceed $1,500,000.

As of March 24, 2026, the closing price of a share of our Common Stock on Nasdaq was $10.71.

Awards

The Amended 2023 Plan provides that the administrator may grant or issue stock options, SARs, restricted stock, RSUs, performance bonus awards, performance stock units, other stock or cash-based awards, dividend equivalents or any combination thereof. Each award will be set forth in a separate agreement with the person receiving the award and will indicate the type, terms and conditions of the award.

- *Nonqualified Stock Options* will provide for the right to purchase shares of our Common Stock at a specified price which may not be less than fair market value on the date of grant, and usually will become exercisable (at the discretion of the administrator) in one or more installments after the grant date, subject to the participant's continued employment or service with us and/or subject to the satisfaction of corporate performance targets and individual performance targets established by the administrator. NSOs may be granted for any term specified by the administrator that does not exceed ten years.
- *Incentive Stock Options* will be designed in a manner intended to comply with the provisions of Section 422 of the Code and will be subject to specified restrictions contained in the Code. Among such restrictions, ISOs must have an exercise price of not less than the fair market value of a share of common stock on the date of grant, may only be granted to employees, and must not be exercisable after a period of ten years measured from the date of grant. In the case of an ISO granted to an individual who owns (or is deemed to own) at least 10% of the total combined voting power of all classes of our capital stock, the Amended 2023 Plan provides that the exercise price must be at least 110% of the fair market value of a share of our Common Stock on the date of grant and the ISO must not be exercisable after a period of five years measured from the date of grant.
- *Restricted Stock* may be granted to any eligible individual and made subject to such restrictions as may be determined by the administrator. Restricted stock typically may be forfeited for no consideration or repurchased by us at the original purchase price if the conditions or restrictions on vesting are not met. In general, restricted stock may not be sold or otherwise transferred until restrictions are removed or expire. Holders of restricted stock, unlike recipients of options, will have voting rights and will have the right to receive dividends, if any, prior to the time when the restrictions lapse; however, dividends will not be paid until the restrictions are removed and the vesting conditions are met.
- *Restricted Stock Units* may be awarded to any eligible individual, typically without payment of consideration, but subject to vesting conditions based on continued employment or service or on performance criteria established by the administrator. Like restricted stock, RSUs may not be sold, or otherwise transferred or hypothecated, until vesting conditions are removed or expire. Unlike restricted stock, stock underlying RSUs will not be issued until the RSUs have vested, and recipients of RSUs generally will have no voting or dividend rights prior to the time when vesting conditions are satisfied.
- *Stock Appreciation Rights* may be granted in connection with stock options or other awards, or separately. SARs granted in connection with stock options or other awards typically will provide for payments to the holder based upon increases in the

price of our Common Stock over a set exercise price. The exercise price of any SAR granted under the Amended 2023 Plan must be at least 100% of the fair market value of a share of our Common Stock on the date of grant. SARs under the Amended 2023 Plan will be settled in cash or shares of our Common Stock, or in a combination of both, at the election of the administrator.

- *Performance Bonus Awards and Performance Stock Units* are denominated in cash or share/unit equivalents, respectively, and may be linked to one or more performance or other criteria as determined by the administrator.
- *Other Stock or Cash Based Awards* are awards of cash, fully vested shares of our Common Stock and other awards valued wholly or partially by referring to, or otherwise based on, shares of our Common Stock. Other stock or cash based awards may be granted to participants and may also be available as a payment form in the settlement of other awards, as standalone payments and as payment in lieu of base salary, bonus, fees or other cash compensation otherwise payable to any individual who is eligible to receive awards. The administrator will determine the terms and conditions of other stock or cash based awards, which may include vesting conditions based on continued service, performance and/or other conditions.
- *Dividend Equivalents* represent the right to receive the equivalent value of dividends paid on shares of our Common Stock and may be granted alone or in tandem with awards other than stock options or SARs. Dividend equivalents are converted to cash or shares by such formula and such time as determined by the administrator. In addition, dividend equivalents with respect to an award subject to vesting will either (i) to the extent permitted by applicable law, not be paid or credited or (ii) be accumulated and subject to vesting to the same extent as the related award.

Any award may be granted as a performance award, meaning that the award will be subject to vesting and/or payment based on the attainment of specified performance goals.

Prohibition on Repricing

Except in connection with a corporate transaction involving the Company, the terms of outstanding awards may not be amended without the approval of our stockholders to (i) reduce the exercise price per share of outstanding options or SARs or (ii) cancel outstanding options or SARs in exchange for cash or other awards when the exercise price of such option or SAR exceeds the fair market value of the underlying shares.

Awards Subject to Clawback

All awards (including any proceeds, gains or other economic benefit actually or constructively received by a participant) granted under the Amended 2023 Plan will be subject to our clawback policy.

Adjustment Upon Certain Events

The administrator has broad discretion to take action under the Amended 2023 Plan, as well as to make adjustments to the terms and conditions of existing and future awards, to prevent the dilution or enlargement of intended benefits and facilitate necessary or desirable changes in the event of certain transactions and events affecting our Common Stock, such as stock dividends, stock splits, mergers, acquisitions, consolidations, change in control events, and other corporate transactions. Notwithstanding the foregoing, in the event of a change in control, the administrator may take any action with respect to outstanding awards as it deems appropriate, consistent with applicable provisions of the Code and applicable federal or state securities laws. In addition, in the event of certain non-reciprocal transactions with our stockholders known as "equity restructurings," the administrator will make equitable adjustments to the Amended 2023 Plan and outstanding awards.

Foreign Participants, Transferability and Participant Payments

The administrator may modify awards granted to participants who are foreign nationals or employed outside the United States or establish subplans or procedures to address differences in laws, rules, regulations or customs of such foreign jurisdictions.

Except as the administrator may determine or provide in an award agreement, awards under the Amended 2023 Plan are generally non-transferrable, except by will or the laws of descent and distribution, or, subject to the administrator's consent, pursuant to a domestic relations order, and are generally exercisable only by the participant. With regard to tax withholding obligations arising in connection with awards under the Amended 2023 Plan, and exercise price obligations arising in connection with the exercise of stock options under the Amended 2023 Plan, the administrator may, in its discretion, accept cash, wire transfer or check, shares of our Common Stock that meet specified conditions, a promissory note, a "market sell order," such other consideration as the administrator deems suitable, or any combination of the foregoing.

Plan Amendment and Termination

The administrator may amend, suspend or terminate the Amended 2023 Plan at any time. However, we must generally obtain stockholder approval to the extent required by applicable law, rule or regulation (including any applicable stock exchange rule), and generally no amendment may materially and adversely affect any outstanding award without the affected participant's consent.

No ISOs may be granted pursuant to the Amended 2023 Plan after the tenth anniversary of the effective date of the Amended 2023 Plan. Any award that is outstanding on the termination date of the Amended 2023 Plan will remain in force according to the terms of the Amended 2023 Plan and the applicable award agreement.

Material U.S. Federal Income Tax Consequences

The following is a general summary under current law of the principal United States federal income tax consequences related to awards under the Amended 2023 Plan. This summary deals with the general federal income tax principles that apply and is provided only for general information. Some kinds of taxes, such as state, local and foreign income taxes and federal employment taxes, are not discussed. This summary is not intended as tax advice to participants, who should consult their own tax advisors.

- *Nonqualified Stock Options.* If a participant is granted an NSO under the Amended 2023 Plan, the participant should not have taxable income on the grant of the option. Generally, the participant should recognize ordinary income at the time of exercise in an amount equal to the fair market value of the shares acquired on the date of exercise, less the exercise price paid for the shares. The participant's basis in the Common Stock for purposes of determining gain or loss on a subsequent sale or disposition of such shares generally will be the fair market value of our Common Stock on the date the participant exercises such option. Any subsequent gain or loss will be taxable as a long-term or short-term capital gain or loss. We or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the participant recognizes ordinary income.
- *Incentive Stock Options.* A participant should not recognize taxable income upon grant or exercise of an ISO. However, the excess of the fair market value of the shares of our Common Stock received upon exercise over the option exercise price is an item of tax preference income potentially subject to the alternative minimum tax. If stock acquired upon exercise of an ISO is held for a minimum of two years from the date of grant and one year from the date of exercise and otherwise satisfies the ISO requirements, the gain or loss (in an amount equal to the difference between the fair market value on the date of disposition and the exercise price) upon disposition of the stock will be treated as a long-term capital gain or loss, and we will not be entitled to any deduction. If the holding period requirements are not met, the ISO will be treated as one that does not meet the requirements of the Code for ISOs and the participant will recognize ordinary income at the time of the disposition equal to the excess of the fair market value of the shares at the time of exercise over the exercise price (or if less, the amount realized in the disposition over the exercise price), with any remaining gain or loss being treated as capital gain or capital loss. We or our subsidiaries or affiliates generally are not entitled to a federal income tax deduction upon either the exercise of an ISO or upon disposition of the shares acquired pursuant to such exercise, except to the extent that the participant recognizes ordinary income on disposition of the shares.
- *Other Awards.* The current federal income tax consequences of other awards authorized under the Amended 2023 Plan generally follow certain basic patterns: SARs are taxed and deductible in substantially the same manner as NSOs;

nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid, if any, only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant through a Code Section 83(b) election, in which case ordinary income is recognized on the date of grant in an amount equal to the excess of the fair market value of the shares on the date of grant over the price paid, if any); restricted stock units, dividend equivalents and other stock or cash based awards are generally subject to tax at the time of payment. We or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the participant recognizes ordinary income.

- *Limitation on the Employer's Compensation Deduction*. Section 162(m) of the Code limits the deduction certain employers may take for otherwise deductible compensation payable to certain executive officers of the employer to the extent the compensation paid to such an officer for the year exceeds $1 million.
- *Section 409A of the Code*. Certain types of awards under the Amended 2023 Plan may constitute, or provide for, a deferral of compensation subject to Section 409A of the Code. Unless certain requirements set forth in Section 409A of the Code are complied with, holders of such awards may be taxed earlier than would otherwise be the case (e.g., at the time of vesting instead of the time of payment) and may be subject to an additional 20% penalty tax (and, potentially, certain interest, penalties and additional state taxes). To the extent applicable, the Amended 2023 Plan and awards granted under the Amended 2023 Plan are generally intended to be structured and interpreted in a manner intended to either comply with or be exempt from Section 409A of the Code and the Department of Treasury regulations and other interpretive guidance that may be issued under Section 409A of the Code.

New Plan Benefits

Other than with respect to annual grants of RSUs to our non-employee directors that will be made on the date of the Annual Meeting (reflected in the table below), all future awards under the Amended 2023 Plan (assuming it is approved by stockholders) are subject to the discretion of the administrator and are not currently determinable, and therefore it is not possible to determine the benefits that will be received in the future by other participants in the Amended 2023 Plan.

Name and Position	Dollar Value ($)	Number of Shares (#)
Named Executive Officers		
Robert D. Isom, Chief Executive Officer, President and Director	—	—
Stephen L. Johnson, Vice Chair and Chief Strategy Officer	—	—
David G. Seymour, Executive Vice President and Chief Operating Officer	—	—
Devon E. May, Executive Vice President and Chief Financial Officer	—	—
Anthony J. Richmond, Executive Vice President, Corporate Affairs and Chief Legal Officer	—	—
All current executive officers as a group	—	—
All current directors who are not executive officers as a group	1,850,000(1)	(2)
All employees who are not executive officers as a group	—	—

(1) Each non-employee director serving on our Board will be awarded RSUs on the date of our Annual Meeting having a value on the date of grant equal to $150,000 (based on the per share closing price of our Common Stock on the date of the Annual Meeting). In addition, the Board has approved for Mr. Smith's service as Independent Chairman an additional annual RSU grant with a grant date fair value of $200,000.

(2) The aggregate number of RSUs to be granted to non-employee directors is not included in the table above because the number of shares subject to their awards will depend on the per share closing price of our Common Stock on the date of the Annual Meeting.

Existing Plan Benefits.

The following table sets forth the number of shares subject to all stock settled equity awards granted through March 24, 2026 under the 2023 Plan.

Name and Position	Number of Restricted Stock Units (#)[1]
Named Executive Officers	
Robert D. Isom, Chief Executive Officer, President and Director	3,697,921
Stephen L. Johnson, Vice Chair and Chief Strategy Officer	1,573,620
David G. Seymour, Executive Vice President and Chief Operating Officer	1,125,072
Devon E. May, Executive Vice President and Chief Financial Officer	1,044,360
Anthony J. Richmond, Executive Vice President, Corporate Affairs and Chief Legal Officer	1,074,140
All current executive officers as a group	8,515,113
Current Director Nominees	
Adriane M. Brown	36,930
John T. Cahill	36,930
Mary N. Dillon	3,031
Kathryn M. Farmer	13,562
Matthew J. Hart	36,930
Susan D. Kronick	36,930
Martin H. Nesbitt	36,930
Vicente Reynal	36,930
Gregory D. Smith	86,171
Douglas M. Steenland	36,930
Howard I. Ungerleider	25,401
Each associate of any such directors, executive officers or nominees	—
Each other person who has received or is to receive 5% of such options or rights	—
All current directors who are not executive officers as a group	423,605
All employees who are not executive officers as a group	5,013,541

(1) Includes the target number of shares subject to outstanding performance-vesting restricted stock units, otherwise based on actual units earned based on attainment of the performance-vesting conditions.

To be approved, this proposal must receive a "For" vote from the holders of a majority of the shares of our Common Stock which are present or represented by proxy and entitled to vote on the proposal. Abstentions will have the same effect as an "Against" vote for purposes of determining whether this matter has been approved. Broker non-votes will not be counted for any purpose in determining whether this matter has been approved.

The Board unanimously recommends that the stockholders vote "FOR" the approval of the Amended and Restated 2023 Incentive Award Plan.

PROPOSAL 6

Advisory Vote on Stockholder Proposal for Stockholder Right to Act by Written Consent

John Chevedden, 2215 Nelson Avenue, No. 205, Redondo Beach, CA 90278, has informed the Company that he intends to present the proposal set forth below at our Annual Meeting. The number of the Company's securities that the stockholder owns will be provided to stockholders promptly upon request. If the stockholder (or its "qualified representative") is present at the Annual Meeting and properly submits the proposal for a vote, then the stockholder proposal will be voted upon at the Annual Meeting. In accordance with federal securities laws, the stockholder proposal is presented under Proposal 6 as submitted by the stockholder and is quoted verbatim. The Company disclaims all responsibility for the content of the proposal and the supporting statement, including other sources referenced in the supporting statement.

For the reasons stated in the Board's Statement of Opposition, which follows the stockholder proposal, the Board unanimously recommends stockholders vote "AGAINST" the stockholder proposal.

Proposal 6

Proposal 6 - Shareholder Right to Act by Written Consent

Shareholders request that the board of directors take the necessary steps to permit written consent by the shareholders entitled to cast the minimum number of votes that would be necessary to authorize an action at a meeting at which all shareholders entitled to vote thereon were present and voting (without any unnecessary restriction based on length of stock ownership or the method by which shareholders hold their shares).

This includes shareholder ability to initiate any appropriate topic for written consent. This includes that any associated request for a record date shall have the lowest allowable figure. This includes that written consent not include a solicitation clause mandating a certain percent of shares be solicited unless legally required..

Shareholders acting by written consent and calling for a special shareholder meeting are 2 means that shareholders of a company can use to put forth a proposal on a timely basis without waiting for the annual shareholder meeting.

Unfortunately American Airlines Group (AAL) requires shares owning 20% of AAL stock outstanding to initiate the calling of a special shareholder meeting by shareholders.

There has never been a company response to a special shareholder meeting proposal that gave one example of a special shareholder meeting ever actually being held at a company that required 20% of shares outstanding to initiate. And companies that receive special shareholder meeting proposals hire law firms that have annual revenue of more than $1 Billion.

Thus the challenging 20% AAL requirement seems too high and seems to make the current so-called social meeting right useless at the 20% figure. To help make up for this AAL shareholders need a right to act by written consent.

A shareholder right to act by written consent could incentivize AAL directors to be more vigilant and more alert to face future headwinds like those that emerged in 2025:

AAL carries a significant debt load (net debt around $29 billion) and has a negative return on equity, making it the most leveraged U.S. legacy carrier and highly sensitive to economic downturns. This high leverage exposes it to risks from rising interest rates and refinancing challenges.

A "significant weakness" in domestic travel demand, particularly for main cabin and discretionary travelers, forced AAL to pull its initial 2025 guidance and adjust capacity.

American Airlines continues to struggle to consistently report profits similar to rivals Delta and United, falling behind in attracting luxury customers.

AAL faced increased operational disruptions, such as cancellations and delays, up 36% year-over-year, partly due to severe weather. AAL also reported issues with oversupplied short-haul Latin America markets which negatively impacted revenues.

AAL's prior strategy of pushing for direct bookings and altering contracts with corporate travel agencies failed to meet expectations and alienated some corporate customers.

AAL reported adjusted losses in both Q1 and Q3 of 2025, falling short of previous year's profits and highlighting ongoing profitability struggles.

Please vote yes:
Shareholder Right to Act by Written Consent Proposal 6

The Board's Statement in Opposition

The Board has considered this proposal and concluded that the proposal is not in the best interest of our stockholders. Accordingly, the Board unanimously recommends a vote **AGAINST** this proposal for the following reasons.

The Company's existing governance structure provides stockholders with meaningful rights and opportunities to share their perspectives.

We maintain strong corporate governance practices that allow stockholders to express their perspectives and share feedback throughout the year. For instance, our stockholders have the right to call a special meeting at the request of holders of 20% of the Company's outstanding common stock. This threshold strikes an appropriate balance between enabling stockholders to raise significant matters outside of the annual meeting cycle and protecting against the misuse of corporate resources by small groups of stockholders pursuing narrow interests. Stockholders also have the opportunity to share their perspectives with the Board and management through our year-round engagement program. Feedback gathered during stockholder engagement discussions is shared with the Board and plays a critical role in informing our corporate governance practices, executive compensation program, and sustainability initiatives and reporting, among other topics. In addition, all directors are elected annually, allowing stockholders to express their views on Board composition each year, and the Company maintains a majority voting standard for uncontested director elections which supports Board accountability. We also maintain a proxy access right, by which stockholders may nominate directors.

Implementing a right to act by written consent could disenfranchise our stockholders.

Permitting stockholders to act by written consent could allow a narrow group to take significant corporate actions without providing all stockholders with notice and an opportunity to vote. Unlike actions taken at a special or annual meeting, where all stockholders receive advance notice, can review proxy materials, and have time to consider the issues, stockholder action by written consent can be done without prior notice to, and without a vote of, other stockholders beyond those directly solicited.

Further, the Board does not have the opportunity to provide its views to stockholders with respect to proposed action by written consent. As a result, it can be difficult for solicited stockholders to make an informed decision on these matters.

Our existing Board and governance practices collectively provide stockholders with meaningful opportunities to express their perspectives without introducing the risks associated with a written consent right. Accordingly, we believe the proposal's request is unnecessary and not in the best interests of our stockholders.

For these reasons, the Board unanimously recommends stockholders vote "AGAINST" the stockholder proposal requesting a stockholder right to act by written consent.

PROPOSAL 7

Advisory Vote on Stockholder Proposal Regarding Cumulative Voting for Board Elections

The National Legal and Policy Center, 107 Park Washington Court, Falls Church, VA 22046, has informed the Company that it intends to present the proposal set forth below at our Annual Meeting. The number of the Company's securities that the stockholder owns will be provided to stockholders promptly upon request. If the stockholder (or its "qualified representative") is present at the Annual Meeting and properly submits the proposal for a vote, then the stockholder proposal will be voted upon at the Annual Meeting. In accordance with federal securities laws, the stockholder proposal is presented under Proposal 7 as submitted by the stockholder and is quoted verbatim. The Company disclaims all responsibility for the content of the proposal and the supporting statement, including other sources referenced in the supporting statement.

For the reasons stated in the Board's Statement of Opposition, which follows the stockholder proposal, the Board unanimously recommends stockholders vote "AGAINST" the stockholder proposal.

Proposal 7

Adopt Cumulative Voting

RESOLVED:

The stockholders of American Airlines Group Inc. (the "Company") request that the Board of Directors take all necessary steps, in compliance with applicable law, to adopt cumulative voting for the election of directors. This includes adopting a resolution to amend the Company's Restated Certificate of Incorporation and/or Bylaws to expressly provide that, for the election of directors, each shareholder shall be entitled to cast as many votes as equal the number of shares held by such shareholder multiplied by the number of directors to be elected, and that such shareholder may cast all such votes for a single nominee or distribute them among two or more nominees as they see fit.

Supporting Statement:

Cumulative voting is a critical shareholder right that serves as a safeguard for board accountability. Under the current "majority" or "plurality" voting system, a shareholder group holding 51% of the shares can elect 100% of the Board of Directors, leaving the remaining 49% of shareholders without a single representative in the boardroom.

Cumulative voting allows minority shareholders to allocate their votes more flexibly. By grouping their votes for a single nominee, minority investors—who may include employees, small individual investors, or pension funds—can elect a director who brings a diverse, independent perspective to the Board.

Benefits of Cumulative Voting:

- **Encourages Board Diversity**: It allows for the election of directors with specialized expertise or viewpoints that may differ from the prevailing management consensus.
- **Enhances Accountability**: A director elected by minority shareholders can act as an independent watchdog, ensuring that difficult questions are asked during Board deliberations.
- **Supported by Governance Experts**: Many corporate governance advocates believe that cumulative voting is an essential tool for ensuring that the Board is truly representative of all shareholder interests, not just the majority.[1][2]

We believe that American Airlines Group Inc. would benefit from a voting structure that encourages broader shareholder representation.

Therefore, please vote FOR this proposal.

The Board's Statement in Opposition

The Board has considered this proposal and concluded that the proposal is not in the best interest of our stockholders. Accordingly, the Board unanimously recommends a vote **AGAINST** this proposal for the following reasons.

Our current voting structure best serves the interest of our stockholders.

American's voting standard for annual director elections is in the best interest of all stockholders, and consistent with the practice followed by the vast majority of S&P 500 companies. The Company's governance documents establish that in uncontested elections, American's directors are elected by receiving an affirmative majority of votes cast, and in contested elections when there are more director nominees than seats available, directors are elected by a plurality of votes cast. Additionally, if a director in an uncontested election does not receive a majority of votes cast, the director is required to submit a letter of resignation for consideration by our Board's Corporate Governance and Public Responsibility Committee. These practices hold each director individually accountable and ensure that those who fail to earn broad stockholder support are not elected to our Board.

Cumulative voting could undermine Board effectiveness and representation of all stockholder interests.

We believe that effective corporate governance is contingent upon a Board that represents the interests of all stockholders. Cumulative voting creates a risk that directors could be elected to represent narrow or special interests, rather than the interest of the Company and its stockholders as a whole, by enabling a stockholder or group of stockholders representing a small minority of the votes cast to gain Board representation disproportionate to their economic stake in the Company. This could potentially divert Board attention and impede its ability to cohesively work together to oversee the Company's strategic priorities.

The Company's existing governance practices further support stockholder rights and Board accountability.

Our Board has adopted numerous governance mechanisms that protect stockholder interests and promote accountability without the risks associated with cumulative voting. In addition to the aforementioned practices, these include proxy access rights that enable stockholders to nominate director candidates, a right for stockholders to call special meetings and robust stockholder engagement practices where stockholders can directly express their perspectives. Our Corporate Governance and Public Responsibility Committee maintains strong oversight of evolving Board and governance practices, including ensuring that current provisions and practices support stockholder rights. Additionally, our Corporate Governance and Public Responsibility Committee regularly evaluates Board composition to ensure that there is an appropriate balance of tenure, turnover, backgrounds, attributes, viewpoints and experiences. These measures ensure that all stockholders have a meaningful voice in director elections and that the Board remains responsive to stockholder concerns.

[1] https://scholarship.law.columbia.edu/cgi/viewcontent.cgi?params=/context/faculty_scholarship/article/1071/&path_info=Gordon_Institutions_as_Relational_Investors.pdf
[2] https://archive.fairvote.org/?page=2524

This proposal's request is not in the best interest of our stockholders as it would create unnecessary risk and American's governance practices, including director election voting standards, already promote strong stockholder rights and Board accountability.

For these reasons, the Board unanimously recommends stockholders vote "AGAINST" the stockholder proposal regarding cumulative voting for Board elections.

Security Ownership of Certain Beneficial Owners and Management

The following table provides information regarding the beneficial ownership of our Common Stock as of April 13, 2026, by (1) each of our directors and nominees for director, (2) each of the individuals named in the section entitled "Executive Compensation—Summary Compensation Table" beginning on page 80 and (3) all of our directors and executive officers as a group, based in each case on information furnished to us by these persons. We believe that each of the named individuals and each director and executive officer included in the group has sole voting and investment power with regard to the shares shown, except that certain individuals may share voting and investment power with their spouses and except as otherwise noted.

	AAG Common Stock Beneficially Owned[1]	
Name of Beneficial Owner and Relationship to Company	**Amount and Nature of Beneficial Ownership**	**Percent of Class**
Robert D. Isom Chief Executive Officer, President and Director	1,578,171[2]	*
Stephen L. Johnson Vice Chair and Chief Strategy Officer	1,114,049[3]	*
David G. Seymour Chief Operating Officer	468,498[4]	*
Devon E. May Chief Financial Officer	382,192[5]	*
Anthony J. Richmond Corporate Affairs and Chief Legal Officer	138,751[6]	*
Adriane M. Brown Director	54,881[7]	*
John T. Cahill Director	213,288[8]	*
Mary N. Dillon Director	3,031[9]	*
Kathryn M. Farmer Director	13,562[10]	*
Matthew J. Hart Director	102,894[11]	*
Susan D. Kronick Director	79,053[12]	*
Martin H. Nesbitt Director	79,053[13]	*
Denise M. O'Leary** Director	154,342[14]	*
Vicente Reynal Director	45,478[15]	*
Gregory D. Smith Independent Chairman	98,858[16]	*
Douglas M. Steenland Director	56,206[17]	*
Howard I. Ungerleider Director	25,401[18]	*
All directors, nominees and current executive officers as a group (17 persons)	4,607,708[19]	*

* Represents less than 1% of the outstanding shares of our Common Stock.

** Denise M. O'Leary is retiring from the Board at the Annual Meeting.

(1) Beneficial ownership as reported in the table has been determined in accordance with SEC rules and regulations and includes restricted stock units ("RSUs") that vest within 60 days of April 13, 2026. Pursuant to SEC rules and regulations, all shares not currently outstanding that are subject to RSUs that vest within 60 days of April 13, 2026, are deemed to be outstanding for the purpose of computing "Percent of Class" held by the holder of the class but are not deemed to be outstanding for the purpose of computing the "Percent of Class" held by any other stockholder.

(2) Includes 1,578,171 shares held directly. Excludes 2,216,108 unvested RSUs that will not vest within 60 days of April 13, 2026.

(3) Includes 1,114,049 shares held directly. Excludes 974,308 unvested RSUs that will not vest within 60 days of April 13, 2026.

(4) Includes 364,650 shares held directly and 103,848 shares underlying unvested RSUs that vest within 60 days of April 13, 2026. Excludes 667,199 unvested RSUs that will not vest within 60 days of April 13, 2026.

(5) Includes 296,499 shares held directly and 85,693 shares underlying unvested RSUs that vest within 60 days of April 13, 2026. Excludes 636,552 unvested RSUs that will not vest within 60 days of April 13, 2026.

(6) Includes 138,751 shares underlying unvested RSUs that vest within 60 days of April 13, 2026. Excludes 935,389 unvested RSUs that will not vest within 60 days of April 13, 2026.

(7) Includes 41,319 shares held directly and 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(8) Includes 174,174 shares held indirectly for the benefit of the John Tobin Cahill Revocable Trust, 25,552 shares held indirectly for the benefit of the Ladson Court Trust V and 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(9) Includes 3,031 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(10) Includes 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(11) Includes 89,332 shares held directly and 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(12) Includes 65,491 shares held directly and 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(13) Includes 65,491 shares held directly and 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(14) Includes 140,780 shares held directly and 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(15) Includes 31,916 shares held directly and 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(16) Includes 67,073 shares held directly, 140 shares held indirectly for the benefit of Mr. Smith's Family Trusts and 31,645 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(17) Includes 42,644 shares held directly and 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(18) Includes 11,839 shares held directly and 13,562 shares underlying unvested RSUs that vest within 60 days of April 13, 2026.

(19) Includes 3,909,254 shares held directly, 174,174 shares held indirectly for the benefit of the John Tobin Cahill Revocable Trust, 25,552 shares held indirectly for the benefit of the Ladson Court Trust V, 140 shares held indirectly for the benefit of Mr. Smith's Family Trusts and 498,588 shares underlying unvested RSUs that vest within 60 days of April 13, 2026, held by our current executive officers, directors and nominees as a group. Excludes 5,429,556 shares underlying unvested RSUs held by our current executive officers, directors and nominees as a group that will not vest within 60 days of April 13, 2026.

The following table sets forth information regarding the beneficial ownership of our Common Stock as of April 13, 2026 for each person known to us to be the beneficial owner of more than 5% of our outstanding Common Stock.

	Common Stock Beneficially Owned	
Name and Address of Beneficial Owner	**Amount and Nature of Beneficial Ownership**	**Percent of Class**
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	54,575,149[(a)]	8.25%
PRIMECAP Management Company 177 E. Colorado Blvd., 11th Floor Pasadena, CA 91105	49,641,939[(b)]	7.51%

(a) The amount shown and the following information are derived solely from the Schedule 13G/A filed by BlackRock, Inc. on November 8, 2024. BlackRock, Inc. has sole dispositive power with respect to all of such shares, sole voting power with respect to 53,482,377 of such shares and shared voting power with respect to no shares.

(b) The amount shown and the following information are derived solely from the Schedule 13G/A filed by PRIMECAP Management Company on November 13, 2025. PRIMECAP Management Company has sole dispositive power with respect to all of such shares, sole voting power with respect to 49,234,154 of such shares and shared voting power with respect to no shares.

Director Compensation

The table below provides information regarding compensation we paid to our non-employee directors in 2025. The compensation elements are described in the narrative following the table. Robert D. Isom, our Chief Executive Officer, President and a director, is not included in the table because he is a "named executive officer" for 2025 and his compensation is disclosed in the "Executive Compensation—Summary Compensation Table" beginning on page 80 of this Proxy Statement.

Name	Fees Earned or Paid in Cash ($)[a]	Stock Awards ($)[b]	All Other Compensation ($)[c]	Total ($)
Adriane M. Brown	150,000	150,000	10,238	310,238
John T. Cahill	130,000	150,000	18,866	298,866
Michael J. Embler[d]	65,000	—	162,118	227,118
Kathryn M. Farmer	72,143	150,000	5,294	227,437
Matthew J. Hart	155,000	150,000	23,300	328,300
Susan D. Kronick	130,000	150,000	27,340	307,340
Martin H. Nesbitt	150,000	150,000	40,674	340,674
Denise M. O'Leary	140,000	150,000	18,992	308,992
Vicente Reynal	140,000	150,000	21,848	311,848
Gregory D. Smith	100,000	350,000	34,240	484,240
Douglas M. Steenland	150,000	150,000	16,706	316,706
Howard I. Ungerleider	152,255	150,000	8,558	310,813

(a) The amounts represent the aggregate dollar amount of all fees the directors earned or were paid in 2025 for service as a director, including annual retainer, committee, committee chair and chairman fees.

(b) The amounts represent the aggregate grant date fair value, as calculated in accordance with Accounting Standards Codification ("ASC") Topic 718, of (i) 13,562 RSUs granted to each non-employee director, other than Mr. Embler, on June 11, 2025, with a grant date fair value of $150,000, which will vest on June 10, 2026, subject to the continued service of the director through the vesting date, and (ii) 18,083 additional RSUs granted to Mr. Smith on June 11, 2025, with a grant date fair value of $200,000, for his service as Independent Chairman, which will vest on June 10, 2026, subject to the continued service of the director through the vesting date. The grant date fair value, as calculated in accordance with ASC Topic 718, of time-based RSUs is equal to the number of shares underlying the RSUs, multiplied by the closing price of our Common Stock on the date of grant. As of December 31, 2025, each of our then continuing non-employee directors, other than Mr. Smith, held 13,562 RSUs. As of December 31, 2025, Mr. Smith held 31,645 RSUs. No non-employee directors held any other outstanding equity awards.

(c) The amounts include (i) the value of flight privileges received in 2025, (ii) for Mr. Embler the value of lifetime flight privileges available to him and his immediate family upon his retirement from Board service, and (iii) tax reimbursements that we paid to our directors in 2025 for flight privileges provided to them in 2025. Amounts also include the portion of the premiums paid by us on behalf of Mr. Hart and Ms. O'Leary for a life insurance policy under the America West Directors' Charitable Contribution Program, which is described more fully below in the section entitled "Legacy Director Compensation Programs." Each of these amounts are set forth in the table below. Flight privileges are valued based on the imputed taxable income to the director, which valuation is greater than the incremental cost to the Company.

Name	Flight Privileges ($)	Tax Gross-Up on Flight Privileges ($)	Insurance Premiums ($)
Adriane M. Brown	5,119	5,119	
John T. Cahill	9,433	9,433	
Michael J. Embler[(d)]	153,539[(e)]	8,579	
Kathryn M. Farmer	2,647	2,647	
Matthew J. Hart	5,619	5,619	12,062
Susan D. Kronick	13,670	13,670	
Martin H. Nesbitt	20,337	20,337	
Denise M. O'Leary	7,513	7,513	3,966
Vicente Reynal	10,924	10,924	
Gregory D. Smith	17,120	17,120	
Douglas M. Steenland	8,353	8,353	
Howard I. Ungerleider	4,279	4,279	

(d) Mr. Embler did not stand for reelection at the 2025 annual meeting of stockholders.

(e) For Mr. Embler, includes $8,579 for the value of flight privileges received in 2025, and $144,960 for the value of lifetime flight privileges available to him and his immediate family upon his retirement from Board service. The service of Mr. Embler on our Board exceeded seven years as of the date of his retirement from our Board. As a result, he was entitled to lifetime flight privileges. The value of the lifetime flight privileges reflects the present value of future travel calculated using a discount rate of 5.3% and Pri-2012 Employee Table, with white collar adjustments, increased by 3.0% at all ages, and then projected generationally from 2012 with Scale MP-2021, and assumes the annual level of usage is the same as the director's actual usage for 2025 with a valuation based on imputed income and a 1% annual increase in the cost of travel.

Director Compensation

The Compensation Committee periodically reviews the overall compensation of our directors in consultation with the Board and, from time to time, the assistance of the Compensation Committee's compensation consultant. The Compensation Committee has authority to retain and terminate any outside advisors, such as compensation consultants and legal counsel, and to determine their compensation.

Annual Retainers and Grants of RSUs. For 2025, the compensation for our non-employee directors included the following cash-based annual retainers:

- an annual retainer of $100,000 for service on the Board;
- an annual retainer of $15,000 for service on each of the Audit, Compensation, CGPR, Finance or Safety Committees; and
- an annual retainer of $25,000 for service as the Chair of the Audit Committee and an annual retainer of $20,000 for service as the Chair of each of the Compensation, CGPR, Finance or Safety Committees.

On the date of the 2025 annual meeting of stockholders, each continuing non-employee director received a number of RSUs equal to $150,000 divided by the closing price of our Common Stock on the date of the annual meeting. Each of the RSU awards granted to our non-employee directors will vest fully on the earlier of the first anniversary of the date of grant or the date of the next annual meeting of stockholders, subject to the continued service of the non-employee director through the vesting date.

In February 2023, we announced the election of Gregory D. Smith as the Company's Independent Chairman effective April 30, 2023. The Board has approved for Mr. Smith's service as Independent Chairman an additional annual RSU grant with a grant date fair value of $200,000.

Other Compensation. As is customary in the airline industry, we provide our directors with flight benefits. During the period of time they serve on the Board, non-employee directors are entitled to complimentary personal air travel for the non-employee director and his or her eligible immediate family members on American and American Eagle, 12 round-trip or 24 one-way passes for complimentary air travel for the non-employee director's family and friends each year, as well as American Airlines Admirals Club® membership, and AAdvantage® ConciergeKey℠ program status. Non-employee directors receive a tax gross-up for imputed taxable income related to these flight benefits. In addition, these travel benefits (except for the tax gross-up) will be provided (i) for a non-employee director's lifetime if he or she has served as a director for seven or more years or (ii) for five years if he or she has served for less than seven but more than two years. Non-employee directors will also be reimbursed for all reasonable out-of-pocket expenses incurred in connection with attendance at meetings upon submission of receipts.

In addition, the Company purchases tickets to certain sporting and other events in advance for business purposes. On occasion, unused tickets purchased are made available for personal use by our directors or other team members. These tickets typically result in no incremental cost to the Company.

Legacy Director Compensation Programs

Following the closing of the merger with US Airways, the America West Directors' Charitable Contribution Program (the "Charitable Contribution Program"), a legacy director compensation program, continues to be in effect. America West established the Charitable Contribution Program under which all directors of America West were invited to participate. This program was discontinued for new directors following the merger between America West and US Airways in 2005. During 2025, the directors who were participants in the Charitable Contribution Program were Mr. Hart and Ms. O'Leary. The charitable contributions will be substantially funded by life insurance proceeds from policies maintained by us on the lives of the participants. Under the terms of the Charitable Contribution Program, America West was allowed to place joint life insurance on two directors. The life insurance policies currently in place under the Charitable Contribution Program are structured as joint policies on the lives of two directors and the insurance benefits are payable at the death of the last survivor. Individual directors derive no direct financial benefit from the Charitable Contribution Program because all insurance proceeds are to be paid by us, and all tax deductions for the charitable contributions accrue solely to us.

Stock Ownership Guidelines

Our non-employee directors are required to hold a number of shares of stock equal to the lesser of either (i) five times the director's annual cash retainer or (ii) 15,000 shares of our Common Stock. Ownership is determined based on the combined value of the following director holdings: (a) shares owned outright or by immediate family members residing in the same household or in a trust for the benefit of the director or an immediate family member; (b) Common Stock, stock units or other stock equivalents obtained through the exercise of stock appreciation rights ("SARs")/stock options or vesting of equity awards; (c) unvested equity awards granted under any equity and deferral plans; and (d) other stock or stock equivalent awards determined by the CGPR Committee. Newly appointed non-employee directors have five years from the date the individual became a director to comply with the stock ownership guidelines. Under the stock ownership guidelines, until a non-employee director has reached the minimum ownership guideline, such director may not sell or otherwise dispose of the shares of Common Stock acquired upon the exercise, vesting or settlement of any equity awards except to the extent such sales do not cumulatively exceed 50% of such shares. Each of our directors with a compliance date before the date of this Proxy Statement owns shares that exceed the minimum stock ownership guidelines.

Certain Relationships and Related Party Transactions

Since January 1, 2025, the Company has not participated in, nor is there currently planned, any transaction or series of similar transactions with any of the Company's directors, nominees, executive officers, holders of more than 5% of Common Stock or any member of such person's immediate family that is required to be reported under Regulation S-K Item 404(a) of the rules of the SEC.

We have entered into indemnity agreements with our executive officers and directors that provide, among other things, that we will indemnify each such officer or director, under the circumstances and to the extent provided for in the indemnity agreements, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings in which he or she is or may be made a party by reason of his or her position as a director, officer or other agent of the Company.

Policies and Procedures for Review and Approval of Related Person Transactions

We believe that business decisions and actions taken by our officers, directors and other team members should be based on the best interests of the Company and must not be motivated by personal considerations or relationships. We attempt to analyze all transactions in which we participate and in which a related person may have a direct or indirect material interest, both due to the potential for a conflict of interest and to determine whether disclosure of the transaction is required under applicable SEC rules and regulations. Related persons include any of our directors or executive officers, certain of our stockholders and immediate family members of any of the above persons. The Audit Committee is responsible for reviewing and approving all significant conflicts of interest and related party transactions in accordance with our company policies.

A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, in any way with the interests of the Company. Our Codes of Ethics require our employees, including our Chief Executive Officer, Chief Financial Officer, Corporate Controller, who is our principal accounting officer, and our directors who may have a potential or apparent conflict of interest to fully disclose all the relevant facts to either the Chair of the Audit Committee or the Chief Ethics and Compliance Officer, as applicable. Once the Chair of the Audit Committee or the Chief Ethics and Compliance Officer receives notice of a conflict of interest, they will report the relevant facts to our internal auditors. The internal auditors will then consult with the Audit Committee and a determination will be made as to whether the activity is permissible. The full texts of our Codes of Ethics are available on our website at *www.aa.com* under the links "About Us"—"Corporate Governance."

Report of the Audit Committee of the Board of Directors

The Audit Committee has reviewed and discussed with our management our audited consolidated financial statements for the fiscal year ended December 31, 2025 (the "Audited Financial Statements").

The Audit Committee has discussed with KPMG, our independent registered public accounting firm, the matters required to be discussed with the Audit Committee under the applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission.

The Audit Committee has received the written disclosures and the letter from KPMG regarding its independence as required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the Audit Committee concerning independence, has discussed with KPMG its independence and has considered the compatibility of the non-audit services provided by KPMG with respect to maintenance of that independence.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board of Directors has approved, that the Audited Financial Statements be included in our Annual Report on Form 10-K for the year ended December 31, 2025, for filing with the SEC.

Respectfully submitted,

Audit Committee
Matthew J. Hart (Chair)
John T. Cahill
Martin H. Nesbitt
Howard I. Ungerleider

This report of the Audit Committee is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to the SEC's proxy rules or the liabilities of Section 18 of the Exchange Act, and the report shall not be deemed to be incorporated by reference into any prior or subsequent filing by us under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act.

Compensation Discussion and Analysis

Overview

This section discusses our performance and the principles underlying our compensation policies for our "named executive officers," who for 2025 were:

- Robert D. Isom, our Chief Executive Officer, President and Director;
- Stephen L. Johnson, our Vice Chair and Chief Strategy Officer;
- David G. Seymour, our Executive Vice President and Chief Operating Officer;
- Devon E. May, our Executive Vice President and Chief Financial Officer; and
- Anthony J. Richmond, our Executive Vice President, Corporate Affairs and Chief Legal Officer(1).

(1) Mr. Richmond commenced employment with the Company in May 2025.

To successfully lead American through the critical post-pandemic chapter, our leadership team established a targeted list of primary goals to improve the reliability, profitability, and accountability of our operations to create long-term stockholder value. **We achieved key objectives supporting the accomplishment of our primary goals, including:**

Reliability

- Operated more than 2.2 million flights with an average load factor of 83.6%.
- Continued targeted investments in the operation and technology to drive further improvements in operating reliability and resiliency.
- Multi-year agreements with our largest workgroups provide labor cost certainty through 2027.

Profitability

- Produced record full-year revenue of $54.6 billion, full-year net income of $111 million and, excluding special items, full-year net income of $237 million.(1)
- In preparation for American's exclusive 10-year co-branded credit card partnership with Citi, effective in 2026, transitioned the in-flight acquisition channels to Citi and launched a new mid-tier Citi® AAdvantage® Globe™ MasterCard® expanding our card offerings to meet travelers at every level.
- Took delivery of 40 new generation aircraft, providing more fuel-efficient fleet options that have resulted in a 6.7% increase in mainline fuel efficiency since 2019.

Accountability

- Committed to further deleveraging, targeting a reduction in total debt(2) to less than $35 billion by year-end 2027, which is now expected to be achieved a year early in 2026.
- Ended 2025 with $9.2 billion in total available liquidity.(3)
- Our Reengineering the Business (RtB) program has continued to enhance operational efficiency through best-in-class workforce management, efficient asset utilization, and procurement excellence, supported by investments in technology and process improvements, and through 2025 has delivered approximately $750 million in cumulative operating savings and over $650 million in working-capital benefits since 2023.

(1) See Appendix C for a reconciliation of net income excluding net special items (non-GAAP measure).

(2) Total debt includes debt, finance and operating lease liabilities and pension obligations.

(3) Total available liquidity includes unrestricted cash and short-term investments, and undrawn capacity under our credit and other facilities.

Our 2025 executive compensation program is designed to implement our strategy

Our executive compensation program is heavily performance-based and directly linked with our established goals of safety, delivering record operational results, focusing on our profitability and efficiency, closing our margin gap with our largest competitors and highlighting our customer experience commitments.

Our 2025 performance-based STIP was designed to align management with our goals of safety, profitability and efficiency and operational reliability while building on our momentum on team member engagement. Under our 2025 STIP, profitability and efficiency accounted for 70% of the plan's weighting and included a profitability gate to unlock that section. Reliability accounted for 25% of the plan's weighting and included a safety education completion gate to unlock that section, and culture accounted for 5% of the plan's weighting.

Our 2025 LTIP for our named executive officers incorporated both performance- and time-vesting components, with half of the target value consisting of the performance-vesting component. The performance-vesting component is tied to attainment of relative EBITDAR margin gap improvement versus our industry peers, which accounts for 50% of the plan's weighting and continues our focus on our margin gap in comparison to the other network carriers. Our total debt goal, EPS improvement and net promoter score, together account for the remaining 50% of the performance-vesting component of the plan's weighting. These goals together measure and focus on profitability and efficiency as well as our long-term customer strategy. Our 2025 LTIP further aligns our named executive officers' incentives with the interests of our stockholders with the inclusion of an absolute stock price performance modifier that may increase the overall plan payout based on certain stock price performance improvements. The performance-vesting component of the 2025 LTIP will be earned, if at all, following the completion of a three-year performance period. The time-vesting component of the 2025 LTIP vests as to 33.33% of the shares on each of the first, second and third anniversaries of the grant date, subject to continued service through each applicable vesting date.

Key strategic priorities determine our performance metrics

PROFITABILITY & EFFICIENCY
- Adjusted Pre-tax Income[1]
- Relative EBITDAR Margin Gap Improvement[2]
- Relative TRASM % vs. peers[3]
- CASM ex.[4]
- ML Workforce Efficiency
- Procurement Savings

OPERATIONAL RELIABILITY
- Mainline and regional controllable completion factor (CCF)[5]
- Mainline and regional on-time departure (D-0)
- Mishandled Baggage Rate (MBR)

ACCOUNTABILITY
- Plan Gates - Safety Education and Adjusted Pretax Income
- Total Debt
- Earnings Per Share (EPS) Improvement[6]
- Working Capital
- Net Promoter Score

Pay Element	Vehicle	2025 Metrics and Features
BASE SALARY	Cash	Fixed pay that compensates executive for scope of responsibility, competence and performance
SHORT-TERM INCENTIVE (STI)	Cash	• **Adjusted Pre-tax Income Gate**: $1.7B attainment to unlock profitability portion of plan, and 20% of STIP • **Safety Education:** Completion required to unlock operational reliability portion of the plan • **Relative TRASM % vs. Peers:** 20% • **CASM ex. :** 10% • **Mainline Workforce Efficiency:** 10% • **Procurement Savings / Working Capital:** 10% • **Operational Reliability Measures**: 25% • **Engagement:** 5%
LONG-TERM INCENTIVE (LTI)	Restricted stock: 50%	Vest over 3 years in alignment with shareholder value creation
	Performance shares: 50%	• **Relative EBITDAR Margin Gap Improvement**: 50% • **Total Debt:** 25% • **EPS Improvement:** 15% • **Net Promoter Score**: 10% • **Absolute Stock Price:** Overall performance modifier based on stock price in 2H 2027 Performance assessed and awards vest after 3 years

(1) Excludes any special items, third-party items, and performance pay as necessary.
(2) Excludes special items and third-party items. Peers considered are Delta and United.
(3) Excludes special items, refinery, and third-party business. Peers considered are Delta and United.
(4) Excludes special items, fuel and profit sharing.
(5) Excludes Air Traffic Control (ATC) and weather cancellations.
(6) Excludes special items.

2025 compensation decisions and outcomes reflected our pay for performance philosophy

No increases have been made to our Chief Executive Officer's target annual direct compensation level since 2023. Mr. Isom's base salary, STIP target and LTIP target have continued to remain at the same level as in 2023. Mr. Isom's 2025 target annual direct compensation remained significantly below the last reported value for the CEO of United (2025) and the CEO of Delta (2025), our two closest peers. The target annual direct compensation provided to our other named executive officers is competitive with or below that of the other large network airlines. In addition, 91% of our Chief Executive Officer's and, on average, 86% of our other named executive officers' 2025 target annual direct compensation was comprised of at-risk compensation. As a result, the compensation ultimately realized by our Chief Executive Officer and other named executive officers will be significantly determined by our financial performance and the performance of our stock, and is therefore closely aligned with the interests of our stockholders.

Only approximately 51% of target bonuses earned; Mr. Isom chose not to receive an STI award. For fiscal year 2025, we did not attain the threshold adjusted pre-tax income level and as a result, the profitability and efficiency section of the STIP did not pay out. Based on our actual attainment levels of the operational reliability and team member engagement goals of the STIP, each named executive officer, other than Mr. Isom, received a 2025 STI award equal to 50.97% of target.

Performance-vesting RSUs tracking at or below target. For 2025, we continued the structure of our LTIP, which for our named executive officers incorporates both performance- and time-vesting RSU components, with the performance-vesting component weighted 50% by value to further align management and stockholder interests. As described above, similar to our historical LTIP grants, the performance-vesting component of the 2025 LTIP will be earned, if at all, following the completion of a three-year performance period.

The table below sets forth how the annual 2023, 2024 and 2025 performance-vesting RSUs tracked as of the end of 2025.

Performance-Vesting RSU Pay Outcomes as of 12/31/25

2023 Annual Grant (vesting in 2026)	**Payout at Target**
2024 Annual Grant (vesting in 2027)	**Tracking at Below Threshold (0%); Cancelled in February 2026[1]**
2025 Annual Grant (vesting in 2028)	**Tracking at Below Target**

(1) In light of the projected 0% payout on our 2024 performance-vesting RSUs, all outstanding 2024 performance-vesting RSUs have been cancelled. This action releases shares back into the 2023 Plan, allowing us to deploy them more efficiently to support our 2026 annual LTIP targets and manage our share pool responsibly.

2025 Compensation Objectives and Programs

Pay-for-Performance Philosophy

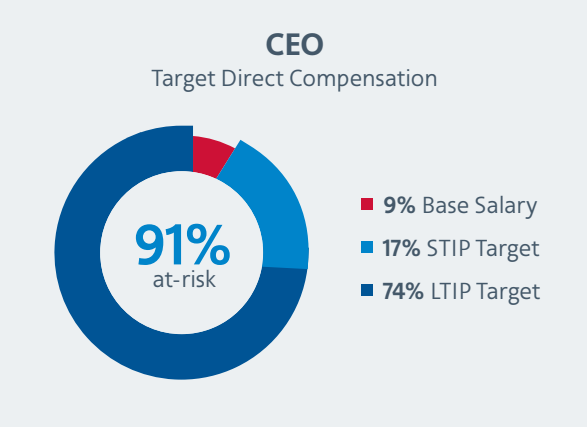
The philosophy underlying our overall executive compensation program is to provide attractive, flexible and market-based compensation that is both tied to our performance and aligned with the interests of our stockholders. We intend for our compensation programs to motivate the management team to enhance stockholder value over time without creating unnecessary or excessive risk-taking that would have an adverse effect on stockholder value and potentially detract from our ability to reach long-term sustainable levels of income and profitability.

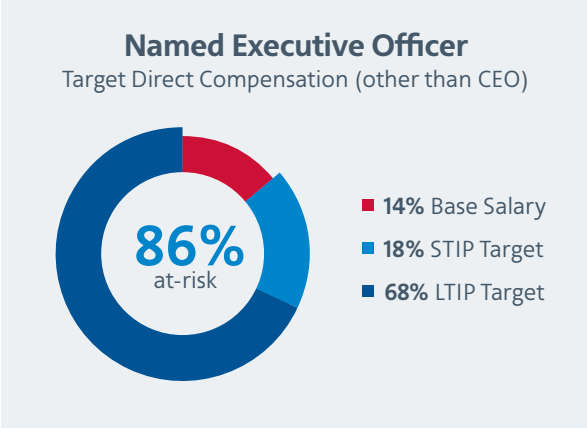
Our 2025 executive compensation programs emphasized variable compensation in the form of short-term cash incentives and long-term equity incentives. The following table provides our 2025 annual target direct compensation for each named executive officer.

Named Executive Officer	Base Salary ($)	STIP Target (%)	STIP Target ($)	LTIP Target ($)[1]	Total Target Direct Compensation ($)
Robert D. Isom	1,300,000	200%	2,600,000	11,250,000	15,150,000
Stephen L. Johnson	850,000	150%	1,275,000	6,375,000	8,500,000
David G. Seymour	815,000	125%	1,018,750	3,500,000	5,333,750
Devon E. May	815,000	125%	1,018,750	3,350,000	5,183,750
Anthony J. Richmond	815,000	125%	1,018,750	3,350,000	5,183,750

(1) Amounts reflect the annual LTIP target values which are converted into a target number of RSUs based on the closing price on the grant date and may differ from the grant date fair values, as calculated in accordance with ASC Topic 718, set forth in the Summary Compensation Table and the Grants of Plan-Based Awards Table. In addition, amounts do not reflect one-time new hire or retention grants.

The graphics below show the mix of each element of the 2025 annual target direct compensation package for Mr. Isom and the average for our other named executive officers.





Commitment to Effective Compensation Governance

We are committed to effective compensation governance and have adopted compensation policies and practices in furtherance of our commitment, including the following:

What We Do	What We Do NOT Do
✓ **91% of CEO's 2025 Annual Target Compensation is At-Risk and 74% is in the form of Long-term Equity Incentives** that foster alignment with stockholders.	✗ **No Guaranteed Bonuses**. Our executive officers' bonuses are 100% performance-based.
✓ **Link Pay to Performance** with performance goals tied to improving the reliability, profitability and accountability of our operations to create long-term stockholder value.	✗ **No Active Executive Retirement Plans**. We do not maintain any active executive-only or supplemental retirement plans.
✓ **Performance-Based Long-Term Equity Incentives form 50% of our named executive officers' Equity Incentives and have a Three-year Performance Period** to promote long-term focus.	✗ **No Hedging or Pledging of our Stock**. We prohibit our executive officers from engaging in hedging transactions or using our stock as collateral for loans.
✓ **Independent Compensation Consultant** that is directly engaged by the Compensation Committee to advise on executive and director compensation matters.	✗ **No Excise Tax Gross-Ups**. We do not provide gross ups on excise taxes in connection with a change in control.
✓ **Robust Stock Ownership Guidelines** that align our executive officers' long-term interests with those of our stockholders.	✗ **No Excessive Perquisites**. Perquisites and other personal benefits are in line with industry standards.
✓ **Annual Compensation Risk Assessment** to identify any elements of our compensation program design or oversight processes that carry elevated levels of adverse risk.	✗ **No Payouts of Dividends on Unvested Awards**. Unless and until an award's vesting conditions are satisfied, no dividends or dividend equivalents accrued on the award are paid.
✓ **Minimum Vesting Requirements.** Subject to limited exceptions, no awards granted under our equity plan may vest until the first anniversary of the date of grant.	✗ **No Repricing of Awards Without Stockholder Approval**. Under our equity plan, awards may not be repriced without stockholder approval if the effect would be to reduce the exercise price for the shares underlying the award.
✓ **Clawback Policy** that mandates recoupment of erroneously awarded incentive compensation to executive officers on accounting restatement consistent with SEC and Nasdaq requirements and goes beyond by providing the Compensation Committee with discretion to recover additional compensation paid under the Company's STIP, LTIP and other equity incentive awards based on circumstances.	
✓ **Extensive Stockholder Engagement** to solicit investor feedback on our compensation program.	

Stockholder Approval of 2024 Executive Compensation and Stockholder Engagement

At the 2025 annual meeting of stockholders, our stockholders overwhelmingly approved the compensation of our named executive officers with over 96% support. This approval represented a strong shift from our lower approval on say-on-pay in 2024 and was consistent with our strong historical approvals on say-on-pay. Over the prior decade, our stockholders approved the compensation of our named executive officers with an approval of over 94% on average.

In late 2025 and into 2026, we continued to engage with our stockholders, meeting with a majority of our top 30 stockholders representing approximately 59% of shares outstanding. Gregory D. Smith, our Independent Chairman, participated in select engagements. During these off-season engagements, stockholders generally expressed support for our executive compensation programs.

Beginning with 2025 grants, in response to stockholder feedback, the Compensation Committee revised the time-vesting component of the 2025 LTIP such that awards vest as to 33.33% of the shares on each of the first, second and third anniversaries of the grant date, subject to continued service through each applicable vesting date. Mr. Isom's target annual direct compensation level for 2025, including base salary, STIP target or LTIP target, remained at approximately $15.2 million, the same level as in 2023 and 2024, and remained significantly below the last reported value for the CEO of United (2025) and the CEO of Delta (2025), our two closest peers.

Determination of Executive Compensation

Role of the Compensation Committee and Management in Compensation Decisions

The Compensation Committee administers the compensation program for all officers, including the named executive officers, and is comprised of four independent directors. The Compensation Committee's overarching goal is to create executive compensation programs that align management and stockholder interests over the long-term and to compensate our executives fairly and appropriately, commensurate with their peers at our competitors. This allows us to recruit and retain a highly capable management team. In creating such programs, the Compensation Committee considers stockholder input, management input and the perspective and guidance of its outside consultant. The independent compensation consultant also provides leading practice data for the airline industry and companies of similar size and revenue to us.

Some of the elements we consider when designing our compensation programs include establishing fair and appropriate compensation consistent with market and industry norms, retention, linking compensation to performance, and aligning our programs with the interests of our stockholders. In addition to providing input on our regular compensation programs, management also will from time to time bring matters to the attention of the Compensation Committee that might require alterations to compensation policies, especially when they have identified specific circumstances that require additional executive talent or unique executive skills that we may not currently have in place. Our Chief Executive Officer and Cole Brown, our Chief People Officer, also provide input and recommendations based on their own direct knowledge of the other named executive officers' individual performance and contributions considering the scope of their responsibilities.

Use of Compensation Consultant

For 2025, the Compensation Committee retained Korn Ferry as its independent compensation consultant. The Compensation Committee has sole authority with regard to the decision to retain and the terms of engagement of the compensation consultant. The compensation consultant reports directly to the Compensation Committee with respect to its executive compensation consulting advice. The Compensation Committee has assessed whether the services provided by Korn Ferry or any other relationships created any conflicts of interest pursuant to SEC and Nasdaq rules, and has concluded that no such conflicts of interest exist.

During 2025, Korn Ferry provided the following services for or at the request of the Compensation Committee:

- assisted the Compensation Committee in the design of the executive compensation program, including structure, metric selection, payout opportunities, and establishment of performance targets;
- benchmarked compensation levels for senior executives and non-executive directors;
- conducted an annual review of the compensation peer group;
- attended Compensation Committee meetings;
- reviewed management's materials prepared for the Compensation Committee; and
- responded to various other requests from the Compensation Committee.

In 2025, in addition to the executive compensation services Korn Ferry performed for or at the request of the Compensation Committee, Korn Ferry provided limited executive search services for aggregate fees of approximately $221,000.

Use of Market Data

In order to ensure a competitive design for our executive compensation program, in 2025, our Compensation Committee, with advice and analysis from its compensation consultant, reviewed our program against those of our largest competitors, Delta, United, and Southwest Airlines, as well as a broader set of airlines, with an emphasis on Delta and United, our closest peers. The Compensation Committee also reviewed a broader spectrum of compensation pay data, including survey data based primarily on revenues across the airline/transportation and general industry.

Executive Compensation with an Emphasis on Performance-Based Pay

For 2025, the Compensation Committee continued the performance-based STIP and the performance-based components of our LTIP programs for the named executive officers, as described more fully below. As a result, in 2025, our executive compensation structure included both fixed and performance-based pay. Specifically, our 2025 executive compensation structure consisted of three core components which aligned management and stockholder interests:

- a base salary paid in cash;
- an annual incentive program paid in cash based on achievement of safety education, financial, including profitability and efficiency, operational reliability and team member engagement goals; and
- a long-term equity incentive program in the form of RSUs that incorporate both performance- and time-vesting components, with half of the target value consisting of the performance-vesting component.

The overarching goal was to emphasize pay for performance (such that compensation is paid only if we meet pre-determined performance targets) and align executive and stockholder interests through cash and equity-based compensation tied to our operational and financial performance.

Base Salary

Base salaries provide a secure, consistent amount of fixed pay that compensates executives for their scope of responsibility, competence and performance. Our named executive officers' 2025 base salaries are set forth below. The base salaries of Messrs. Isom and Johnson remained at the same level as in 2024. The base salaries of Messrs. Seymour and May were increased by 5%, as set forth in the table below. Mr. Richmond's base salary was set consistent with the levels for Messrs. Seymour and May in connection with his commencement of employment.

Named Executive Officer	2025 Base Salary ($)
Robert D. Isom	1,300,000
Stephen L. Johnson	850,000
David G. Seymour	815,000
Devon E. May	815,000
Anthony J. Richmond	815,000

Annual Cash Incentive Program

The second core component of our overall compensation program has been a short-term cash incentive program. The STIP is designed to align management with our goals to run a reliable operation, to continue our profitability and to build on our momentum on team member engagement goals, as summarized further below.

The target cash incentive opportunities for each named executive officer for 2025 are set forth below and remained unchanged from the prior year.

Named Executive Officer	Target Payout Level as a Percentage of Base Salary
Robert D. Isom	200%
Stephen L. Johnson	150%
David G. Seymour	125%
Devon E. May	125%
Anthony J. Richmond	125%

2025 STIP Design

Our 2025 STIP maintains the same pillars and weightings as the 2024 plan – profitability and efficiency, operational reliability, and culture. The profitability and efficiency section has an adjusted pre-tax income gate and the operational reliability section has a safety education completion gate, as detailed below.

The Company remains intently focused on profitability, operational efficiency and reliability, and the footprint of these areas continues to comprise 95% of the STIP. To further the Company's commitment to increasing stockholder value, the Compensation Committee continued its focus on profitability and efficiency, keeping the financial weighting of the program at 70%. The operational component, making up 25% of the STIP, focused on controllable completion factor, mishandled baggage rate and on-time departures, the foundational operational metrics that determine reliability. Team member engagement,

weighted at 5%, remained as part of the STIP in order to ensure our workplace culture is a competitive advantage that provides team members access to continuous learning, awareness and knowledge.

STIP DESIGN

We have maintained the same focus areas for the 2025 STIP and carried forward the established pillar weightings for Profitability & Efficiency, Operational Reliability, and Culture.

The Profitability & Efficiency and Operational Reliability pillars include gate conditions that must be met before any payout can be earned for those sections.

Collectively, these pillars align with our enterprise priorities of strengthening operational performance, delivering a consistent customer experience, and investing in a world-class team member culture.

PROFITABILITY & EFFICIENCY — 70%

GATE:
Adjusted Pretax Income

METRICS:

50% PROFITABILITY
- 20% Adjusted Pretax Income
- 20% Relative TRASM% vs. Peers (DL/UA)
- 10% CASM-Ex

20% EFFICIENCY
- 10% Workforce Efficiency
- 10% Procurement Savings

OPERATIONAL RELIABILITY — 25%

GATE:
Safety education completion

METRICS:

25% RELIABILITY
- 12% CCF (9% ML, 3% RG)
- 8% System MBR
- 5% D-0 (3% ML, 2% RG)

CULTURE — 5%

METRICS:

5% ENGAGEMENT

Leaders are required to complete two qualifying engagement activities that support team members, community organizations, or programs that advance Company priorities or industry-related interests (e.g., aviation workforce development, safety advocacy, or community readiness initiatives).

In order to unlock the financial portion of the plan, our adjusted pre-tax income had to be above the threshold level of $1.7 billion. Adjusted pre-tax income represents pre-tax income for the year ended December 31, 2025, excluding net special items (See Appendix C for a reconciliation of pre-tax income excluding net special items, a non-GAAP measure), as further adjusted for expenses associated with profit sharing and the STIP and related payroll taxes and 401(k) company contributions ("performance pay"). The Company excludes expenses associated with profit sharing and the STIP from the calculation of adjusted pre-tax income as these items are themselves calculated based on the measure. The STIP goals are established at the beginning of the performance period and account for these adjustments. For fiscal year 2025, we did not attain the threshold adjusted pre-tax income level and as a result, the profitability and efficiency section of the STIP, which accounted for 70% of the plan, did not pay out.

In order to unlock the operational reliability section of the plan, the Company had to attain 91% safety education completion. For fiscal year 2025, the Company attained 97.53% safety education completion, above the threshold required to unlock the operational reliability section of the plan.

Threshold, target and maximum goals for each of the profitability and efficiency, reliability and engagement goals is set forth below.

Metrics	Weighting	Threshold (50%)	Target (100%)	Maximum (200%)
Profitability & Efficiency				
Adjusted Pretax Income[1] – Section Gate at $1.7B				
Adjusted Pretax Income[1]	20%	$ 1.7B	$ 2.4B	$ 3.1B
Relative AA TRASM % vs. Peers (Delta, United)[2]	20%	98%	100%	102%
CASM, ex.[3]	10%	14.41	14.20	13.99
Mainline Workforce Efficiency	10%	2.76	2.86	2.96
Procurement Savings	10%	$190M	$ 215M	$240M
Operational Reliability				
Safety Education – Section Gate at 91% Completion				
Mainline CCF[4]	9%	99.5%	99.7%	99.9%
Regional CCF[4]	3%	99.5%	99.7%	99.9%
Mishandled Baggage Rate (MBR)	8%	9.6	9.0	8.4
Mainline D-0	3%	58.5%	61.0%	63.5%
Regional D-0	2%	70.0%	72.5%	75.0%
Culture				
Team Member Engagement	5%	91.00%	94.00%	98.00%

(1) Excludes special items, third-party business and performance pay.

(2) Excludes special items, refinery, and third-party business.

(3) Excludes special items, fuel and profit sharing, including associated payroll taxes and retirement contributions.

(4) Excludes Air Traffic Control (ATC) and weather cancellations.

For fiscal year 2025, the Company attained safety education completion above the threshold required to unlock the operational reliability section of the plan. We also attained Mainline CCF and Regional CCF of 99.87% and 99.89%, respectively, Mainline D-0 of 60.11%, MBR of 7.54, and team member engagement at 99.01%. We did not attain our Regional D-0 threshold.

Based on these weightings and the actual attainment levels, which were reviewed by a third party internal audit consulting firm, each named executive officer, other than Mr. Isom, who chose to not receive an STI award for 2025, received an STI award equal to 50.97% of target under the 2025 STIP, resulting in the dollar amounts set forth in the table below.

Named Executive Officer	2025 STIP Payout ($)
Robert D. Isom	—*
Stephen L. Johnson	649,910
David G. Seymour	519,237
Devon E. May	519,237
Anthony J. Richmond	519,237

* Mr. Isom chose not to receive an STI award for 2025.

Long-Term Incentive Programs

The third core component of our overall compensation program is a long-term equity incentive program that focuses our executives on our performance over time and further links their interests with stockholders. Stock-based awards, coupled with performance- and time-vesting requirements, provide an appropriate incentive to our executives to remain with the Company and meet the long-term goal of significantly increasing stockholder value. Consistent with our emphasis on pay-for-performance and our commitment to long-term value creation for our stockholders, our named executive officers' total target direct compensation is weighted heavily toward long-term equity awards.

The Compensation Committee determines the value of long-term equity awards to be granted to an executive officer based upon the executive's level of responsibility and job classification level and the results of compensation market analyses. Historically, our LTIP has included both performance- and time-vesting RSUs, each weighted 50% by target value.

Our 2025 LTIP for our named executive officers continued to include both performance-and time-vesting components, with the performance-vesting component weighted 50% by target value. Beginning with 2025 grants, in response to stockholder feedback, the Compensation Committee revised the time-vesting component of the 2025 LTIP such that it vests over a longer three year period: as to 33.33% of the shares on each of the first, second and third anniversaries of the grant date, subject to continued service through each applicable vesting date.

The performance-vesting component of the 2025 LTIP will be earned, if at all, following the completion of a three-year performance period and is tied to the performance measures set forth below. Relative EBITDAR margin continues our focus on our margin gap improvement relative to the other network carriers, Delta and United. Total debt was added to the 2025 LTIP consistent with our commitment to pay down an additional $4B over the next three years. EPS improvement was an added metric with an annual escalator. NPS was retained as a customer experience metric and allows the Company to measure and focus on our long-term customer strategy. With the NPS goal, our customer experience and improvement will continue to be measured as part of the 2025 LTIP. The 2025 LTIP also includes an absolute stock price modifier to further align the 2025 LTIP with our stock price performance.

2025 PSU Plan

PERFORMANCE STRUCTURE		*Payout %*		
		Threshold	**Target**	**Max**
Weighting	**Metrics**	**50%**	**100%**	**200%**
50%	**r. EBITDAR Margin Gap Improvement[1]**	50 bps	100 bps	150 bps
25%	**Total Debt[2]**	$36B	$35B	$34B
15%	**Earnings Per Share (EPS) Improvement[3]**	5%	10%	15%
10%	**Net Promoter Score (NPS)[4]**	18 mos.	24 mos.	30+ mos.
Modifier	*Multiplied by total earned result*	**110%**	**130%**	**150%**
110% -150%	**Absolute Stock Price[5]**	$23	$26	$29

(1) Performance measured relative to average of Delta and United results, excluding special items and 3rd party items.
(2) Measurement of 2027 Total Debt includes debt, finance and operating lease liabilities and pension obligations.
(3) Performance achievement based on the year over year improvement in EPS excluding special items, starting with 2024 year end results of $1.96.
(4) Measured as number of months achieving or exceeding monthly NPS targets set at 3 points above 2024 results for 2025, 4 points above 2024 for 2026, and 5 points above 2024 for 2027.
(5) Based upon the 6-month average stock price close during 2H 2027. Final LTIP performance may be modified upward should 6-month stock price average meet or exceed listed goals.
Note that all results will be interpolated in between performance levels.

The table below sets forth the 2025 target annual grant values for the named executive officers under the LTIP. Mr. Isom's 2025 annual target grant value is significantly below the last reported values for the CEOs at Delta (2025) and United (2025), our two closest peers. The values for the other named executive officers were set to be competitive with their peers at our competitor

airlines. Mr. Johnson's increased annual LTI value represents his assumed responsibilities for our commercial organization in May 2024. His annual LTI value remains significantly lower than the second highest paid executives at Delta (2025) and United (2025).

Named Executive Officer	2025 Annual Target Grant Value ($)[1]
Robert D. Isom	11,250,000
Stephen L. Johnson	6,375,000
David G. Seymour	3,500,000
Devon E. May	3,350,000
Anthony J. Richmond	3,350,000

(1) Amounts reflect the annual LTIP target values which are converted into a target number of RSUs based on the closing price on the grant date and differ from the grant date fair values, as calculated in accordance with ASC Topic 718, set forth in the Summary Compensation Table and the Grants of Plan-Based Awards Table. The table above does not capture the make-whole new-hire or performance-based retention RSU grants, described below.

On May 1, 2025, the Compensation Committee granted to Mr. Richmond a make-whole new-hire grant consisting of 50% of time-vesting RSUs and 50% of performance-vesting RSUs with an aggregate value of approximately $5 million (which was converted into a target number of RSUs based on the closing price on the grant date). The make-whole grant to Mr. Richmond was designed to be economically equivalent to the compensation he left behind upon his departure from his prior employer. The time-vesting RSUs vest as to 33.33% of the shares on each of the first, second and third anniversaries of the grant date, subject to continued service through each applicable vesting date. The performance-vesting RSUs are subject to the same performance measures as set forth under the performance-vesting component of the 2025 LTIP described above and will vest no earlier than the third anniversary of the grant date, subject to attainment of the performance goals.

In August 2025, the Compensation Committee awarded 100% performance-based retention RSU grants for Messrs. Seymour and May with a value of approximately $2 million (which was converted into a target number of RSUs based on the closing price on the grant date) tied to performance goals over a two-year performance period from July 1, 2025 to June 30, 2027 and subject to continued service through the second annual anniversary of the grant date. The award to Mr. Seymour is tied 75% to mainline CCF and 25% to regional CCF goals. Target payout is subject to attainment of both mainline and regional CCF of 99.70% over the two-year performance period. The award to Mr. May is tied 100% to procurement savings with a target objective of $600 million over the two-year performance period. The number of shares that will be issued with respect to the performance-vesting RSUs varies between 12.5% and 200% in the case of Mr. Seymour and 50% and 200% in the case of Mr. May, in each case, depending on the Company's performance, and no shares will be issued if threshold performance is not achieved.

2023 LTIP Awards

The 2023 LTIP grants for those named executive officers who were serving as executive officers as of the grant dates in 2023 were comprised of both time-vesting and performance-vesting RSUs. The performance-vesting RSUs were eligible to vest, subject to continued service through the third anniversary of the grant dates, based on the Company's achievement of (i) total debt reduction from year-end 2022 to year-end 2025 (50% weighting) and (ii) adjusted pre-tax income margin improvement relative to the adjusted pre-tax income margin improvement for our industry peers (average of Delta and United) based on 2023-2025 adjusted pre-tax income margin over a 2019 baseline (50% weighting). Based on our achievement of total debt reduction from year-end 2022 to year-end 2025 of $9.3 billion, which was higher than the maximum total debt reduction goal of $7.5 billion, and lower than threshold adjusted pre-tax income margin improvement, the performance goals under the award were earned at 100% of target as of December 31, 2025. The awards remain subject to continued service requirements through the third anniversary of the grant dates.

Equity Grant Policy

We do not grant equity awards in anticipation of the release of material nonpublic information or time the release of material nonpublic information for the purpose of affecting the value of executive compensation. The Compensation Committee has adopted an equity grant policy to standardize the timing, practices and procedures in granting equity awards. The policy provides

that equity awards, other than new hire and promotion grants, will be granted once per year at a regularly scheduled meeting of the Compensation Committee. In 2025, we did not grant any stock options, stock appreciation rights or similar option-like instruments to our named executive officers.

2023 Non-Recurring Compensation Elements

Our compensation reported for 2023 in the Summary Compensation Table reflects multiple key executive leadership transitions during, and our response to, severe industry disruptions caused by the pandemic. As highlighted in the 2024 Proxy Statement, these elements were one-time and non-recurring.

The amounts reported in the Summary Compensation Table for 2023 reflect several non-recurring items. They include non-recurring compensation elements associated with executive promotions which occurred over the prior three years during the CARES restriction period and cash incentive program payouts that were almost entirely attributed to 2022 but were paid in 2023, significantly increasing the reported compensation in the Summary Compensation Table for 2023.

Mr. Isom's total compensation in 2022 (as reported in the Summary Compensation Table) was $4.9 million, considerably below what his CEO peers at Delta and United earned in 2022 ($9.6 million and $9.8 million, respectively), and even at a level materially below what he earned in 2019 for his service as President ($7.1 million) despite his promotion to CEO effective March 2022. In approving the one-time and promotion awards in September 2023, the Compensation Committee considered:

- That Mr. Isom had been promoted to CEO in 2022 but had not been compensated as such for over 18 months.
- Compensating Mr. Isom fairly and appropriately for his service as CEO, including relative to his peers at Delta and United, and addressing the concern that Mr. Isom's equity holdings were significantly below those peers.
- Aligning Mr. Isom's compensation and incentives with Company performance and the interests of our stockholders, recognizing that his long-term incentive compensation had not increased since 2020, notwithstanding his subsequent promotion from President to CEO.
- Creating appropriate incentives for Mr. Isom to continue to lead our positive business momentum following the Company's successful post-pandemic transformation, which has driven profitability, strong operational reliability and a strengthened financial position.
- Acknowledging Mr. Isom's outstanding leadership during and as we emerged from the pandemic, his qualifications and capability for the CEO role, and his successful execution of the comprehensive management succession plan.

The approval of Mr. Isom's one-time CEO promotion awards followed a year-long process in close consultation with the Compensation Committee's independent compensation consultant. The Compensation Committee recognized the critical need to retain Mr. Isom as the Board's long-standing choice for CEO and the most important element of the broad senior leadership succession plan. The Compensation Committee and the Board also recognized the acute retention challenges created by Mr. Isom's performance and significantly increased profile as an executive leader of a large, complex enterprise. For a detailed description of the one-time and promotion awards granted in 2023 and other 2023 non-recurring compensation elements and the rationale please see the "Compensation Discussion and Analysis—Non-Recurring Compensation Elements Reported in 2023" section of the 2024 Proxy Statement filed with the SEC on April 25, 2024. As highlighted in the 2024 Proxy Statement, these 2023 compensation elements were one-time and non-recurring. As such, they were not replicated in 2024 or 2025. Mr. Isom's target annual direct compensation level for 2025, including base salary, STIP target and LTIP target, remained at approximately $15.2 million, the same level as in 2023 and 2024, and remained significantly below the last reported value for the CEO of United (2025) and the CEO of Delta (2025), our two closest peers.

Severance Benefits and Post Termination Restrictive Covenants

Change in control and severance benefits are a customary component of executive compensation, which are generally used to reinforce and encourage executives' continued attention and dedication to their assigned duties without the distraction arising from the possibility of a change in control. Beginning in 2023, following consultation with its independent compensation

consultant and in line with market practices, the Compensation Committee approved entering into severance agreements with our executive officers that are triggered on certain involuntary terminations of their employment. These agreements were only entered into with those executives who also agreed to post-termination restrictive covenants to protect the Company and its investors.

Each of our named executive officers have agreed to these post-employment restrictive covenants, including non-competition for a period of 24 months in the case of Mr. Isom and 18 months in the case of the other executives, and non-solicitation for a period of 24 months following the date the executive terminates employment with the Company. These restrictive covenants are in place irrespective of whether these executives receive severance in connection with their termination of employment.

Mr. Isom's severance agreement provides that in the event his employment is terminated by the Company without "cause" or he resigns for "good reason" (each as defined in the severance agreements, and collectively, an "Involuntary Termination"), he will be entitled to: (i) a cash severance payment equal to 24 months of his base salary plus two times his annual target cash incentive (payable in substantially equal installments over 24 months), (ii) a payment equal to 24 months' COBRA premiums and (iii) continued vesting of outstanding equity awards for 24 months following the termination date, except as set forth in Mr. Isom's grant agreements described below. Our other named executive officers have entered into severance agreements that provide that in the event of an Involuntary Termination, the executive will be entitled to: (i) a cash severance payment equal to 18 months of the executive's base salary plus 1.5 times the executive's annual target cash incentive (payable in substantially equal installments over 18 months), (ii) a payment equal to 18 months' COBRA premiums and (iii) continued vesting of outstanding equity awards for 18 months following the termination date, except, in the case of Mr. Johnson, which is subject to acceleration as set forth in his grant agreements described below. The agreements also provide for travel privileges for the executive and eligible family members, pursuant to the terms of the Company's travel policy for officers during the 18-month period following the termination date. If the executive has become eligible for retiree travel, the executive will continue to be eligible to receive retiree travel privileges in accordance with the terms of our retiree travel policy. Messrs. Isom, Johnson, May and Seymour previously vested into lifetime travel benefits. Each severance agreement also provides for acceleration of equity awards in the event of an Involuntary Termination within the 24 month period following a change in control, with equity awards subject to performance-vesting conditions vesting at the greater of target or the expected attainment level based on performance as of the termination date. The severance agreements require entering into an effective release of claims.

Pursuant to the grant agreements under our equity incentive plans, our team members, including our named executive officers, are entitled to full acceleration of their RSUs in the event of (i) a termination due to death or "disability" or (ii) a "change in control" (each, as defined in the applicable plan and award agreements). In addition, subject to compliance with the post-employment restrictive covenants and delivery of an effective release of claims, because Mr. Johnson is retirement eligible (age of 55 and has ten or more years of service), under his grant agreements the vesting of each time-vesting RSU award granted to Mr. Johnson will accelerate in full in the event of his separation from service from the Company (other than a termination by the Company for "cause"), with performance-vesting RSUs remaining outstanding and eligible to vest based on actual performance through the end of the performance period. Subject to compliance with the post-employment restrictive covenants and delivery of an effective release of claims, Mr. Richmond's grant agreement provides that in the event of his separation from service from the Company (other than a termination by the Company for "cause") following the first anniversary of the grant date the vesting of the time-vesting RSUs will accelerate in full, with the performance-vesting RSUs remaining outstanding and eligible to vest based on actual performance through the end of the performance period; provided, that, in the case of the make-whole new-hire grant, only 50% of the time-vesting RSUs will accelerate in the event of his separation from service between the first and second anniversaries of the grant date, with 50% of the performance-vesting RSUs remaining outstanding and eligible to vest based on actual performance through the end of the performance period. Subject to compliance with the post-employment restrictive covenants and delivery of an effective release of claims, Mr. Isom's grant agreements provide that RSUs granted to Mr. Isom will remain outstanding and will continue to vest upon termination (not including termination by the Company for "cause"), provided that equity awards granted within 12 months prior to the termination will only remain eligible to vest on a pro-rated basis and performance-vesting RSUs remain subject to the performance conditions.

Under the STIP, if a team member separates from service with us and our affiliates while actively employed due to death or disability prior to the payment of the award, but is otherwise eligible for the award, the team member will be treated as having been actively employed on the date of payment of the award.

Information on the estimated payments and benefits that our named executive officers would have been eligible to receive in the event of a termination or change in control as of December 31, 2025 pursuant to their equity awards, the STIP and other arrangements are set forth in "Potential Payments Upon Termination or Change in Control" on page 84.

Other Benefits and Perquisites

We maintain broad-based benefit plans for our team members in which all employees participate, including the named executive officers, such as group life and health insurance plans and a 401(k) plan. These benefits are provided as part of the basic conditions of employment that we offer to other U.S.-based team members.

Other Benefits

We continue to provide certain benefits to our named executive officers that are common in the airline industry. The incremental cost to us of providing these benefits is not material. Following standard airline industry practice, we provide certain flight privileges to our team members. Free flights on our airline are available to all employees, and "positive space" flight privileges are provided to our senior executives, including the named executive officers. We believe that providing such flight privileges is consistent with airline industry practice and that competitive flight privileges are needed for the recruitment and retention of the most senior team members. By providing positive space flight privileges to our executives, we are able to offer a unique and highly-valued benefit at a low cost. This benefit also encourages executives to travel on the airline frequently, and while doing so, meet and listen to other team members, solicit feedback from team members and customers, audit aircraft and facility appearance and quality, and monitor operational performance throughout the domestic and international route system. In addition, as in prior years, we cover the income tax liabilities of our senior executives, including the named executive officers, related to those flight privileges, which is consistent with industry practice.

The positive space flight privileges provided to our officers, including the named executive officers, include, during their employment, unlimited reserved travel in any class of service for the officer and his or her immediate family, including eligible dependent children, for personal purposes. Officers and their immediate families, including eligible dependent children, also have access to our Admirals Club® travel lounges at various airports and have AAdvantage Executive Platinum status. Officers are also eligible for 12 free round-trip passes or 24 free one-way passes each year for reserved travel for non-eligible family members and friends, and we cover the income tax liability related to these flight privileges. Officers are required to pay any international fees and taxes, if applicable. In addition, each of our named executive officers, other than Mr. Richmond, are vested into the foregoing lifetime travel benefits and are entitled to continued receipt of these benefits upon their termination of employment, other than coverage of income tax liability. Mr. Richmond is entitled to earn four years of positive space travel for every full year of service he provides as an Executive Vice President and lifetime positive space travel upon the completion of five full years of service as an Executive Vice President.

We also offer our named executive officers perquisites in the form of financial advisory services and executive physicals. We will reimburse up to $4,500 annually for their personal tax planning, estate planning and retirement planning services from a certified financial planner, certified public accountant, or attorney. We will pay the full cost of their annual physicals and additional diagnostic tests recommended by the provider.

For additional information on any benefits provided to the named executive officers on an individual basis, see the section entitled "Executive Compensation—Summary Compensation Table" beginning on page 80.

Continuing Focus on Leading Practices

Stock Ownership Guidelines

We have implemented stock ownership guidelines for our executive officers. Executives are required to hold a number of shares of stock equal to the lesser of either (i) a fixed number of shares or (ii) a number of shares with a total value equal to a designated multiple of their base salary, as provided in the table below. Ownership is determined based on the combined value of the following executive holdings: (a) shares owned outright or by immediate family members residing in the same household or in a trust for the benefit of the executive or an immediate family member; (b) Common Stock, stock units or other stock equivalents obtained through the exercise of SARs/stock options or vesting of equity awards; (c) unvested equity awards granted under any equity and deferral plans; and (d) other stock or stock equivalent awards determined by the CGPR Committee. Executives have five years from the time of being first subject to the ownership guidelines to comply with the stock ownership guidelines. Under the guidelines, until an executive has reached the minimum ownership guideline, such executive may not sell or otherwise dispose of shares of Common Stock acquired upon the exercise, vesting or settlement of any equity awards granted by us except to the extent such sales do not cumulatively exceed 50% of such shares. Each of our executive officers currently owns shares that exceed the minimum ownership guidelines. The stock ownership guidelines are set forth below.

Stock Ownership Guidelines

Position/Levels	Multiple of Base Salary	Fixed Shares
Chief Executive Officer	6x	116,667
Vice Chair	3x	47,917
Executive Vice President	3x	47,917

Clawback Policy

Effective October 2023, our Board adopted a Policy for Recovery of Erroneously Awarded Compensation (the "Clawback Policy") to implement final clawback rules issued by the SEC. The Clawback Policy applies to our current and former executive officers and subjects their incentive-based compensation received on or after October 2, 2023 to clawback in the event our company is required to prepare an accounting restatement to correct its material noncompliance with any financial reporting requirement under U.S. securities laws. In these circumstances, the Clawback Policy requires the Company to recover, reasonably promptly, the portion of incentive-based compensation that is deemed to have been erroneously awarded, unless the Compensation Committee (which administers the policy) determines that recovery would be impracticable and that one or more of the allowable impracticability conditions under SEC rules has been met. Recovery is required whether or not the applicable officer engaged in misconduct or otherwise caused or contributed to the requirement for the restatement. In addition to these requirements, the Clawback Policy continues to provide the Compensation Committee with broad discretion as to what actions may be taken based on circumstances leading to the restatement, including recovery of compensation paid under the Company's STIP or LTIP and other equity incentive awards.

Prohibition on Hedging and Pledging

As described more fully under the section "Information About the Board of Directors and Corporate Governance—Prohibition on Hedging and Pledging," we prohibit our executive officers from engaging in hedging transactions or using our stock as collateral for loans.

Section 280G/Section 4999 Policy

We do not provide any tax gross-ups to cover excise taxes under Section 4999 in connection with a change in control.

Report of the Compensation Committee of the Board of Directors

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this Proxy Statement. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference in our Annual Report on Form 10-K for the year ended December 31, 2025.

Respectfully submitted,

Compensation Committee
Douglas M. Steenland (Chair)
Denise M. O'Leary
Vicente Reynal
Howard I. Ungerleider

This report of the Compensation Committee is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to the SEC's proxy rules or the liabilities of Section 18 of the Exchange Act, and the report shall not be deemed to be incorporated by reference into any prior or subsequent filing by us under the Securities Act or the Exchange Act.

Executive Officers

The following table lists AAG's executive officers as of April 28, 2026, including their ages and principal occupations.

Name	Age	Title
Robert D. Isom	62	Chief Executive Officer, President and Director
Stephen L. Johnson	69	Vice Chair and Chief Strategy Officer
Devon E. May	51	Executive Vice President and Chief Financial Officer
Nathaniel Pieper	56	Executive Vice President and Chief Commercial Officer
Anthony J. Richmond	66	Executive Vice President, Corporate Affairs and Chief Legal Officer
David G. Seymour	61	Executive Vice President and Chief Operating Officer

Below is certain information as of April 28, 2026, regarding our executive officers (other than Robert D. Isom). For similar information regarding Mr. Isom as of April 28, 2026, see the section entitled "Proposal 1—Election of Directors" beginning on page 6.

Stephen L. Johnson

Stephen L. Johnson is Vice Chair and Chief Strategy Officer, a position he has held since May 2023. He was previously Executive Vice President, a position he held since January 2022 and prior to that he served as Executive Vice President—Corporate Affairs, a position he held since December 2013. He also serves on the board of directors and as deputy chair of Wizz Air Holdings PLC, a European airline company that trades on the London Stock Exchange. Previously, Mr. Johnson served as Executive Vice President—Corporate and Government Affairs for US Airways, a role he began in 2009. From 2003 to 2009, Mr. Johnson was a partner at Indigo Partners LLC, a private equity firm specializing in acquisitions and strategic investments in the airline, air finance and aerospace industries. Between 1995 and 2003, Mr. Johnson held a variety of positions with America West Airlines prior to its merger with US Airways, including Executive Vice President—Corporate. Prior to joining America West Airlines, Mr. Johnson served as Senior Vice President and General Counsel at GPA Group plc. He was also an attorney at Seattle-based law firm Bogle & Gates, where he specialized in corporate and aircraft finance and taxation.

Devon E. May

Devon E. May is Executive Vice President and Chief Financial Officer, a position he has held since January 2023. He was previously Senior Vice President of Finance and Investor Relations, a position he held since 2022. Mr. May has held various roles of increasing responsibility at AAG, including as Senior Vice President, Finance and American Eagle (2020 to 2022), Senior Vice President, American Eagle & Operations Planning (2019 to 2020), Senior Vice President, Network Strategy (2017 to 2019) and Senior Vice President, Finance (2016 to 2017). Mr. May joined AAG in 2013, upon its merger with US Airways, where he held a variety of positions in financial planning and analysis. Between 2002 and 2005, Mr. May held a variety of positions with America West Airlines prior to its merger with US Airways, including as Director, Alliances and Partnerships. Prior to joining America West Airlines, Mr. May served as a Senior Analyst, International Route Planning at Continental Airlines.

Nathaniel Pieper

Nathaniel ("Nat") Pieper is Executive Vice President and Chief Commercial Officer, a position he has held since November 2025. He most recently served as CEO of the **one**world alliance, where he integrated two new member airlines, launched sustainability and customer experience initiatives, and redefined the alliance's mission and strategy to focus on premium experience, digital integration, and long-term structural success. Prior to **one**world, Nat held senior commercial and finance leadership roles at Alaska Air Group, Delta Air Lines and Northwest Airlines. At Alaska, he served as Senior Vice President of Fleet, Finance and Alliances & Treasurer (2019-2024). At Delta, he served as Senior Vice President for Europe, Middle East, Africa and India (2015-2019), with responsibility for all commercial activities, and as Vice President of Fleet Strategy and Transactions (2008-2015), overseeing multi-billion-dollar aircraft campaigns and a global fleet overhaul. Nat began his airline career at Northwest Airlines in 1997 and held a variety of positions in finance, strategy, and alliances before joining Delta's leadership team following its merger with Northwest in 2008.

Anthony J. Richmond

Anthony J. Richmond is Executive Vice President, Corporate Affairs and Chief Legal Officer, a position he has held since May 2025. In this role, he leads American's Legal Affairs team and the legal and labor relations strategy for the airline. Previously, he served as partner in the Corporate Department at the global law firm Latham & Watkins. Mr. Richmond began his career at Deloitte as a certified public accountant.

David G. Seymour

David G. Seymour is Executive Vice President and Chief Operating Officer, a position he has held since June 2020. He was previously Senior Vice President, Operations, a position he held since 2019. From 2016 to 2019, he served as Senior Vice President, Integrated Operations. Previously, he served as Senior Vice President, Technical Operations from 2013 to 2016. Mr. Seymour joined AAG upon its merger with US Airways, where, from 2002 to 2013, he held a variety of positions in operations and planning, including as Senior Vice President, Operations. Between 1999 and 2002, Mr. Seymour held a variety of positions with America West Airlines prior to its merger with US Airways, including as Vice President, Operations Planning and Performance. Mr. Seymour began his career serving as an airborne infantry officer in the U.S. Army.

Executive Compensation

Summary Compensation Table

The following table provides compensation earned by our named executive officers in the years ended December 31, 2025, 2024 and 2023. See the "Compensation Discussion and Analysis – 2023 Non-Recurring Compensation Elements" section on page 73 for a discussion of the non-recurring compensation elements reported in the Summary Compensation Table for 2023.

Name and Principal Position during Fiscal 2025	Year	Salary ($)	Bonus ($)	Stock Awards ($)[a]	Non-Equity Incentive Plan Compensation ($)[b]	All Other Compensation ($)[c]	Total ($)[d]
Robert D. Isom Chief Executive Officer, President and Director	2025	1,300,000	—	12,489,000	—[e]	82,825	13,871,825
	2024	1,300,000	—	11,250,000	3,000,920	59,923	15,610,843
	2023	1,300,000	2,750,000[f]	19,500,000	7,778,160	110,002	31,438,162
Stephen L. Johnson Vice Chair and Chief Strategy Officer	2025	850,000	—	7,077,000	649,910	75,298	8,652,208
	2024	850,000	—	3,991,000	1,471,605	67,967	6,380,572
	2023	826,346	—	6,046,000	3,270,125	64,613	10,207,084
David G. Seymour Executive Vice President and Chief Operating Officer	2025	804,231[g]	—	5,885,000	519,237	53,001	7,261,469
	2024	775,000	—	2,965,000	1,118,170	36,728	4,894,898
	2023	766,250	32,083[h]	3,313,000	2,898,190	35,396	7,044,919
Devon E. May Executive Vice President and Chief Financial Officer	2025	804,231[g]	—	5,719,000	519,237	66,900	7,109,368
	2024	775,000	—	2,965,000	1,118,170	66,361	4,924,531
	2023	738,075	2,445,527[h]	2,360,000	2,340,912	53,788	7,938,302
Anthony J. Richmond Executive Vice President, Corporate Affairs and Chief Legal Officer	2025	523,481	—	8,729,000	519,237	91,411	9,863,129

(a) RSUs granted by the Company during each of the fiscal years ending December 31, 2025, 2024 and 2023, respectively, to the named executive officers. The grant date fair value, as calculated in accordance with ASC Topic 718, of time-based RSUs is equal to the number of shares underlying the RSUs, multiplied by the closing price of our Common Stock on the date of grant. With respect to the annual performance-based RSUs, which were granted in 2025, and Mr. Richmond's new hire make-whole grant, the grant date fair value is determined based on the closing price of our Common Stock on the date of grant multiplied by a factor reflecting achievement of the probable outcome of the Company's (i) EBITDAR margin gap improvement relative to the EBITDAR margin gap improvement for a pre-defined group of airlines based on 2027 EBITDAR margin over a 2024 baseline, (ii) total debt as of December 31, 2027, (iii) annual EPS improvement over the performance period and (iv) a net promoter score performance goal over the performance period (which were based on the target attainment level) and a factor based on the Monte-Carlo simulation method that accounts for the projected impact of the stock price modifier performance metric measured in the second half of 2027. The Monte-Carlo simulation method utilizes multiple input variables to estimate the probability of achieving the performance objectives established for the award, including the expected volatility of our stock price and a risk-free interest rate of 4.24% (3.62% in the case of Mr. Richmond's grant) derived from linear interpolation of the term structure of Treasury Constant Maturities yield rates for the period. The aggregate maximum fair value of the performance-based component of the 2025 annual RSU grants assuming the highest level of achievement of the performance conditions is as follows: Mr. Isom: $16,875,000, Mr. Johnson: $9,562,000, Mr. Seymour: $5,250,000, Mr. May: $5,025,000, and Mr. Richmond: $5,025,000. The aggregate maximum fair value of the performance-based component of Mr. Richmond's new hire make-whole grant assuming the highest level of achievement of the performance conditions is: $7,500,000. With respect to the performance-based retention grants of RSUs made to Messrs. Seymour and May, the grant date fair value is determined based on the closing price of our Common Stock on the date of grant multiplied by a factor reflecting achievement of the probable outcome (which were based on target attainment level) of the performance conditions tied to the attainment of mainline and regional CCF goals over the performance period in the case of Mr. Seymour and procurement savings over the performance period in the case of Mr. May. The aggregate maximum fair value of these performance-based retention RSU grants assuming the highest level of achievement of the performance conditions is $4,000,000.

(b) For 2025 and 2024, represents STIP payouts for each respective fiscal year. The STIP payouts for both the 2022 and 2023 programs are reflected as compensation for 2023 as the performance period for the 2022 STIP ran from April 1, 2022 through April 1, 2023 and the performance period for the 2023 STIP ran from January 1, 2023 through December 31, 2023.

(c) The following table provides the amounts of other compensation, including perquisites, paid to, or on behalf of, named executive officers during 2025 included in the "All Other Compensation" column. Perquisites and other personal benefits are valued on the basis of the aggregate incremental cost to the Company, except that flight benefits are valued based on the imputed taxable income to the executive, which valuation is greater than the incremental cost to the Company.

Flight privileges, medical examinations and financial advisory services are consolidated under "Perquisites and Other Benefits".

Name	401(k) Company Contributions ($)[1]	Relocation Expenses ($)[2]	Gross-Up Payments ($)[3]	Perquisites and Other Benefits($)[4]
Robert D. Isom	31,500	—	15,015	36,310
Stephen L. Johnson	31,500	—	16,842	26,956
David G. Seymour	31,500	—	—	21,501
Devon E. May	31,500	—	10,564	24,836
Anthony J. Richmond	—	70,480	7,042	13,889

(1) Represents American's contributions to American 401(k) Retirement plan, a broad-based tax qualified defined contribution plan, based on the same fixed and matching contribution formula applicable to all participants in this plan.

(2) Consists of relocation expenses including shipment of household goods, temporary housing and miscellaneous moving expenses, and $24,903 in related tax reimbursements.

(3) Amount represents tax gross-up payments with respect to flight privileges.

(4) The amounts consist of an annual physical examination (for Messrs. Isom, Seymour and May), financial advisory services, and flight benefits. For flight benefits, amounts are based on actual travel utilized, except that the amount for Mr. Seymour represents the annuitized value of his lifetime flight benefits which he previously vested into.

(d) Total compensation in fiscal year 2023 includes one-time and non-recurring compensation for the named executive officers that was not repeated in 2024 or 2025. While paid in 2023, these one-time and non-recurring compensation items included elements associated with executive promotions between 2020 and 2022, as well as cash incentive program payouts that were almost entirely attributed to 2022.

(e) Mr. Isom chose not to receive an STI award for 2025.

(f) Reflects a one-time cash payment to Mr. Isom.

(g) The 2025 base salaries of Messrs. Seymour and May were increased to $815,000 effective as of March 31, 2025.

(h) Reflects payments under cash retention agreements that were entered into with Messrs. May and Seymour, respectively, in prior years payable subject to each employee's continued service through April 1, 2023.

Grants of Plan-Based Awards in 2025

The following table provides information regarding grants of plan-based awards made to our named executive officers during the year ended December 31, 2025.

Name	Grant Date	Estimated Future Payout Under Non-Equity Incentive Plan Awards[a]			Estimated Future Payout Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ($)
		Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)		
Robert D. Isom		1,300,000	2,600,000	5,200,000					
	2/18/2025				8,745	349,813[b]	1,049,439		6,864,000[b]
	2/18/2025							349,813[c]	5,625,000[c]
Stephen L. Johnson		637,500	1,275,000	2,550,000					
	2/18/2025				4,956	198,227[b]	594,681		3,889,000[b]
	2/18/2025							198,227[c]	3,188,000[c]
David G. Seymour		509,375	1,018,750	2,037,500					
	2/18/2025				2,721	108,830[b]	326,490		2,135,000[b]
	2/18/2025							108,830[c]	1,750,000[c]
	8/18/2025				18,983	151,860[d]	303,720		2,000,000[d]
Devon E. May		509,375	1,018,750	2,037,500					
	2/18/2025				2,604	104,166[b]	312,498		2,044,000[b]
	2/18/2025							104,166[c]	1,675,000[c]
	8/18/2025				75,930	151,860[d]	303,720		2,000,000[d]
Anthony J. Richmond		509,375	1,018,750	2,037,500					
	5/1/2025				4,175	166,999[b]	500,997		1,827,000[b]
	5/1/2025							166,999[c]	1,675,000[c]
	5/1/2025				6,231	249,252[e]	747,756		2,727,000[e]
	5/1/2025							249,252[f]	2,500,000[f]

(a) Reflects potential payouts under the 2025 STIP.

(b) Represents the performance-vesting portion of the named executive officers' 2025 annual RSU awards that vest on the third anniversary of the grant date, subject to the executive's continued service and based on the Company's achievement of (i) EBITDAR margin gap improvement relative to the EBITDAR margin gap improvement for a pre-defined group of airlines based on 2027 EBITDAR margin over a 2024 baseline, (ii) total debt as of December 31, 2027, (iii) annual EPS improvement over the performance period and (iv) a net promoter score performance goal over the performance period, with the resulting attainment level multiplied by an absolute stock price modifier measured in the second half of 2027. The number of shares that will be issued with respect to the performance vesting RSUs varies between 2.5% and 300% depending on the Company's performance, and no shares will be issued if threshold performance is not achieved. The grant date fair value is determined based on the closing price of our Common Stock on the date of grant multiplied by a factor reflecting achievement of the probable outcome (which was 100%) of the financial and operational performance-based goals and a Monte-Carlo factor that accounts for the projected impact of the stock price modifier performance metric.

(c) Represents the time-vesting portion of the named executive officers' 2025 annual RSU awards that vest, subject to the executive's continued service, with respect to 33.33% of the shares on each of the first, second and third anniversaries of the grant date. The grant date fair value is equal to the number of shares underlying the RSUs, multiplied by the closing price of our Common Stock on the date of grant.

(d) Represents a performance-based retention grant of RSUs that vest on the second anniversary of the grant date, subject to the executive's continued service and based on the Company's achievement of mainline and regional CCF goals in the case of Mr. Seymour and procurement savings goals in the case of Mr. May, in each case, over a two-year performance period. The number of shares that will be issued with respect to the performance-vesting RSUs varies between 12.5% and 200% in the case of Mr. Seymour and 50% and 200% in the case of Mr. May, in each case, depending on the Company's performance, and no shares will be issued if threshold performance is not achieved. The grant date fair value is determined based on the closing price of our Common Stock on the date of grant multiplied by a factor reflecting achievement of the probable outcome (which was 100%) of the financial and operational performance-based goals.

(e) Represents the performance-vesting portion of Mr. Richmond's new hire make-whole grant of RSU awards. The RSUs vest on the third anniversary of the grant date, subject to Mr. Richmond's continued service and based on the Company's achievement of (i) EBITDAR margin gap improvement relative to the EBITDAR margin gap improvement for a pre-defined group of airlines based on 2027 EBITDAR margin over a 2024 baseline, (ii) total debt as of December 31, 2027, (iii) annual EPS improvement over the performance period and (iv) a net promoter score performance goal over the performance period, with the resulting attainment level multiplied by an absolute stock price modifier measured in the second half of 2027. The number of shares that will be issued with respect to the performance-vesting RSUs varies between 2.5% and 300% depending on the Company's performance, and no shares will be issued if threshold performance is not achieved. The grant date fair value is determined based on the closing price of our Common Stock on the date of grant multiplied by a factor reflecting achievement of the probable outcome (which was 100%) of the financial and operational performance-based goals and a Monte-Carlo factor that accounts for the projected impact of the stock price modifier performance metric.

(f) Represents the time-vesting portion of Mr. Richmond's new hire make-whole grant of RSU awards. The RSU awards that vest, subject to Mr. Richmond's continued service, with respect to 33.33% of the shares on each of the first, second and third anniversaries of the grant date. The grant date fair value is equal to the number of shares underlying the RSUs, multiplied by the closing price of our Common Stock on the date of grant.

Outstanding Equity Awards at 2025 Fiscal Year-End

The following table provides information regarding all outstanding equity awards held by each of our named executive officers as of December 31, 2025.

		Stock Awards			
Name	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)[a]	Number of Unearned Shares, Units, or Other Rights That Have Not Vested (#)	Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested ($)[a]
Robert D. Isom	2/18/2025	349,813[b]	5,362,633	432,019[c]	6,622,852
	2/27/2024	123,070[d]	1,886,663	180,985[e]	2,774,492
	9/20/2023	—	—	430,704[f]	6,602,692
	9/20/2023	—	—	421,133[g]	6,455,964
Stephen L. Johnson	2/18/2025	198,227[b]	3,038,820	244,810[c]	3,752,943
	2/20/2024	46,155[d]	707,556	67,874[e]	1,040,508
	9/20/2023	—	—	140,704[f]	2,156,992
	9/20/2023	60,518[h]	927,741	—	—
David G. Seymour	8/18/2025	—	—	151,860[i]	2,328,014
	2/18/2025	108,830[b]	1,668,364	134,405[c]	2,060,429
	2/20/2024	34,289[d]	525,650	50,425[e]	773,015
	7/12/2023	—	—	12,200[g]	187,026
	5/2/2023	—	—	103,848[f]	1,591,990
Devon E. May	8/18/2025	—	—	151,860[i]	2,328,014
	2/18/2025	104,166[b]	1,596,865	128,645[c]	1,972,128
	2/20/2024	34,289[d]	525,650	50,425[e]	773,015
	5/2/2023	—	—	85,693[f]	1,313,674
Anthony J. Richmond	5/1/2025	166,999[b]	2,560,095	206,244[c]	3,161,717
	5/1/2025	249,252[j]	3,821,033	307,826[k]	4,718,976

(a) The market value of RSUs was calculated by multiplying $15.33, the closing price of a share of our Common Stock on December 31, 2025, by the number of unvested RSUs outstanding under the award.

(b) Represents the time-vesting portion of the named executive officer's 2025 annual RSU awards that vest, subject to the executive's continued service, with respect to 33.33% of the shares on each of the first, second and third anniversaries of the grant date.

(c) Represents the performance-vesting portion of the named executive officers' 2025 annual RSU awards that vest on the third anniversary of the grant date, subject to the executive's continued service and based on the Company's achievement of (i) EBITDAR margin gap improvement relative to the EBITDAR margin gap improvement for a pre-defined group of airlines based on 2027 EBITDAR margin over a 2024 baseline, (ii) total debt as of December 31, 2027, (iii) annual EPS improvement over the performance period and (iv) a net promoter score performance goal over the performance period, with the resulting attainment level multiplied by an absolute stock price modifier measured in the second half of 2027. The number of shares that will be issued with respect to the performance-vesting RSUs varies between 2.5% and 300% depending on the Company's performance, and no shares will be issued if threshold performance is not achieved. Based on our expected attainment level as of December 31, 2025, the target number of RSUs is shown after giving effect to below-threshold attainment in respect of the 2025 EPS metric.

(d) Represents the time-vesting portion of the named executive officer's 2024 annual RSU awards that vest, subject to the executive's continued service, with respect to 66.66% of the shares on the first anniversary of the grant date and with respect to 33.33% of the shares on the second anniversary of the grant date.

(e) Represents the performance-vesting portion of the named executive officers' 2024 annual RSU awards that vest on the third anniversary of the grant date, subject to the executive's continued service and based on the Company's achievement of (i) EBITDAR margin gap improvement relative to the EBITDAR margin gap improvement for a pre-defined group of airlines based on 2024-2026 EBITDAR margin over a 2023 baseline and (ii) average net promoter score performance goal for 2024-2026. The number of shares that will be issued with respect to the performance-vesting RSUs varies between 5% and 200% depending on the Company's performance, and no shares will be issued if threshold performance is not achieved. Based on our expected attainment level as of December 31, 2025, the threshold number of RSUs is shown. Given that the awards were tracking significantly below the threshold attainment level, in February 2026, the named executive officers agreed to forfeit the performance-vesting portion of their 2024 annual RSU awards and the grants were forfeited.

(f) Represents the performance-vesting portion of the named executive officers' 2023 annual RSU awards that vest on the third anniversary of the grant date, subject to the executive's continued service and based on the Company's achievement of (i) total debt reduction from year-end 2022 to year-end 2025 and (ii) pre-tax income margin improvement relative to the pre-tax income margin improvement for a pre-defined group of airlines based on 2023-2025 pre-tax income margin over a 2019 baseline. The number of shares that will be issued with respect to the performance-vesting RSUs varies between 25% and 200% depending on the Company's performance, and no shares will be issued if threshold performance is not achieved. Based on our actual attainment level as of December 31, 2025, the maximum number of RSUs is shown in respect of the shares tied to the total debt reduction goal and 0% of the target number of RSUs is shown in respect of the shares tied to the pre-tax income margin improvement goal.

(g) Represents the performance-vesting portion of the named executive officers' 2023 one-time and promotion RSU awards that vest on the third anniversary of the grant date, subject to the executive's continued service and based on the Company's achievement of (i) total debt reduction from year-end 2022 to year-end 2025 and (ii) pre-tax income margin improvement relative to the pre-tax income margin improvement for a pre-defined group of airlines based on 2023-2025 pre-tax income margin over a 2019 baseline. The number of shares that will be issued with respect to the performance-vesting RSUs varies between 25% and 200% depending on the Company's performance, and no shares will be issued if threshold performance is not achieved. Based on our actual attainment level as of December 31, 2025, the maximum number of RSUs is shown in respect of the shares tied to the total debt reduction goal and 0% of the target number of RSUs is shown in respect of the shares tied to the pre-tax income margin improvement goal.

(h) Represents time-vesting RSU awards that vest over three years, with one third of the shares vesting on each of the first, second and third anniversaries of the grant date.

(i) Represents a performance-based retention grant of RSUs that vest on the second anniversary of the grant date, subject to the executive's continued service, and based on the Company's achievement of mainline and regional CCF goals in the case of Mr. Seymour and procurement savings goals in the case of Mr. May, in each case, over a two-year performance period. The number of shares that will be issued with respect to the performance-vesting RSUs varies between 12.5% and 200% in the case of Mr. Seymour and 50% and 200% in the case of Mr. May, in each case, depending on the Company's performance, and no shares will be issued if threshold performance is not achieved. Based on our expected attainment level as of December 31, 2025, the target number of RSUs is shown with respect to Mr. Seymour and Mr. May's grants.

(j) Represents the time-vesting portion of Mr. Richmond's new hire make-whole RSU awards that vest, subject to Mr. Richmond's continued service, with respect to 33.33% of the shares on each of the first, second and third anniversaries of the grant date.

(k) Represents the performance-vesting portion of Mr. Richmond's new hire make-whole RSU awards that vest on the third anniversary of the grant date, subject to Mr. Richmond's continued service and based on the Company's achievement of (i) EBITDAR margin gap improvement relative to the EBITDAR margin gap improvement for a pre-defined group of airlines based on 2027 EBITDAR margin over a 2024 baseline, (ii) total debt as of December 31, 2027, (iii) annual EPS improvement over the performance period and (iv) a net promoter score performance goal over the performance period, with the resulting attainment level multiplied by an absolute stock price modifier measured in the second half of 2027. The number of shares that will be issued with respect to the performance-vesting RSUs varies between 2.5% and 300% depending on the Company's performance, and no shares will be issued if threshold performance is not achieved. Based on our expected attainment level as of December 31, 2025, the target number of RSUs is shown after giving effect to below-threshold attainment in respect of the 2025 EPS metric.

Options Exercised and Stock Vested

The following table provides information regarding the vesting of RSUs held by the named executive officers during the year ended December 31, 2025. Our named executive officers did not hold any options or SARs during 2025.

	Stock Awards	
Name	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)[a]
Robert D. Isom	584,762	8,022,741
Stephen L. Johnson	293,293	4,138,160
David G. Seymour	161,886	2,313,582
Devon E. May	125,040	1,801,139
Anthony J. Richmond	—	—

(a) Represents the closing market price of a share of our Common Stock on the date of vesting, multiplied by the number of shares that vested.

Potential Payments Upon Termination or Change in Control

This section quantifies payments that would be made to our named executive officers upon a change in control or following certain qualifying terminations of employment. For a description of these benefits, please see "Compensation Discussion and Analysis – Severance Benefits and Post Termination Restrictive Covenants."

The estimated amounts of the respective benefits for each of our named executive officers, assuming the triggering event occurred on December 31, 2025, are provided in the table below. The table below reflects the termination and/or change in

control benefits payable to each named executive officer under agreements and plans in which he or she participates that were in effect as of the end of the fiscal year.

Executive Benefits and Payments Upon Termination	Change in Control ($)	Involuntary Termination ($)	Involuntary Termination with Change in Control ($)	Death ($)	Disability ($)	Any Other Qualifying Termination ($)[f]
Robert D. Isom						
Base Salary[a]	—	2,600,000	2,600,000	—	—	—
Annual Incentive Award[b]	—	5,200,000	5,200,000	1,325,220	1,325,220	—
COBRA[c]	—	62,555	62,555	—	—	—
Acceleration of Unvested RSUs[d]	32,828,360	23,722,013	32,828,360	32,828,360	32,828,360	22,468,285
Flight Privileges[e]	—	244,343	244,343	155,470	244,343	244,343
Stephen L. Johnson						
Base Salary[a]	—	1,275,000	1,275,000	—	—	—
Annual Incentive Award[b]	—	1,912,500	1,912,500	649,910	649,910	—
COBRA[c]	—	34,184	34,184	—	—	—
Acceleration of Unvested RSUs[d]	12,862,592	11,624,560	12,862,592	12,862,592	12,862,592	11,624,560
Flight Privileges[e]	—	259,310	259,310	176,048	259,310	259,310
David G. Seymour						
Base Salary[a]	—	1,222,500	1,222,500	—	—	—
Annual Incentive Award[b]	—	1,528,125	1,528,125	519,237	519,237	—
COBRA[c]	—	46,710	46,710	—	—	—
Acceleration of Unvested RSUs[d]	10,015,947	4,189,919	10,015,947	10,015,947	10,015,947	—
Flight Privileges[e]	—	140,509	140,509	92,078	140,509	140,509
Devon E. May						
Base Salary[a]	—	1,222,500	1,222,500	—	—	—
Annual Incentive Award[b]	—	1,528,125	1,528,125	519,237	519,237	—
COBRA[c]	—	52,436	52,436	—	—	—
Acceleration of Unvested RSUs[d]	9,386,157	3,676,916	9,386,157	9,386,157	9,386,157	—
Flight Privileges[e]	—	257,118	257,118	186,360	257,118	257,118
Anthony J. Richmond						
Base Salary[a]	—	1,222,500	1,222,500	—	—	—
Annual Incentive Award[b]	—	1,528,125	1,528,125	519,237	519,237	—
COBRA[c]	—	18,551	18,551	—	—	—
Acceleration of Unvested RSUs[d]	14,676,594	4,254,090	14,676,594	14,676,594	14,676,594	—
Flight Privileges[e]	—	18,129	18,129	—	—	—

(a) On an involuntary termination, represents 24 months of base salary for Mr. Isom and 18 months of the executive's base salary for Messrs. Johnson, Seymour, May and Richmond.

(b) On an involuntary termination, represents two times Mr. Isom's annual target cash incentive and 1.5 times the executive's annual target cash incentive for Messrs. Johnson, Seymour, May and Richmond. On death or disability, amount represents the amount of the annual incentive award earned by each named executive officer under the 2025 STIP which was attained at 50.97% of target.

(c) On an involuntary termination, represents a payment equal to 24 months' COBRA premiums for Mr. Isom, and a payment equal to 18 months' COBRA premiums for Messrs. Johnson, Seymour, May and Richmond.

(d) Aggregate value of unvested RSUs is calculated at a price of $15.33, the closing price of a share of our Common Stock on December 31, 2025, multiplied by the number of unvested RSUs outstanding under each award. The table captures the performance-vesting portion of the named executive officers' 2024 RSU awards, as applicable, even though they were forfeited in February 2026. The performance-vesting portion of the named executive officer's 2023 RSU awards are valued based on our actual attainment level as of December 31, 2025 of 100% of target. The performance-vesting portion of the named executive officer's 2024 and 2025 RSU awards, as applicable,

are valued based on target in the case of a change in control, involuntary termination with change in control, death and disability, and in the case of the involuntary termination and, if applicable, any other qualifying termination scenarios are valued based on the probable attainment level as of December 31, 2025. For a description of these vesting acceleration benefits, please see "Compensation Discussion and Analysis – Severance Benefits and Post Termination Restrictive Covenants."

(e) As of December 31, 2025, each of Messrs. Isom, Johnson, Seymour and May were vested into positive space flight lifetime travel benefits and are entitled to continued receipt of these benefits upon their termination of employment, other than coverage of income tax liability. The calculation of the positive space lifetime travel benefits is based on the terms of the non-revenue travel policy for executive officers currently in effect. Under his severance agreement with the Company, in the case of an Involuntary Termination, Mr. Richmond was entitled to travel privileges pursuant to the terms of the Company's travel policy for officers during the 18-month period following the termination date. Reflects the present value of future travel calculated using a discount rate of 5.3% and Pri-2012 Employee Table, with white collar adjustments, increased by 3.0% at all ages, and then projected generationally from 2012 with Scale MP-2021, and assumes the annual level of usage is the same as the executive's actual usage for 2025 (excluding travel between Phoenix and Dallas/Fort Worth and between Orange County and Dallas/Fort Worth for Mr. Johnson) with a valuation based on imputed income and a 1% annual increase in the cost of travel.

(f) Represents for Messrs. Isom and Johnson, the vesting of certain RSUs on any termination without "cause," including retirement.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K, we are providing information about the relationship of the annual total compensation of our employees and the annual total compensation of Mr. Isom, who served as CEO as of December 31, 2025.

We offer competitive compensation to our team members. As one of the world's largest airlines, some of our unique characteristics may make comparisons to the pay ratios at other airlines or companies difficult. We employ over 139,000 team members; our route network is vast and unique; and we insource more of our flying and services than our U.S. peers. For example, American operates three wholly-owned regional airlines, and approximately 24% of our total workforce is employed by those airlines. Additionally, as of December 31, 2024, our pay ratio includes approximately 16% part-time and temporary team members. In 2025, mainline and regional salaries, wages and benefits were our largest expense and represented approximately 38% of our total operating expenses. Approximately 86% of our employees as of December 31, 2025 were represented by various labor unions responsible for negotiating the collective bargaining agreements covering their compensation and job duties, among other things. The Company's employment footprint is quite diverse—with some positions requiring initial education and licensing requirements as well as ongoing certification work. Compensation for positions with more rigorous requirements for continued employment and that draw from smaller applicant pools generally utilize higher pay bands than those positions with fewer educational and training requirements and larger applicant pools.

For 2025, our median team member is the same person identified in 2024 because we have determined that there have been no changes in our employee population or employee compensation arrangements during 2025 that would significantly impact this pay ratio disclosure. The annual total compensation of the selected team member as the median of all our employees across the Company (other than our CEO) was $89,429, while the annual total compensation of our CEO was $13,871,825, as outlined in the "Summary Compensation Table" above. Based on this information, the ratio of the annual total compensation of our CEO to the median annual total compensation of all employees was estimated to be 155.1 to 1, calculated in accordance with SEC rules. This pay ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

Determining the Median Employee

The Company chose December 31, 2024 as the date for establishing the employee population used in identifying the median employee and 2025 as the measurement period.

We captured all full-time, part-time and temporary employees located in the U.S. as of December 31, 2024 with nonzero W-2 earnings, including team members employed at our three wholly owned subsidiaries, consisting of 142,051 individuals. As permitted by SEC rules, under the 5% "de minimis" exemption, we excluded 6,258 non-U.S. employees. The jurisdictions in which we excluded employees and their employee populations were as follows: Antigua and Barbuda (32); Argentina (453); Aruba (37); Australia (8); Bahamas (151); Barbados (88); Belize (26); Bermuda (26); Brazil (474); Canada (479); Cayman Islands (1); Chile (195); China (18); Colombia (81); Costa Rica (77); Dominican Republic (383); Ecuador (12); El Salvador (35); France (140); Germany (78); Greece (2); Grenada (30); Guatemala (48); Haiti (17); Honduras (45); Hong Kong (4); India (7); Ireland (45); Israel (6); Italy (19); Jamaica (97); Japan (51); Korea, Republic of (6); Mexico (1,139); Netherlands (5); Netherlands Antilles (4); Nicaragua (24); Peru (470); Portugal (3); Saint Kitts and Nevis (35); Saint Maarten (2); Spain (122); Switzerland (3); Trinidad and Tobago (477); Turks and Caicos Islands (1); United Kingdom (795); and Uruguay (7).

We calculated the team member selected as the median employee using earnings as set forth in Box 5 of W-2 for 2025. We annualized earnings for permanent employees who worked less than the entire year. The annual total compensation of the median employee and the annual total compensation of the CEO were calculated in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K.

Pay Ratio Comparisons

The SEC's rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

Pay Versus Performance

In accordance with SEC rules, the table below sets forth additional information concerning the compensation of each individual who served as our Chief Executive Officer ("CEO") and our other ("non-CEO") named executive officers for each of the fiscal years ended December 31, 2025, 2024, 2023, 2022, and 2021, and our financial and total stockholder return ("TSR") performance for each such fiscal year. Mr. Isom has served as our CEO beginning March 2022 and Mr. Parker served as our CEO prior to that.

Pay Versus Performance Table

Year	Summary Compensation Table Total: Mr. Isom ($)[1]	CAP: Mr. Isom ($)[2]	Summary Compensation Table Total: Mr. Parker ($)[1]	CAP: Mr. Parker ($)[2]	Average Summary Compensation Table Total for Non-CEO Named Executive Officers ($)[1]	Average CAP: Non-CEO Named Executive Officers ($)[2]	Value of Initial Fixed $100 Investment Based on: AAG Total Stockholder Return ($)[3]	Value of Initial Fixed $100 Investment Based on: Peer Group Total Stockholder Return ($)[3]	Net Income (Loss) ($) (in millions)	Adjusted Pre-Tax Income Margin %[4]
2025	13,871,825	3,351,805	—	—	8,221,544	10,228,722	97.21	84.59	111	0.6%
2024	15,610,843	23,988,818	—	—	4,648,523	4,531,378	61.00	60.99	846	3.4%
2023	31,438,162	33,817,502	—	—	9,530,121	9,827,888	48.08	61.60	822	4.7%
2022	4,886,649	3,507,095	6,537,694	3,881,181	3,400,714	2,422,634	44.52	48.04	127	0.9%
2021	—	—	7,238,011	8,128,613	3,892,813	4,197,060	62.85	74.23	(1,993)	(23.2%)

(1) Amounts reported in these columns represent the total compensation as reported in the Summary Compensation Table for Messrs. Isom and Parker for each year where they served as CEO and the average of the total compensation as reported in the Summary Compensation Table for our remaining named executive officers for the relevant fiscal year, which captures the individuals indicated in the table below for each fiscal year:

Year	CEO	Non-CEO Named Executive Officers
2025	Robert D. Isom	Stephen L. Johnson, David G. Seymour, Devon E. May, and Anthony J. Richmond
2024	Robert D. Isom	Stephen L. Johnson, Devon E. May, David G. Seymour, Priya Aiyar, and Vasu Raja
2023	Robert D. Isom	Stephen L. Johnson, Priya Aiyar, Devon E. May, and Vasu Raja
2022	Robert D. Isom and Doug Parker	Derek Kerr, Stephen L. Johnson, Maya Leibman, and David G. Seymour
2021	Doug Parker	Robert D. Isom, Derek Kerr, Stephen L. Johnson, and Maya Leibman

(2) Compensation Actually Paid ("CAP") to Mr. Isom and the remaining named executive officers for 2025 reflects the following adjustments from total compensation reported in the Summary Compensation Table:

Adjustments	2025: Mr. Isom ($)	2025: Average Non-CEO Named Executive Officers ($)
Deduction for amounts reported under the "Stock Awards" column of Summary Compensation Table for Fiscal Year 2025 ("FY25")	(12,489,000)	(6,852,500)
Year-end Fair Value of Outstanding and Unvested Equity Awards Granted in FY25	16,764,258	11,077,868
Change in Fair Value of Outstanding and Unvested Equity Awards Granted in Prior Years based on change from FY24 Year-end to FY25 Year-end	(12,625,618)	(1,753,106)
Change in Fair Value of Equity Awards Granted in Prior Years that Vested in FY25 based on change from FY24 Year-end to Vesting Date in FY25	(2,169,660)	(465,084)
Deduction of FY24 Year-end Fair Value of Equity Awards Granted in Prior Years that were Forfeited during FY25	—	—
Total Adjustments	(10,520,020)	2,007,178

Fair value or change in fair value, as applicable, of equity awards in the Compensation Actually Paid columns was determined by reference to (1) for time-based RSU awards, the closing price of a share of our Common Stock on the applicable year-end date(s) or, in the case of vesting dates, the closing price of a share of our Common Stock on the applicable vesting dates, and (2) for performance-based RSU awards, the same valuation methodology as time-based RSU awards except year-end values are multiplied by a factor reflecting achievement of the probable outcome of the applicable performance conditions as of the measurement date (which as of December 31, 2025 was 100%, 0% and 95% of target for the 2023, 2024 and 2025 grants, respectively) as modified in the case of the 2025 grants based on the Monte-Carlo factor that accounts for the projected impact of the stock price modifier performance metric.

(3) Pursuant to the SEC rules, TSR reflects an initial investment of $100 on December 31, 2020, and that all dividends, if any, were reinvested. The Peer Group Total Stockholder Return represents the cumulative TSR of the ARCA Airline Index (the "Peer Group TSR").

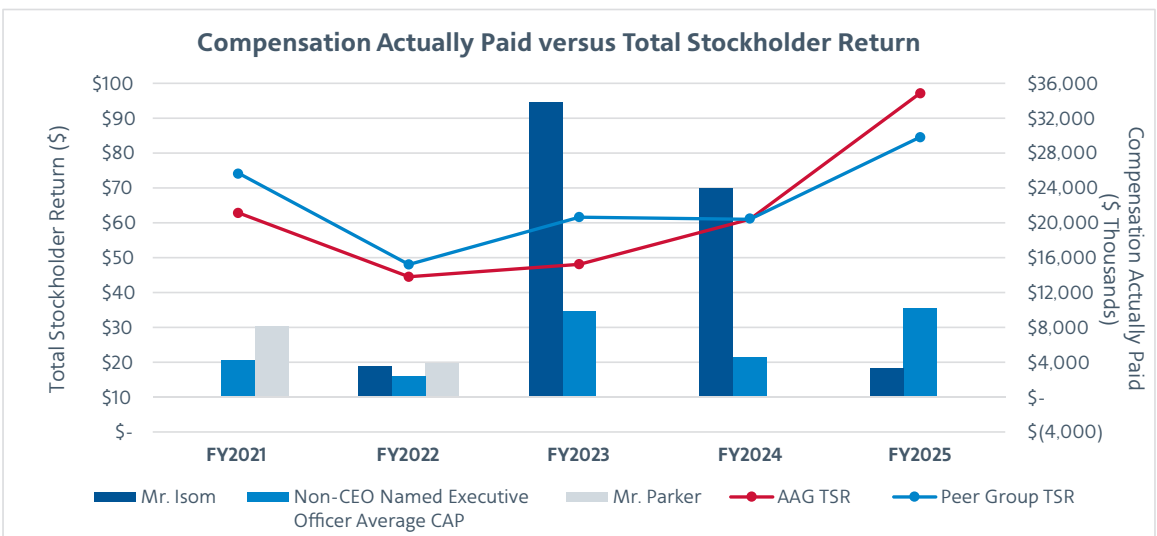
(4) Adjusted pre-tax income margin is a non-GAAP measure and excludes net special items. See Appendix C for a reconciliation of pre-tax income margin excluding net special items, a non-GAAP measure.

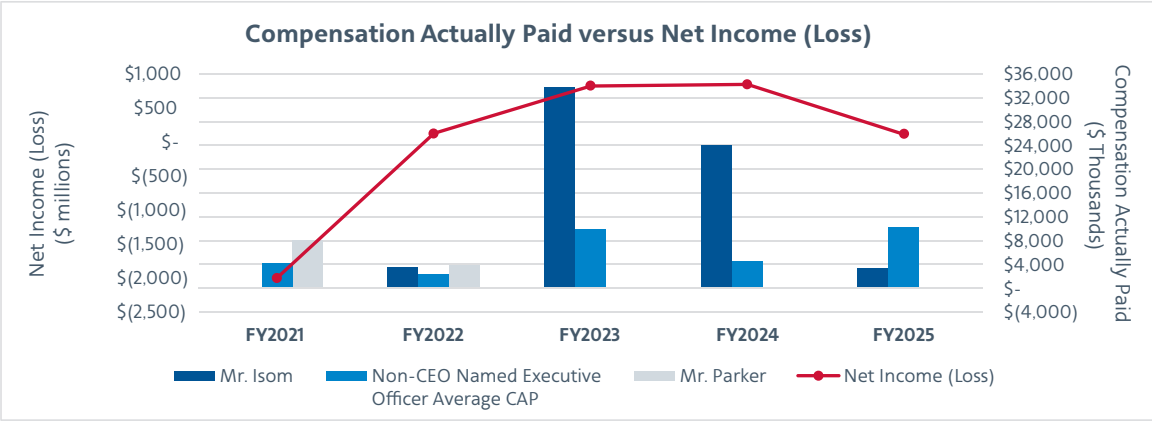
Relationship Between Financial Performance Measures

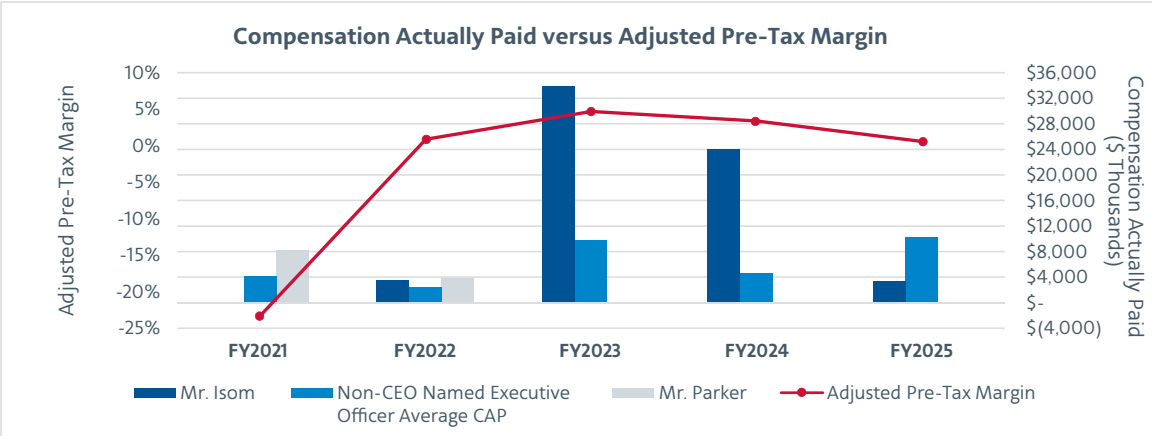
The graphs below compare the compensation actually paid to our CEOs and the average of the compensation actually paid to our non-CEO named executive officers, with (i) our cumulative TSR, (ii) our Peer Group TSR, (iii) our net income (loss), and (iv) our adjusted pre-tax income margin, in each case, for the fiscal years ended December 31, 2025, 2024, 2023, 2022 and 2021.

Given the emphasis in our executive compensation programs on long-term incentives tied to our stock price, the compensation actually paid to our named executive officers is generally strongly aligned with our stock price performance. As discussed in the "Compensation Discussion and Analysis—2023 Non-Recurring Compensation Elements," the compensation actually paid for 2023 is significantly higher than prior years because it includes for Messrs. Isom, and Johnson one-time and promotion awards and for Mr. May, non-recurring payments in April 2023 for services performed in prior years. Furthermore, for each named executive officer, the STIP payouts for both the 2022 and 2023 programs are reflected as compensation for 2023. These 2023 compensation elements were one-time and non-recurring. As such, they were not replicated in 2024. The 2024 compensation actually paid levels are lower than 2023 but higher than the years prior to 2023 because the calculation of compensation actually paid for 2024 incorporates the increase in the value of the non-recurring equity grants that were made in 2023 as a result of the increase in our stock price as of December 31, 2024. The compensation actually paid to Mr. Isom in 2025 is substantially lower than 2024, which reflects the fact that he chose not to receive an STI award for 2025 and that the pre-tax income margin improvement component of the 2023 one-time and annual LTIP grants did not pay out and that as of the end of 2025, the 2024 and 2025 annual LTIP grants were tracking at below target (at 0% with respect to the 2024 LTIP grant, which was subsequently cancelled).

Outside of our stock price performance, we believe that adjusted pre-tax income margin is the most important financial metric that ties our executives' compensation to our performance. Compensation actually paid is less sensitive to our adjusted pre-tax income margin and net income outcomes as a result of the emphasis in our executive compensation programs on long-term incentives and its stronger correlation to our stock price, which we expect will continue to have a much larger impact than these financial outcomes on compensation actually paid, as described above.







Pay Versus Performance Tabular List

We believe the following performance measures represent the most important financial performance measures used by us to link compensation actually paid to our named executive officers for 2025:

- Stock price/total stockholder return;
- Adjusted pre-tax income and pre-tax income margin;
- Adjusted EBITDAR margin;
- Adjusted TRASM; and
- Total debt.

For additional details regarding our performance measures, please see the sections entitled “Annual Cash Incentive Program” and “Long-Term Incentive Programs” in our “Compensation Discussion and Analysis” beginning on pages 68 and 71, respectively.

Equity Compensation Plan Information

The following table provides information about our Common Stock that may be issued under our equity compensation plans as of December 31, 2025, which consists of the 2023 Incentive Award Plan (the "2023 Plan") and the 2013 Incentive Award Plan (the "2013 Plan").

Plan Category	(i) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(ii) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ($)	(iii) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (i))
Equity Compensation Plans Approved by Security Holders[a]	7,132,720[b]	—	2,984,460
Equity Compensation Plans Not Approved by Security Holders	—	—	—
Total	7,132,720	—	2,984,460

(a) On May 10, 2023, our stockholders approved the 2023 Plan which replaced the 2013 Plan. The 2013 Plan was approved by the Bankruptcy Court in connection with AMR Corporation's bankruptcy plan and further approved by the Board on December 9, 2013. Under Delaware law, as part of the reorganization, the 2013 Plan was deemed to be approved by our stockholders.

(b) Consists of 7,132,720 stock-settled RSUs.

Other Matters

Stockholder Proposals

Rule 14a-8 of the Exchange Act provides that certain stockholder proposals must be included in the proxy statement for an annual meeting of stockholders. For a stockholder proposal to be considered for inclusion in the proxy statement for our 2027 Annual Meeting of Stockholders, our Corporate Secretary (Michelle Earley, Corporate Secretary, at American Airlines Group Inc., MD8B503, 1 Skyview Drive, Fort Worth, Texas 76155) must receive the proposal no later than December 28, 2026. The proposal must comply with the SEC regulations under Rule 14a-8 of the Exchange Act regarding the inclusion of stockholder proposals in our proxy materials.

Pursuant to our Bylaws, in order for a stockholder to present a proposal at an annual meeting of stockholders, other than proposals to be included in the proxy statement as described above, the stockholder must deliver proper notice to our Corporate Secretary at our principal executive offices (please see the address above) not more than 120 days and not less than 90 days prior to the anniversary date of the immediately preceding annual meeting or, if the date of the annual meeting is more than 30 days before or after such anniversary date, not later than the 90th day prior to such annual meeting or, if later, the tenth day following the day on which public disclosure of the date of such annual meeting was first made. For the 2027 Annual Meeting of Stockholders, notice must be delivered no sooner than February 10, 2027 and no later than March 12, 2027. Stockholders are advised to review our Bylaws, which contain additional requirements with respect to advance notice of stockholder proposals. Additional information with regard to stockholder recommendations or nominations for director candidates can be found beginning on page 20 and we encourage stockholders to review the procedures and deadlines relating thereto before taking action.

In addition, our Bylaws permit certain of our stockholders who have beneficially owned 3% or more of our outstanding Common Stock continuously for at least three years to submit nominations to be included in the Company's proxy materials for up to 20% of the total number of directors then serving. Notice of proxy access director nominations for the 2027 annual meeting of stockholders must be delivered to our Corporate Secretary at our principal executive offices (please see the address above) no earlier than November 28, 2026 and no later than the close of business on December 28, 2026. The notice must set forth the information required by our Bylaws with respect to each proxy access director nomination that eligible stockholder or stockholders intend to present at the 2027 Annual Meeting of Stockholders and must otherwise be in compliance with our Bylaws.

Any notice of director nomination other than through proxy access must include the additional information required by Rule 14a-19(b) under the Exchange Act and otherwise comply with our Bylaws. In connection with the 2027 Annual Meeting of Stockholders, we intend to file a proxy statement and a WHITE proxy card with the SEC in connection with our solicitation of proxies for that meeting.

Annual Report and Available Information

Our Annual Report for the year ended December 31, 2025 accompanies this Proxy Statement but does not constitute a part of the proxy soliciting materials. **A copy of our Annual Report on Form 10-K for the year ended December 31, 2025, including financial statements and financial statement schedules but without exhibits, is available to any person whose vote is solicited by this proxy upon written request to the Corporate Secretary, American Airlines Group Inc., MD8B503, 1 Skyview Drive, Fort Worth, Texas 76155.** Copies also may be obtained without charge through the SEC's website at *www.sec.gov*.

Cautionary Statement Regarding Forward-Looking Statements

Certain of the statements contained in this Proxy Statement should be considered forward-looking statements within the meaning of the Securities Act, the Exchange Act, and the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by words such as "may," "will," "expect," "intend," "anticipate," "believe," "estimate," "plan," "project," "could," "should," "would," "continue," "seek," "target," "guidance," "outlook," "if current trends continue," "optimistic," "forecast" and other similar words. Such statements include, but are not limited to, statements about the Company's plans, objectives, expectations, intentions, estimates and strategies for the future, and other statements that are not historical facts. These forward-looking statements are based on the Company's current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. These risks and uncertainties include, but are not limited to, those set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2025 (especially in Part I, Item 1A. Risk Factors and Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations), and other risks and uncertainties listed from time to time in the Company's other filings with the SEC. There may be other factors of which the Company is not currently aware that may affect matters discussed in the forward-looking statements and may also cause actual results to differ materially from those discussed. The Company does not assume any obligation to publicly update or supplement any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting these forward-looking statements other than as required by law. Any forward-looking statements speak only as of the date hereof or as of the dates indicated in the statement.

[THIS PAGE INTENTIONALLY LEFT BLANK]

Appendix A

Amendment to the Restated Certificate of Incorporation

ARTICLE VI

(Marked to Show Changes)

LIMITATION OF DIRECTORS' **OR OFFICERS'** LIABILITY

No Director **or Officer** shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a Director **or Officer**, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL. If the DGCL is amended hereafter to authorize the further elimination or limitation of the liability of Directors **or Officers**, then the liability of a Director **or Officer** of the Corporation shall be eliminated or limited to the fullest extent authorized by the DGCL, as so amended. Any repeal or modification of this Article VI [LIMITATION OF DIRECTORS' **OR OFFICERS'** LIABILITY] shall not adversely affect any right or protection of a Director **or Officer** of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

[THIS PAGE INTENTIONALLY LEFT BLANK]

Appendix B

AMERICAN AIRLINES GROUP INC.

2023 INCENTIVE AWARD PLAN

(Amended and Restated Effective [June 10, 2026])

ARTICLE I.
PURPOSE

The purpose of the American Airlines Group Inc. 2023 Incentive Award Plan (as it may be amended or restated from time to time, the "***Plan***") is to enhance the Company's ability to attract, retain and motivate persons who make (or are expected to make) important contributions to the Company by providing these individuals with equity ownership opportunities. The Plan amends and restates the 2023 Incentive Award Plan (the "***Original 2023 Plan***") in its entirety, subject to stockholder approval of this Plan at the annual meeting of the Company's stockholders in 2026. In the event the Company's stockholders fail to approve the Plan as set forth herein at the annual meeting of the Company's stockholders in 2026, then this Plan shall be deemed void *ab initio* and the Original 2023 Plan shall continue in effect in accordance with its terms.

ARTICLE II.
DEFINITIONS

As used in the Plan, the following words and phrases have the meanings specified below, unless the context clearly indicates otherwise:

2.1 "***Administrator***" means the Board or a Committee to the extent that the Board's powers or authority under the Plan have been delegated to such Committee. With reference to the Board's or a Committee's powers or authority under the Plan that have been delegated to one or more officers pursuant to Section 4.2, the term "Administrator" shall refer to such officer(s) unless and until such delegation has been revoked.

2.2 "***Applicable Law***" means any applicable law, including without limitation: (a) provisions of the Code, the Securities Act, the Exchange Act and any rules or regulations thereunder; (b) corporate, securities, tax or other laws, statutes, rules, requirements or regulations, whether U.S. or non-U.S. federal, state or local; and (c) rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded.

2.3 "***Automatic Exercise Date***" means, with respect to an Option or a Stock Appreciation Right, the last business day of the applicable Option term or Stock Appreciation Right term that was initially established by the Administrator for such Option or Stock Appreciation Right (e.g., the last business day prior to the tenth anniversary of the date of grant of such Option or Stock Appreciation Right if the Option or Stock Appreciation Right initially had a ten-year Option term or Stock Appreciation Right term, as applicable).

2.4 "***Award***" means an Option award, Stock Appreciation Right award, Restricted Stock award, Restricted Stock Unit award, Performance Bonus Award, Performance Stock Unit award, Dividend Equivalents award or Other Stock or Cash Based Award granted to a Participant under the Plan.

2.5 "***Award Agreement***" means an agreement evidencing an Award, which may be written or electronic, that contains such terms and conditions as the Administrator determines, consistent with and subject to the terms and conditions of the Plan.

2.6 "***Board***" means the Board of Directors of the Company.

2.7 "***Change in Control***" means the occurrence of any of the following:

(a) within any 12-month period, the individuals who constitute the Board at the beginning of such period (the "***Incumbent Board***") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least two-thirds of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board; or

(b) any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act, other than the Company, acquires (directly or indirectly) the beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of more than 50% of the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors ("***Voting Power***"); or

(c) the Company consummates a merger, consolidation or reorganization of the Company or any other similar transaction or series of related transactions (collectively, a "***Transaction***") other than (A) a Transaction in which the voting securities of the Company outstanding immediately prior thereto become (by operation of law), or are converted into or exchanged for, voting securities of the surviving corporation or its parent corporation immediately after such Transaction that are owned by the same person or entity or persons or entities as immediately prior thereto and possess at least 50% of the Voting Power held by the voting securities of the surviving corporation or its parent corporation, or (B) a Transaction effected to implement a recapitalization of the Company (or similar transaction) in which no person (excluding the Company or any person who held more than 50% of the Voting Power immediately prior to such Transaction) acquires more than 50% of the Voting Power; or

(d) the Company sells or otherwise disposes of, or consummates a transaction or series of related transactions providing for the sale or other disposition of, all or substantially all of the stock or assets of the Company, or enters into a plan for the complete liquidation of the Company.

Notwithstanding the foregoing, if a Change in Control constitutes a payment event with respect to any Award which provides for the deferral of compensation and is subject to Section 409A of the Code, the transaction or event described in subsection (a), (b), (c) or (d) with respect to such Award must also constitute a "change in control event," as defined in Treasury Regulation § 1.409A-3(i)(5) to the extent required by Section 409A.

The Administrator shall have full and final authority, which shall be exercised in its sole discretion, to determine conclusively whether a Change in Control has occurred pursuant to the above definition, the date of such Change in Control and any incidental matters relating thereto; provided that any exercise of authority in conjunction with a determination of whether a Change in Control is a "change in control event" as defined in Treasury Regulation Section 1.409A-3(i)(5) shall be consistent with such regulation.

2.8 "***Code***" means the U.S. Internal Revenue Code of 1986, as amended, and all regulations, guidance, compliance programs and other interpretative authority issued thereunder.

2.9 "***Committee***" means one or more committees or subcommittees of the Board, which may include one or more Directors or executive officers of the Company, to the extent permitted by Applicable Law. To the extent required to comply with the provisions of Rule 16b-3, it is intended that each member of the Committee will be, at the time the Committee takes any action with respect to an Award that is subject to Rule 16b-3, a "non-employee director" within the meaning of Rule 16b-3; however, a Committee member's failure to qualify as a "non-employee director" within the meaning of Rule 16b-3 will not invalidate any Award granted by the Committee that is otherwise validly granted under the Plan.

2.10 "***Common Stock***" means the common stock of the Company.

2.11 "***Company***" means American Airlines Group Inc., a Delaware corporation, or any successor.

2.12 "***Consultant***" means any person, including any adviser, engaged by the Company or a Subsidiary to render services to such entity if the consultant or adviser: (a) renders bona fide services to the Company or a Subsidiary; (b) renders services not in connection with the offer or sale of securities in a capital-raising transaction and does not directly or indirectly promote or maintain a market for the Company's securities; and (c) is a natural person.

2.13 "***Designated Beneficiary***" means, if permitted by the Company, the beneficiary or beneficiaries the Participant designates, in a manner the Company determines, to receive amounts due or exercise the Participant's rights if the Participant dies. Without a Participant's effective designation, "Designated Beneficiary" will mean the Participant's estate or legal heirs.

2.14 "***Director***" means a Board member.

2.15 "***Disability***" means a permanent and total disability under Section 22(e)(3) of the Code.

2.16 "***Dividend Equivalents***" means a right granted to a Participant to receive the equivalent value (in cash or Shares) of dividends paid on a specified number of Shares. Such Dividend Equivalent shall be converted to cash or additional Shares, or a combination of cash and Shares, by such formula and at such time and subject to such limitations as may be determined by the Administrator.

2.17 "***DRO***" means a "domestic relations order" as defined by the Code or Title I of the Employee Retirement Income Security Act of 1974, as amended, or the rules thereunder.

2.18 "***Effective Date***" has the meaning set forth in Section 11.3.

2.19 "***Employee***" means any employee of the Company or any of its Subsidiaries.

2.20 "***Equity Restructuring***" means a nonreciprocal transaction between the Company and its stockholders, such as a stock dividend, stock split (including a reverse stock split), spin-off or recapitalization through a large, nonrecurring cash dividend, that affects the number or kind of Shares (or other Company securities) or the share price of Common Stock (or other Company securities) and causes a change in the per share value of the Common Stock underlying outstanding Awards.

2.21 "***Exchange Act***" means the U.S. Securities Exchange Act of 1934, as amended, and all regulations, guidance and other interpretative authority issued thereunder.

2.22 "***Fair Market Value***" means, as of any date, the value of a Share determined as follows: (a) if the Common Stock is listed on any established stock exchange, the value of a Share will be the closing sales price for a Share as quoted on such exchange for such date, or if no sale occurred on such date, the last day preceding such date during which a sale occurred, as reported in *The Wall Street Journal* or another source the Administrator deems reliable; (b) if the Common Stock is not listed on an established stock exchange but is quoted on a national market or other quotation system, the value of a Share will be the closing sales price for a Share on such date, or if no sales occurred on such date, then on the last date preceding such date during which a sale occurred, as reported in *The Wall Street Journal* or another source the Administrator deems reliable; or (iii) if the Common Stock is not listed on any established stock exchange or quoted on a national market or other quotation system, the value established by the Administrator in its sole discretion.

2.23 "***Greater Than 10% Stockholder***" means an individual then owning (within the meaning of Section 424(d) of the Code) more than 10% of the total combined voting power of all classes of stock of the Company or any parent corporation or subsidiary corporation of the Company, as determined in accordance with Section 424(e) and (f) of the Code, respectively.

2.24 "***Incentive Stock Option***" means an Option that meets the requirements to qualify as an "incentive stock option" as defined in Section 422 of the Code.

2.25 "***Non-Employee Director***" means a Director who is not an Employee.

2.26 "***Nonqualified Stock Option***" means an Option that is not an Incentive Stock Option.

2.27 "***Option***" means a right granted under Article VI to purchase a specified number of Shares at a specified price per Share during a specified time period. An Option may be either an Incentive Stock Option or a Nonqualified Stock Option.

2.28 "***Original 2023 Plan***" shall have the meaning set forth in Article 1 hereof.

2.29 "***Other Stock or Cash Based Awards***" means cash awards, awards of Shares, and other awards valued wholly or partially by referring to, or are otherwise based on, Shares or other property.

2.30 "***Overall Share Limit***" means the sum of (a) 29,189,379 Shares, plus (b) any Shares that are subject to Prior Plan Awards that become available for issuance under the Plan as Shares pursuant to Article V.

2.31 "***Participant***" means a Service Provider who has been granted an Award.

2.32 "***Performance Bonus Award***" has the meaning set forth in Section 8.3.

2.33 "***Performance Stock Unit***" means a right granted to a Participant pursuant to Section 8.1 and subject to Section 8.2, to receive Shares or an amount of cash or other consideration determined by the Administrator to be of equal value as of the settlement date, the payment of which is contingent upon achieving certain performance goals or other performance-based targets established by the Administrator.

2.34 "***Permitted Transferee***" means, with respect to a Participant, any "family member" of the Participant, as defined in the General Instructions to Form S-8 Registration Statement under the Securities Act (or any successor form thereto), or any other transferee specifically approved by the Administrator after taking into account Applicable Law.

2.35 "***Plan***" means this 2023 Incentive Award Plan, as amended and restated from time to time.

2.36 "***Prior Plan***" means the Company's 2013 Incentive Award Plan, as it may be amended from time to time.

2.37 "***Prior Plan Award***" means an award outstanding under the Prior Plan as of March 22, 2023 or granted under the Prior Plan following such date and prior to the effective date of the Original 2023 Plan.

2.38 "***Restricted Stock***" means Shares awarded to a Participant under Article VII, subject to certain vesting conditions and other restrictions.

2.39 "***Restricted Stock Unit***" means an unfunded, unsecured right to receive, on the applicable settlement date, one Share or an amount in cash or other consideration determined by the Administrator to be of equal value as of such settlement date, subject to certain vesting conditions and other restrictions.

2.40 "***Rule 16b-3***" means Rule 16b-3 promulgated under the Exchange Act, including any amendments thereto.

2.41 "***Section 409A***" means Section 409A of the Code.

2.42 "***Securities Act***" means the Securities Act of 1933, as amended, and all regulations, guidance and other interpretative authority issued thereunder.

2.43 "***Service Provider***" means an Employee, Consultant or Director.

2.44 "***Shares***" means shares of Common Stock.

2.45 "***Stock Appreciation Right***" or "***SAR***" means a right granted under Article VI to receive a payment equal to the excess of the Fair Market Value of a specified number of Shares on the date the right is exercised over the exercise price set forth in the applicable Award Agreement.

2.46 "***Subsidiary***" means any entity (other than the Company), whether U.S. or non-U.S., in an unbroken chain of entities beginning with the Company if each of the entities other than the last entity in the unbroken chain beneficially owns, at the time of the determination, securities or interests representing at least 50% of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

2.47 "***Substitute Awards***" means Awards granted or Shares issued by the Company in assumption of, or in substitution or exchange for, awards previously granted, or the right or obligation to make future awards, in each case by a company or other entity acquired by the Company or any Subsidiary or with which the Company or any Subsidiary combines.

2.48 "***Tax-Related Items***" means any U.S. and non-U.S. federal, state and/or local taxes (including, without limitation, income tax, social insurance contributions, fringe benefit tax, employment tax, stamp tax and any employer tax liability which has been transferred to a Participant) for which a Participant is liable in connection with Awards and/or Shares.

2.49 "***Termination of Service***" means:

(a) As to a Consultant, the time when the engagement of a Participant as a Consultant to the Company or a Subsidiary is terminated for any reason, including, without limitation, by resignation, discharge, death or retirement, but excluding terminations where the Consultant simultaneously commences or remains in employment or service with the Company or any Subsidiary.

(b) As to a Non-Employee Director, the time when a Participant who is a Non-Employee Director ceases to be a Director for any reason, including, without limitation, a termination by resignation, failure to be elected, death or retirement, but excluding terminations where the Participant simultaneously commences employment or service or remains in service with the Company or any Subsidiary.

(c) As to an Employee, the time when the employee-employer relationship between a Participant and the Company or any Subsidiary is terminated for any reason, including, without limitation, a termination by resignation, discharge, death, disability or retirement; but excluding terminations where the Participant simultaneously commences or remains in employment or service with the Company or any Subsidiary.

The Company, in its sole discretion, shall determine the effect of all matters and questions relating to any Termination of Service, including, without limitation, whether a Termination of Service has occurred, whether a Termination of Service resulted from a discharge for cause and all questions of whether particular leaves of absence constitute a Termination of Service. For purposes of the Plan, a Participant's employee-employer relationship or consultancy relationship shall be deemed to be terminated in the event that the Subsidiary employing or contracting with such Participant ceases to remain a Subsidiary following any merger, sale of stock or other corporate transaction or event (including, without limitation, a spin-off), even though the Participant may subsequently continue to perform services for that entity.

ARTICLE III.
ELIGIBILITY

Service Providers are eligible to be granted Awards under the Plan, subject to the limitations described herein. No Service Provider shall have any right to be granted an Award pursuant to the Plan and neither the Company nor the Administrator is obligated to treat Service Providers, Participants or any other persons uniformly.

ARTICLE IV.
ADMINISTRATION AND DELEGATION

4.1 Administration.

(a) The Plan is administered by the Administrator. The Administrator has authority to determine which Service Providers receive Awards, grant Awards and set Award terms and conditions, subject to the conditions and limitations in the Plan. The Administrator also has the authority to take all actions and make all determinations under the Plan, to interpret the Plan and Award Agreements and to adopt, amend and repeal Plan administrative rules, guidelines and practices as it deems advisable. The Administrator may correct defects and ambiguities, supply omissions, reconcile inconsistencies in the Plan or any Award and make all other determinations that it deems necessary or appropriate to administer the Plan and any Awards. The Administrator (and each member thereof) is entitled to, in good faith, rely or act upon any report or other information furnished to the Administrator or member thereof by any officer or other Employee, the Company's independent certified public accountants, or any executive compensation consultant or other professional retained by the Company to assist in the administration of the Plan. The Administrator's determinations under the Plan are in its sole discretion and will be final, binding and conclusive on all persons having or claiming any interest in the Plan or any Award.

(b) Without limiting the foregoing, the Administrator has the exclusive power, authority and sole discretion to: (i) designate Participants; (ii) determine the type or types of Awards to be granted to each Participant; (iii) determine the number of Awards to be granted and the number of Shares to which an Award will relate; (iv) subject to the limitations in the Plan, determine the terms and conditions of any Award and related Award Agreement, including, but not limited to, the exercise price, grant price, purchase price, any performance criteria, any restrictions or limitations on the Award, any schedule for vesting, lapse of forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations, waivers or amendments thereof; (v) determine whether, to what extent, and under what circumstances an Award may be settled in, or the exercise price of an Award may be paid in cash, Shares, or other property, or an Award may be cancelled, forfeited, or surrendered; and (vi) make all other decisions and determinations that may be required pursuant to the Plan or as the Administrator deems necessary or advisable to administer the Plan.

4.2 Delegation of Authority. To the extent permitted by Applicable Law, the Board or any Committee may delegate any or all of its powers under the Plan to one or more Committees or officers of the Company or any of its Subsidiaries; provided, however, that in no event shall an officer of the Company or any of its Subsidiaries be delegated the authority to grant Awards to, or amend Awards held by, the following individuals: (a) individuals who are subject to Section 16 of the Exchange Act, or (b) officers of the Company or any of its Subsidiaries or Directors to whom authority to grant or amend Awards has been delegated hereunder. Any delegation hereunder shall be subject to the restrictions and limits that the Board or Committee specifies at the time of such delegation or that are otherwise included in the applicable organizational documents, and the Board or Committee, as applicable, may at any time rescind the authority so delegated or appoint a new delegate. At all times, the delegate appointed under this Section 4.2 shall serve in such capacity at the pleasure of the Board or the Committee, as applicable, and the Board or the Committee may abolish any committee at any time and re-vest in itself any previously delegated authority. Further, regardless of any delegation, the Board or a Committee may, in its discretion, exercise any and all rights and duties as the Administrator under the Plan delegated thereby, except with respect to Awards that are required to be determined in the sole discretion of the Board or Committee under the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded.

ARTICLE V.
STOCK AVAILABLE FOR AWARDS

5.1 Number of Shares. Subject to adjustment under Article IX and the terms of this Article V, Awards may be made under the Plan covering up to the Overall Share Limit. The Company ceased granting awards under the Prior Plan; however, Prior Plan Awards that remain outstanding are subject to the terms of the Prior Plan. Shares issued or delivered under the Plan may consist of authorized but unissued Shares, Shares purchased on the open market or treasury Shares.

5.2 Share Recycling.

(a) If all or any part of an Award or a Prior Plan Award expires, lapses or is terminated, converted into an award in respect of shares of another entity in connection with a spin-off or other similar event, exchanged or settled for cash, surrendered, repurchased, cancelled without having been fully exercised or forfeited, in any case, in a manner that results in the Company acquiring Shares covered by the Award or Prior Plan Award at a price not greater than the price (as adjusted to reflect any Equity Restructuring) paid by the Participant for such Shares or not issuing any Shares covered by the Award or Prior Plan Award, the unused Shares covered by the Award or Prior Plan Award will, as applicable, become or again be available for Awards under the Plan. Shares tendered by a Participant or withheld by the Company to satisfy any tax withholding obligation with respect to any Award, other than an Option or Stock Appreciation Right or a stock option or stock appreciation right granted under the Prior Plan, will become or again be available for Awards under the Plan. The payment of dividends or Dividend Equivalents in cash in conjunction with any outstanding Awards or Prior Plan Awards and any Awards that are settled in cash rather than by issuance of Shares shall not count against the Overall Share Limit.

(b) Notwithstanding anything in the Plan to the contrary, the following Shares shall not be available for future grants of Awards: (i) Shares tendered by a Participant or withheld by the Company in payment of the exercise price of an Option or any stock option granted under the Prior Plan; (ii) Shares tendered by a Participant or withheld by the Company to satisfy any tax withholding obligation with respect to an Option or Stock Appreciation Right or a stock option or stock appreciation right granted under the Prior Plan ; (iii) Shares subject to a Stock Appreciation Right or stock appreciation right granted under the Prior Plan that are not issued in connection with the stock settlement of the Stock Appreciation Right or stock appreciation right on exercise; and (iv) Shares purchased on the open market with the cash proceeds from the exercise of Options or stock options granted under the Prior Plan.

5.3 Incentive Stock Option Limitations. Notwithstanding anything to the contrary herein, no more than 29,189,379 Shares (as adjusted to reflect any Equity Restructuring) may be issued pursuant to the exercise of Incentive Stock Options.

5.4 Substitute Awards. In connection with an entity's merger or consolidation with the Company or any Subsidiary or the Company's or any Subsidiary's acquisition of an entity's property or stock, the Administrator may grant Substitute Awards in respect of any options or other stock or stock-based awards granted before such merger or consolidation by such entity or its affiliate. Substitute Awards may be granted on such terms and conditions as the Administrator deems appropriate, notwithstanding limitations on Awards in the Plan. Substitute Awards will not count against the Overall Share Limit (nor shall Shares subject to a Substitute Award be added to the Shares available for Awards under the Plan as provided under Section 5.2 above), except that Shares acquired by exercise of substitute Incentive Stock Options will count against the maximum number of Shares that may be issued pursuant to the exercise of Incentive Stock Options under the Plan. Additionally, in the event that a company acquired by the Company or any Subsidiary or with which the Company or any Subsidiary combines has shares available under a pre-existing plan approved by stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as appropriately adjusted to reflect the transaction) may be used for Awards under the Plan and shall not count against the Overall Share Limit (and Shares subject to such Awards may again become available for Awards under the Plan as provided under Section 5.2 above); provided that Awards using such available shares shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not Service Providers prior to such acquisition or combination.

5.5 Non-Employee Director Award Limit. Notwithstanding any provision to the contrary in the Plan or in any policy of the Company regarding non-employee director compensation, the sum of the grant date fair value (determined as of the grant date in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, or any successor thereto) of all equity-based Awards and the maximum amount that may become payable pursuant to all cash-based Awards that may be granted to a Service Provider as compensation for services as a Non-Employee Director during any calendar year shall not exceed $1,500,000.

5.6 Award Vesting Limitations. Notwithstanding any other provision of the Plan to the contrary, no Award Agreement shall provide for vesting of the Award thereunder earlier than the first anniversary of the applicable grant date or, with respect to any such Award subject to performance-based vesting, based on an applicable performance period that is shorter than one year; provided, however, that, notwithstanding the foregoing, Awards that result in the issuance of no more than 5% of the Shares reserved for issuance under the Plan pursuant to Section 5.1 above may be granted to any one or more Participants without respect to such minimum vesting requirements. For purposes of Awards granted to Non-Employee Directors, a vesting period will be deemed to be one year if it runs from the date of one annual meeting of the Company's stockholders to the next annual meeting of the Company's stockholder, provided that the period between such meetings is not less than 50 weeks. Notwithstanding the foregoing, an Award Agreement may provide for the accelerated vesting, exercisability and/or payment (as applicable) of any Award upon the termination of the applicable Participant's status as Service Provider due to the Participant's death, disability, retirement or any other specified Termination of Service and/or in connection with the consummation of a Change in Control.

ARTICLE VI.
STOCK OPTIONS AND STOCK APPRECIATION RIGHTS

6.1 General. The Administrator may grant Options or Stock Appreciation Rights to one or more Service Providers, subject to such terms and conditions not inconsistent with the Plan as the Administrator shall determine. The Administrator will determine the number of Shares covered by each Option and Stock Appreciation Right, the exercise price of each Option and Stock Appreciation Right and the conditions and limitations applicable to the exercise of each Option and Stock Appreciation Right. A Stock Appreciation Right will entitle the Participant (or other person entitled to exercise the Stock Appreciation Right) to receive from the Company upon exercise of the exercisable portion of the Stock Appreciation Right an amount determined by multiplying (a) the excess, if any, of the Fair Market Value of one Share on the date of exercise over the exercise price per Share of the Stock Appreciation Right by (b) the number of Shares with respect to which the Stock Appreciation Right is exercised, subject to any limitations of the Plan or that the Administrator may impose, and payable in cash, Shares valued at Fair Market Value on the date of exercise or a combination of the two as the Administrator may determine or provide in the Award Agreement.

6.2 Exercise Price. The Administrator will establish each Option's and Stock Appreciation Right's exercise price and specify the exercise price in the Award Agreement. Subject to Section 6.7, the exercise price will not be less than 100% of the Fair Market Value on the grant date of the Option or Stock Appreciation Right. Notwithstanding the foregoing, in the case of an Option or Stock Appreciation Right that is a Substitute Award, the exercise price per share of the Shares subject to such Option or Stock Appreciation Right, as applicable, may be less than the Fair Market Value per share on the date of grant; provided that the exercise price of any Substitute Award shall be determined in accordance with the applicable requirements of Sections 424 and 409A of the Code.

6.3 Duration of Options. Subject to Section 6.7, each Option or Stock Appreciation Right will be exercisable at such times and as specified in the Award Agreement, provided that the term of an Option or Stock Appreciation Right will not exceed ten years; provided, further, that, unless otherwise determined by the Administrator or specified in the Award Agreement, (a) no portion of an Option or Stock Appreciation Right which is unexercisable at a Participant's Termination of Service shall thereafter become exercisable and (b) the portion of an Option or Stock Appreciation Right that is unexercisable at a Participant's Termination of Service shall automatically expire on the date of such Termination of Service. In addition, in no event shall an Option or Stock Appreciation Right granted to an Employee who is a non-exempt employee for purposes of overtime pay under the U.S. Fair Labor Standards Act of 1938 be exercisable earlier than six months after its date of grant. Notwithstanding the foregoing, if the Participant, prior to the end of the term of an Option or Stock Appreciation Right, commits an act of cause (as determined by the Administrator), or violates any non-competition, non-solicitation or confidentiality provisions of any employment contract, confidentiality and nondisclosure agreement or other agreement between the Participant and the Company or any of its Subsidiaries, the right to exercise the Option or Stock Appreciation Right, as applicable, may be terminated

by the Company and the Company may suspend the Participant's right to exercise the Option or Stock Appreciation Right when it reasonably believes that the Participant may have participated in any such act or violation.

6.4 Exercise. Options and Stock Appreciation Rights may be exercised by delivering to the Company (or such other person or entity designated by the Administrator) a notice of exercise, in a form and manner the Company approves (which may be written, electronic or telephonic and may contain representations and warranties deemed advisable by the Administrator), signed or authenticated by the person authorized to exercise the Option or Stock Appreciation Right, together with, as applicable, (a) payment in full of the exercise price for the number of Shares for which the Option is exercised in a manner specified in Section 6.5 and (b) satisfaction in full of any withholding obligation for Tax-Related Items in a manner specified in Section 10.5. The Administrator may, in its discretion, limit exercise with respect to fractional Shares and require that any partial exercise of an Option or Stock Appreciation Right be with respect to a minimum number of Shares.

6.5 Payment Upon Exercise. The Administrator shall determine the methods by which payment of the exercise price of an Option shall be made, including, without limitation:

(a) Cash, check or wire transfer of immediately available funds; provided that the Company may limit the use of one of the foregoing methods if one or more of the methods below is permitted;

(b) If there is a public market for Shares at the time of exercise, unless the Company otherwise determines, (A) delivery (including electronically or telephonically to the extent permitted by the Company) of a notice that the Participant has placed a market sell order with a broker acceptable to the Company with respect to Shares then issuable upon exercise of the Option and that the broker has been directed to deliver promptly to the Company funds sufficient to pay the exercise price, or (B) the Participant's delivery to the Company of a copy of irrevocable and unconditional instructions to a broker acceptable to the Company to deliver promptly to the Company an amount sufficient to pay the exercise price by cash, wire transfer of immediately available funds or check; provided that such amount is paid to the Company at such time as may be required by the Company;

(c) To the extent permitted by the Administrator, delivery (either by actual delivery or attestation) of Shares owned by the Participant valued at their Fair Market Value on the date of delivery;

(d) To the extent permitted by the Administrator, surrendering Shares then issuable upon the Option's exercise valued at their Fair Market Value on the exercise date;

(e) To the extent permitted by the Administrator, delivery of a promissory note or any other lawful consideration; or

(f) To the extent permitted by the Administrator, any combination of the above payment forms.

6.6 Expiration of Option Term or Stock Appreciation Right Term: Automatic Exercise of In-The-Money Options and Stock Appreciation Rights. Unless otherwise provided by the Administrator in an Award Agreement or otherwise or as otherwise directed by a holder of an Option or a Stock Appreciation Right in writing to the Company, each vested and exercisable Option and Stock Appreciation Right outstanding on the Automatic Exercise Date with an exercise price per Share that is less than the sum of the Fair Market Value and any related broker's fees (as described in Section 11.19(c)) per Share as of such date shall automatically and without further action by the holder of the Option or Stock Appreciation Right or the Company be exercised on the Automatic Exercise Date. In the sole discretion of the Administrator, payment of the exercise price of any such Option shall be made pursuant to Section 6.5(b) or 6.5(d) and the Company or any Subsidiary shall be entitled to deduct or withhold an amount sufficient to satisfy any withholding obligation for Tax-Related Items associated with such exercise in accordance with Section 10.5. Unless otherwise determined by the Administrator, this Section 6.6 shall not apply to an Option or Stock Appreciation Right if the holder of such Option or Stock Appreciation Right incurs a Termination of Service on or before the Automatic Exercise Date. For the avoidance of doubt, no Option or Stock Appreciation Right with an exercise price per Share that is equal to or greater than the Fair Market Value per Share on the Automatic Exercise Date shall be exercised pursuant to this Section 6.6.

6.7 Additional Terms of Incentive Stock Options. The Administrator may grant Incentive Stock Options only to employees of the Company, any of its present or future parent or subsidiary corporations, as defined in Sections 424(e) or (f) of the Code, respectively, and any other entities the employees of which are eligible to receive Incentive Stock Options under the Code. If an Incentive Stock Option is granted to a Greater Than 10% Stockholder, the exercise price will not be less than 110% of the Fair Market Value on the Option's grant date, and the term of the Option will not exceed five years. All Incentive Stock Options (and Award Agreements related thereto) will be subject to and construed consistently with Section 422 of the Code. By accepting an Incentive Stock Option, the Participant agrees to give prompt notice to the Company of dispositions or other transfers (other than in connection with a Change in Control) of Shares acquired under the Option made within the later of (a) two years from the grant date of the Option or (b) one year after the transfer of such Shares to the Participant, specifying the date of the disposition or other transfer and the amount the Participant realized, in cash, other property, assumption of indebtedness or other consideration, in such disposition or other transfer. Neither the Company nor the Administrator will be liable to a Participant, or any other party, if an Incentive Stock Option fails or ceases to qualify as an "incentive stock option" under Section 422 of the Code. Any Incentive Stock Option or portion thereof that fails to qualify as an "incentive stock option" under Section 422 of the Code for any reason, including becoming exercisable with respect to Shares having a fair market value exceeding the $100,000 limitation under Treasury Regulation Section 1.422-4, will be a Nonqualified Stock Option.

ARTICLE VII.
RESTRICTED STOCK; RESTRICTED STOCK UNITS

7.1 General. The Administrator may grant Restricted Stock, or the right to purchase Restricted Stock, to any Service Provider, subject to forfeiture or the Company's right to repurchase all or part of the underlying Shares at their issue price or other stated or formula price from the Participant if conditions the Administrator specifies in the Award Agreement are not satisfied before the end of the applicable restriction period or periods that the Administrator establishes for such Award. In addition, the Administrator may grant Restricted Stock Units, which may be subject to vesting and forfeiture conditions during the applicable restriction period or periods, as set forth in an Award Agreement, to Service Providers. The Administrator shall establish the purchase price, if any, and form of payment for Restricted Stock and Restricted Stock Units; provided, however, that if a purchase price is charged, such purchase price shall be no less than the par value, if any, of the Shares to be purchased, unless otherwise permitted by Applicable Law. In all cases, legal consideration shall be required for each issuance of Restricted Stock and Restricted Stock Units to the extent required by Applicable Law. The Award Agreement for each Award of Restricted Stock and Restricted Stock Units shall set forth the terms and conditions not inconsistent with the Plan as the Administrator shall determine.

7.2 Restricted Stock.

(a) *Stockholder Rights.* Unless otherwise determined by the Administrator, each Participant holding Shares of Restricted Stock will be entitled to all the rights of a stockholder with respect to such Shares, subject to the restrictions in the Plan and the applicable Award Agreement, including the right to receive all dividends and other distributions paid or made with respect to the Shares to the extent such dividends and other distributions have a record date that is on or after the date on which such Participant becomes the record holder of such Shares; provided, however, that with respect to a share of Restricted Stock subject to restrictions or vesting conditions, except in connection with a spin-off or other similar event as otherwise permitted under Section 9.2, dividends which are paid to Company stockholders prior to the removal of restrictions and satisfaction of vesting conditions shall only be paid to the Participant to the extent that the restrictions are subsequently removed and the vesting conditions are subsequently satisfied and the share of Restricted Stock vests.

(b) *Stock Certificates.* The Company may require that the Participant deposit in escrow with the Company (or its designee) any stock certificates issued in respect of Shares of Restricted Stock, together with a stock power endorsed in blank.

(c) *Section 83(b) Election.* If a Participant makes an election under Section 83(b) of the Code to be taxed with respect to the Restricted Stock as of the date of transfer of the Restricted Stock rather than as of the date or dates upon which such

Participant would otherwise be taxable under Section 83(a) of the Code, such Participant shall be required to deliver a copy of such election to the Company promptly after filing such election with the Internal Revenue Service along with proof of the timely filing thereof.

7.3 Restricted Stock Units. The Administrator may provide that settlement of Restricted Stock Units will occur upon or as soon as reasonably practicable after the Restricted Stock Units vest or will instead be deferred, on a mandatory basis or at the Participant's election, subject to compliance with Applicable Law. A Participant holding Restricted Stock Units will have only the rights of a general unsecured creditor of the Company (solely to the extent of any rights then applicable to Participant with respect to such Restricted Stock Units) until delivery of Shares, cash or other securities or property is made as specified in the applicable Award Agreement.

ARTICLE VIII.
OTHER TYPES OF AWARDS

8.1 General. The Administrator may grant Performance Stock Unit awards, Performance Bonus Awards, Dividend Equivalents or Other Stock or Cash Based Awards, to one or more Service Providers, in such amounts and subject to such terms and conditions not inconsistent with the Plan as the Administrator shall determine.

8.2 Performance Stock Unit Awards. Each Performance Stock Unit award shall be denominated in a number of Shares or in unit equivalents of Shares or units of value (including a dollar value of Shares) and may be linked to any one or more of performance or other specific criteria, including service to the Company or Subsidiaries, determined to be appropriate by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. In making such determinations, the Administrator may consider (among such other factors as it deems relevant in light of the specific type of award) the contributions, responsibilities and other compensation of the particular Participant.

8.3 Performance Bonus Awards. Each right to receive a bonus granted under this Section 8.3 shall be denominated in the form of cash (but may be payable in cash, stock or a combination thereof) (a "***Performance Bonus Award***") and shall be payable upon the attainment of performance goals that are established by the Administrator and relate to one or more of performance or other specific criteria, including service to the Company or Subsidiaries, in each case on a specified date or dates or over any period or periods determined by the Administrator.

8.4 Dividends and Dividend Equivalents. If the Administrator provides, an Award (other than an Option or Stock Appreciation Right) may provide a Participant with the right to receive dividends or Dividend Equivalents. Dividends and Dividend Equivalents may be paid currently or credited to an account for the Participant, settled in cash or Shares and subject to the same restrictions on transferability and forfeitability as the Award with respect to which the dividends or Dividend Equivalents are granted and subject to other terms and conditions as set forth in the Award Agreement. Notwithstanding anything to the contrary herein, dividends and Dividend Equivalents with respect to an Award subject to vesting shall either (a) to the extent permitted by Applicable Law, not be paid or credited or (b) be accumulated and subject to vesting to the same extent as the related Award. Any such dividends or Dividend Equivalents shall be paid at such time as the Administrator shall specify in the applicable Award Agreement or as determined by the Administrator in the event not specified in such Award Agreement. In no event shall dividends or Dividend Equivalents be paid with respect to Options or Stock Appreciation Rights.

8.5 Other Stock or Cash Based Awards. Other Stock or Cash Based Awards may be granted to Participants, including Awards entitling Participants to receive cash or Shares to be delivered in the future and annual or other periodic or long-term cash bonus awards (whether based on specified performance criteria or otherwise), in each case subject to any conditions and limitations in the Plan. Such Other Stock or Cash Based Awards will also be available as a payment form in the settlement of other Awards, as standalone payments and as payment in lieu of compensation to which a Participant is otherwise entitled, subject to compliance with Section 409A. Other Stock or Cash Based Awards may be paid in Shares, cash or other property, as

the Administrator determines. Subject to the provisions of the Plan, the Administrator will determine the terms and conditions of each Other Stock or Cash Based Award, including any purchase price, performance goal(s), transfer restrictions, and vesting conditions, which will be set forth in the applicable Award Agreement. Except in connection with a spin-off or other similar event as otherwise permitted under Article IX, dividends that are scheduled to be paid prior to vesting of any Other Stock or Cash Based Award shall only be paid to the applicable Participant to the extent that the vesting conditions are subsequently satisfied and the Other Stock or Cash Based Award vests.

ARTICLE IX.
ADJUSTMENTS FOR CHANGES IN COMMON STOCK AND CERTAIN OTHER EVENTS

9.1 Equity Restructuring. In connection with any Equity Restructuring, notwithstanding anything to the contrary in this Article IX, the Administrator will equitably adjust the terms of the Plan and each outstanding Award as it deems appropriate to reflect the Equity Restructuring, which may include (a) adjusting the number and type of securities subject to each outstanding Award or with respect to which Awards may be granted under the Plan (including, but not limited to, adjustments of the limitations in Article V hereof on the maximum number and kind of shares that may be issued); (b) adjusting the terms and conditions of (including the grant or exercise price), and the performance goals or other criteria included in, outstanding Awards; and (c) granting new Awards or making cash payments to Participants. The adjustments provided under this Section 9.1 will be nondiscretionary and final and binding on all interested parties, including the affected Participant and the Company; provided that the Administrator will determine whether an adjustment is equitable.

9.2 Corporate Transactions. In the event of any extraordinary dividend or other distribution (whether in the form of cash, Common Stock, other securities, or other property), reorganization, merger, consolidation, split-up, spin off, combination, amalgamation, repurchase, recapitalization, liquidation, dissolution, or sale, transfer, exchange or other disposition of all or substantially all of the assets of the Company, or sale or exchange of Common Stock or other securities of the Company, Change in Control, issuance of warrants or other rights to purchase Common Stock or other securities of the Company, other similar corporate transaction or event, other unusual or nonrecurring transaction or event affecting the Company or its financial statements or any change in any Applicable Law or accounting principles, the Administrator, on such terms and conditions as it deems appropriate, either by the terms of the Award or by action taken prior to the occurrence of such transaction or event (except that action to give effect to a change in Applicable Law or accounting principles may be made within a reasonable period of time after such change) and either automatically or upon the Participant's request, is hereby authorized to take any one or more of the following actions whenever the Administrator determines that such action is appropriate in order to (i) prevent dilution or enlargement of the benefits or potential benefits intended by the Company to be made available under the Plan or with respect to any Award granted or issued under the Plan, (ii) to facilitate such transaction or event or (iii) give effect to such changes in Applicable Law or accounting principles:

(a) To provide for the cancellation of any such Award in exchange for either an amount of cash or other property with a value equal to the amount that could have been obtained upon the exercise or settlement of the vested portion of such Award or realization of the Participant's rights under the vested portion of such Award, as applicable, in each case as of the date of such cancellation; provided that, if the amount that could have been obtained upon the exercise or settlement of the vested portion of such Award or realization of the Participant's rights, in any case, is equal to or less than zero, then the Award may be terminated without payment;

(b) To provide that such Award shall vest and, to the extent applicable, be exercisable as to all Shares (or other property) covered thereby, notwithstanding anything to the contrary in the Plan or the provisions of such Award;

(c) To provide that such Award be assumed by the successor or survivor corporation or entity, or a parent or subsidiary thereof, or shall be substituted for by awards covering the stock of the successor or survivor corporation or entity, or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares and applicable exercise or purchase price, in all cases, as determined by the Administrator;

(d) To make adjustments in the number and type of Shares (or other securities or property) subject to outstanding Awards or with respect to which Awards may be granted under the Plan (including, but not limited to, adjustments of the limitations in Article V hereof on the maximum number and kind of shares which may be issued) or in the terms and conditions of (including the grant or exercise price), and the criteria included in, outstanding Awards;

(e) To replace such Award with other rights or property selected by the Administrator; or

(f) To provide that the Award will terminate and cannot vest, be exercised or become payable after the applicable event.

9.3 Change in Control. Notwithstanding any other provision of the Plan, in the event of a Change in Control, the Administrator may take any actions with respect to outstanding Awards as it deems appropriate, consistent with applicable provisions of the Code and any applicable federal or state securities laws.

9.4 Administrative Stand Still. In the event of any pending stock dividend, stock split, combination or exchange of shares, merger, consolidation or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other extraordinary transaction or change affecting the Shares or the share price of Common Stock (including any Equity Restructuring or any securities offering or other similar transaction) or for reasons of administrative convenience or to facilitate compliance with any Applicable Law, the Company may refuse to permit the exercise or settlement of one or more Awards for such period of time as the Company may determine to be reasonably appropriate under the circumstances.

9.5 General. Except as expressly provided in the Plan or the Administrator's action under the Plan, no Participant will have any rights due to any subdivision or consolidation of Shares of any class, dividend payment, increase or decrease in the number of Shares of any class or dissolution, liquidation, merger, or consolidation of the Company or other corporation. Except as expressly provided with respect to an Equity Restructuring under Section 9.1 above or the Administrator's action under the Plan, no issuance by the Company of Shares of any class, or securities convertible into Shares of any class, will affect, and no adjustment will be made regarding, the number of Shares subject to an Award or the Award's grant price or exercise price. The existence of the Plan, any Award Agreements and the Awards granted hereunder will not affect or restrict in any way the Company's right or power to make or authorize (a) any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, (b) any merger, consolidation, spinoff, dissolution or liquidation of the Company or sale of Company assets or (c) any sale or issuance of securities, including securities with rights superior to those of the Shares or securities convertible into or exchangeable for Shares.

ARTICLE X.
PROVISIONS APPLICABLE TO AWARDS

10.1 Transferability.

(a) No Award may be sold, assigned, transferred, pledged or otherwise encumbered, either voluntarily or by operation of law, except by will or the laws of descent and distribution, or, subject to the Administrator's consent, pursuant to a DRO, unless and until such Award has been exercised or the Shares underlying such Award have been issued, and all restrictions applicable to such Shares have lapsed. During the life of a Participant, Awards will be exercisable only by the Participant, unless it has been disposed of pursuant to a DRO. After the death of a Participant, any exercisable portion of an Award may, prior to the time when such portion becomes unexercisable under the Plan or the applicable Award Agreement, be exercised by the Participant's personal representative or by any person empowered to do so under the deceased Participant's will or under the then-Applicable Law of descent and distribution. References to a Participant, to the extent relevant in the context, will include references to a transferee approved by the Administrator.

(b) Notwithstanding Section 10.1(a), the Administrator, in its sole discretion, may determine to permit a Participant or a Permitted Transferee of such Participant to transfer an Award other than an Incentive Stock Option (unless such Incentive Stock Option is intended to become a Nonqualified Stock Option) to any one or more Permitted Transferees of such Participant, subject to the following terms and conditions: (i) an Award transferred to a Permitted Transferee shall not be assignable or transferable by the Permitted Transferee other than (A) to another Permitted Transferee of the applicable Participant or (B) by will or the laws of descent and distribution or, subject to the consent of the Administrator, pursuant to a DRO; (ii) an Award transferred to a Permitted Transferee shall continue to be subject to all the terms and conditions of the Award as applicable to the original Participant (other than the ability to further transfer the Award to any person other than another Permitted Transferee of the applicable Participant); (iii) the Participant (or transferring Permitted Transferee) and the receiving Permitted Transferee shall execute any and all documents requested by the Administrator, including, without limitation, documents to (A) confirm the status of the transferee as a Permitted Transferee, (B) satisfy any requirements for an exemption for the transfer under Applicable Law and (C) evidence the transfer; and (iv) any transfer of an Award to a Permitted Transferee shall be without consideration, except as required by Applicable Law. In addition, and further notwithstanding Section 10.1(a), the Administrator, in its sole discretion, may determine to permit a Participant to transfer Incentive Stock Options to a trust that constitutes a Permitted Transferee if, under Section 671 of the Code and other Applicable Law, the Participant is considered the sole beneficial owner of the Incentive Stock Option while it is held in the trust.

(c) Notwithstanding Section 10.1(a), if permitted by the Administrator, a Participant may, in the manner determined by the Administrator, designate a Designated Beneficiary. A Designated Beneficiary, legal guardian, legal representative, or other person claiming any rights pursuant to the Plan is subject to all terms and conditions of the Plan and any Award Agreement applicable to the Participant and any additional restrictions deemed necessary or appropriate by the Administrator. If the Participant is married or a domestic partner in a domestic partnership qualified under Applicable Law and resides in a community property state, a designation of a person other than the Participant's spouse or domestic partner, as applicable, as the Participant's Designated Beneficiary with respect to more than 50% of the Participant's interest in the Award shall not be effective without the prior written or electronic consent of the Participant's spouse or domestic partner. Subject to the foregoing, a beneficiary designation may be changed or revoked by a Participant at any time; provided that the change or revocation is delivered in writing to the Administrator prior to the Participant's death. For clarity, no Award may be transferred to a third party for monetary consideration.

10.2 Documentation. Each Award will be evidenced in an Award Agreement in such form as the Administrator determines in its discretion. Each Award may contain such terms and conditions as are determined by the Administrator in its sole discretion, to the extent not inconsistent with those set forth in the Plan.

10.3 Discretion. Except as the Plan otherwise provides, each Award may be made alone or in addition or in relation to any other Award. The terms of each Award to a Participant need not be identical, and the Administrator need not treat Participants or Awards (or portions thereof) uniformly.

10.4 Changes in Participant's Status. The Administrator will determine how the disability, death, retirement, authorized leave of absence or any other change or purported change in a Participant's Service Provider status affects an Award and the extent to which, and the period during which, the Participant, the Participant's legal representative, conservator, guardian or Designated Beneficiary may exercise rights under the Award, if applicable. Except to the extent otherwise required by Applicable Law or expressly authorized by the Company or by the Company's written policy on leaves of absence, no service credit shall be given for vesting purposes for any period the Participant is on a leave of absence.

10.5 Withholding. Each Participant must pay the Company or a Subsidiary, as applicable, or make provision satisfactory to the Administrator for payment of, any Tax-Related Items to be withheld in connection with such Participant's Awards and/or Shares. At the Company's discretion and subject to any Company insider trading policy (including black-out periods), any withholding obligation for Tax-Related Items may be satisfied by (a) deducting an amount sufficient to satisfy such withholding obligation from any payment of any kind otherwise due to a Participant; (b) accepting a payment from the Participant in cash, by

wire transfer of immediately available funds, or by check made payable to the order of the Company or a Subsidiary, as applicable; (c) accepting the delivery of Shares, including Shares delivered by attestation; (d) retaining Shares from an Award; (e) if there is a public market for Shares at the time the withholding obligation for Tax-Related Items is to be satisfied, selling Shares issued pursuant to an Award, either voluntarily by the Participant or mandatorily by the Company; (f) accepting delivery of a promissory note or any other lawful consideration; (g) any other method of withholding determined by the Company and, to the extent required by Applicable Law or the Plan, approved by the Administrator; or (h) any combination of the foregoing payment forms. The amount withheld pursuant to any of the foregoing payment forms shall be determined by the Company and may be up to, but no greater than, the aggregate amount of such obligations based on the maximum statutory withholding rates in the applicable Participant's jurisdiction for all Tax-Related Items.

10.6 Amendment of Award. The Administrator may amend, modify or terminate any outstanding Award, including by substituting another Award of the same or a different type, changing the exercise or settlement date, and converting an Incentive Stock Option to a Nonqualified Stock Option. The Participant's consent to such action will be required unless (a) the action, taking into account any related action, does not materially and adversely affect the Participant's rights under the Award, or (b) the change is permitted under Article IX or pursuant to Section 11.6.

10.7 Prohibition on Repricing. Except pursuant to Article IX, the Administrator shall not, without the approval of the Company's stockholders, (a) amend any outstanding Option or Stock Appreciation Right to reduce its exercise price per Share or (b) cancel any Option or Stock Appreciation Right in exchange for cash or another Award when the exercise price of such Option or Stock Appreciation Right exceeds the Fair Market Value of the underlying Shares.

10.8 Conditions on Delivery of Stock. The Company will not be obligated to deliver any Shares under the Plan or remove restrictions from Shares previously delivered under the Plan until (a) all Award conditions have been met or removed to the Company's satisfaction, (b) as determined by the Company, all other legal matters regarding the issuance and delivery of such Shares have been satisfied, including, without limitation, any applicable securities laws and stock exchange or stock market rules and regulations, (c) any approvals from governmental agencies that the Company determines are necessary or advisable have been obtained, and (d) the Participant has executed and delivered to the Company such representations or agreements as the Administrator deems necessary or appropriate to satisfy Applicable Law. The inability or impracticability of the Company to obtain or maintain authority to issue or sell any securities from any regulatory body having jurisdiction, which authority is deemed by the Company's counsel to be necessary to the lawful issuance and sale of any Shares hereunder, shall relieve the Company of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority shall not have been obtained, and shall constitute circumstances in which the Administrator may determine to amend or cancel Awards pertaining to such Shares, with or without consideration to the Participant.

10.9 Acceleration. The Administrator may at any time provide that any Award will become immediately vested and fully or partially exercisable, free of some or all restrictions or conditions, or otherwise fully or partially realizable.

ARTICLE XI.
MISCELLANEOUS

11.1 No Right to Employment or Other Status. No person will have any claim or right to be granted an Award, and the grant of an Award will not be construed as giving a Participant the right to commence or continue employment or any other relationship with the Company or a Subsidiary. The Company and its Subsidiaries expressly reserve the right at any time to dismiss or otherwise terminate its relationship with a Participant free from any liability or claim under the Plan or any Award, except as expressly provided in an Award Agreement or other written agreement between the Participant and the Company or any Subsidiary.

11.2 No Rights as Stockholder; Certificates. Subject to the Award Agreement, no Participant or Designated Beneficiary will have any rights as a stockholder with respect to any Shares to be distributed under an Award until becoming the record holder of such Shares. Notwithstanding any other provision of the Plan, unless the Administrator otherwise determines or Applicable Law requires, the Company will not be required to deliver to any Participant certificates evidencing Shares issued in connection with any Award and instead such Shares may be recorded in the books of the Company (or, as applicable, its transfer agent or stock plan administrator). The Company may place legends on any share certificate or book entry to reference restrictions applicable to the Shares (including, without limitation, restrictions applicable to Restricted Stock).

11.3 Effective Date. The Board approved the Original 2023 Plan on March 22, 2023, and the Company's stockholders approved the Plan on May 10, 2023. The Board approved the Plan, as amended and restated herein, on March 24, 2026, subject to the approval of the Company's stockholders. The Plan, as amended and restated herein, will become effective on the date it is approved by the Company's stockholders (the "***Effective Date***"). No Incentive Stock Option may be granted pursuant to the Plan after the tenth anniversary of the date the Plan, as amended and restated herein, was approved by the Board.

11.4 Amendment of Plan. The Administrator may amend, suspend or terminate the Plan at any time and from time to time; provided that (a) no amendment requiring stockholder approval to comply with Applicable Law shall be effective unless approved by the stockholders, and (b) no amendment, other than an increase to the Overall Share Limit or pursuant to Article IX or Section 11.6, may materially and adversely affect any Award outstanding at the time of such amendment without the affected Participant's consent. No Awards may be granted under the Plan during any suspension period or after Plan termination. Awards outstanding at the time of any Plan suspension or termination will continue to be governed by the Plan and the Award Agreement, as each in effect before such suspension or termination. The Administrator will obtain stockholder approval of any Plan amendment to the extent necessary to comply with Applicable Law.

11.5 Provisions for Non-U.S. Participants. The Administrator may modify Awards granted to Participants who are nationals of a country other than the United States or employed or residing outside the United States, establish subplans or procedures under the Plan or take any other necessary or appropriate action to address Applicable Law, including (a) differences in laws, rules, regulations or customs of such jurisdictions with respect to tax, securities, currency, employee benefit or other matters, (b) listing and other requirements of any non-U.S. securities exchange, and (c) any necessary local governmental or regulatory exemptions or approvals.

11.6 Section 409A.

(a) *General*. The Company intends that all Awards be structured to comply with, or be exempt from, Section 409A, such that no adverse tax consequences, interest, or penalties under Section 409A apply. Notwithstanding anything in the Plan or any Award Agreement to the contrary, the Administrator may, without a Participant's consent, amend this Plan or Awards, adopt policies and procedures, or take any other actions (including amendments, policies, procedures and retroactive actions) as are necessary or appropriate to preserve the intended tax treatment of Awards, including any such actions intended to (i) exempt this Plan or any Award from Section 409A, or (ii) comply with Section 409A, including regulations, guidance, compliance programs and other interpretative authority that may be issued after an Award's grant date. The Company makes no representations or warranties as to an Award's tax treatment under Section 409A or otherwise. The Company will have no obligation under this Section 11.6 or otherwise to avoid the taxes, penalties or interest under Section 409A with respect to any Award and will have no liability to any Participant or any other person if any Award, compensation or other benefits under the Plan are determined to constitute noncompliant "nonqualified deferred compensation" subject to taxes, penalties or interest under Section 409A.

(b) *Separation from Service*. If an Award constitutes "nonqualified deferred compensation" under Section 409A, any payment or settlement of such Award upon a Participant's Termination of Service will, to the extent necessary to avoid taxes under Section 409A, be made only upon the Participant's "separation from service" (within the meaning of Section 409A), whether such "separation from service" occurs upon or after the Participant's Termination of Service. For purposes of this Plan or

any Award Agreement relating to any such payments or benefits, references to a "termination," "termination of employment" or like terms means a "separation from service."

(c) *Payments to Specified Employees.* Notwithstanding any contrary provision in the Plan or any Award Agreement, any payment(s) of "nonqualified deferred compensation" required to be made under an Award to a "specified employee" (as defined under Section 409A and as the Administrator determines) due to such employee's "separation from service" will, to the extent necessary to avoid taxes under Section 409A(a)(2)(B)(i) of the Code, be delayed for the six-month period immediately following such "separation from service" (or, if earlier, until the specified employee's death) and will instead be paid (as set forth in the Award Agreement) on the day immediately following such six-month period or as soon as administratively practicable thereafter (without interest). Any payments of "nonqualified deferred compensation" under such Award payable more than six months following the Participant's "separation from service" will be paid at the time or times the payments are otherwise scheduled to be made.

(d) *Separate Payments.* If an Award includes a "series of installment payments" within the meaning of Section 1.409A-2(b)(2)(iii) of Section 409A, the Participant's right to the series of installment payments will be treated as a right to a series of separate payments and not as a right to a single payment and, if an Award includes "dividend equivalents" within the meaning of Section 1.409A-3(e) of Section 409A, the Participant's right to receive the dividend equivalents will be treated separately from the right to other amounts under the Award.

11.7 Limitations on Liability. Notwithstanding any other provisions of the Plan and to the fullest extent permitted by Applicable Law and the Company's certificate of incorporation, bylaws and other governing documents, (a) no individual acting as an Administrator, Director, officer or other Employee will be liable to any Participant, former Participant, spouse, beneficiary, or any other person for any claim, loss, liability, or expense incurred in connection with the Plan or any Award, and such individual will not be personally liable with respect to the Plan because of any contract or other instrument executed in such person's capacity as an Administrator, Director, officer or other Employee, and (b) the Company will indemnify and hold harmless each Director, officer or other Employee that has been or will be granted or delegated any duty or power relating to the Plan's administration or interpretation, against any cost or expense (including attorneys' fees) or liability (including any sum paid in settlement of a claim with the Administrator's approval) arising from any act or omission concerning this Plan unless arising from such person's own fraud or bad faith; provided that such person gives the Company an opportunity, at its own expense, to handle and defend the same before undertaking to handle and defend it on such person's own behalf.

11.8 Data Privacy. As a condition for receiving any Award, each Participant explicitly and unambiguously consents to the collection, use and transfer, in electronic or other form, of personal data as described in this Section 11.8 by and among the Company and its Subsidiaries and affiliates exclusively for implementing, administering and managing the Participant's participation in the Plan. The Company and its Subsidiaries and affiliates may hold certain personal information about a Participant, including the Participant's name, address and telephone number; birthdate; social security, insurance number or other identification number; salary; nationality; job title(s); any Shares held in the Company or its Subsidiaries and affiliates; and Award details, to implement, manage and administer the Plan and Awards (the "***Data***"). The Company and its Subsidiaries and affiliates may transfer the Data amongst themselves as necessary to implement, administer and manage a Participant's participation in the Plan, and the Company and its Subsidiaries and affiliates may transfer the Data to third parties assisting the Company with Plan implementation, administration and management. These recipients may be located in the Participant's country, or elsewhere, and the Participant's country may have different data privacy laws and protections than a recipient's country. By accepting an Award, each Participant authorizes such recipients to receive, possess, use, retain and transfer the Data, in electronic or other form, to implement, administer and manage the Participant's participation in the Plan, including any required Data transfer to a broker or other third party with whom the Company or the Participant may elect to deposit any Shares. The Data related to a Participant will be held only as long as necessary to implement, administer, and manage the Participant's participation in the Plan. A Participant may, at any time, view the Data that the Company holds regarding such Participant, request additional information about the storage and processing of the Data regarding such Participant, recommend any necessary corrections to the Data regarding the Participant or refuse or withdraw the consents in this

Section 11.8 in writing, without cost, by contacting the local human resources representative. The Company may cancel Participant's ability to participate in the Plan and, in the Administrator's sole discretion, the Participant may forfeit any outstanding Awards if the Participant refuses or withdraws the consents in this Section 11.8. For more information on the consequences of refusing or withdrawing consent, Participants may contact their local human resources representative.

11.9 Severability. If any portion of the Plan or any action taken under it is held illegal or invalid for any reason, the illegality or invalidity will not affect the remaining parts of the Plan, and the Plan will be construed and enforced as if the illegal or invalid provisions had been excluded, and the illegal or invalid action will be null and void.

11.10 Governing Documents. If any contradiction occurs between the Plan and any Award Agreement or other written agreement between a Participant and the Company (or any Subsidiary), the Plan will govern, unless such Award Agreement or other written agreement was approved by the Administrator and expressly provides that a specific provision of the Plan will not apply.

11.11 Governing Law. The Plan and all Awards will be governed by and interpreted in accordance with the laws of the State of Delaware, without regard to the conflict of law rules thereof or of any other jurisdiction. By accepting an Award, each Participant irrevocably and unconditionally consents to submit, at the Company's discretion, to the exclusive jurisdiction of the courts of the State of Delaware and of the United States of America, in each case located in the State of Delaware, for any action arising out of or relating to the Plan (and agrees not to commence any litigation relating thereto except in such courts), and further agrees that service of any process, summons, notice or document by U.S. registered mail to the address contained in the records of the Company shall be effective service of process for any litigation brought against it in any such court. By accepting an Award, each Participant irrevocably and unconditionally waives any objection to the laying of venue of any litigation arising out of the Plan or Award hereunder in the courts of the State of Delaware or the United States of America, in each case located in the State of Delaware, and further irrevocably and unconditionally waives and agrees not to plead or claim in any such court that any such litigation brought in any such court has been brought in an inconvenient forum. By accepting an Award, each Participant irrevocably and unconditionally waives, to the fullest extent permitted by Applicable Law, any and all rights to trial by jury in connection with any litigation arising out of or relating to the Plan or any Award hereunder.

11.12 Clawback Provisions. All Awards (including the gross amount of any proceeds, gains or other economic benefit the Participant actually or constructively receives upon receipt or exercise of any Award or the receipt or resale of any Shares underlying the Award) will be subject to recoupment by the Company to the extent required to comply with Applicable Law or any policy of the Company providing for the reimbursement of incentive compensation, whether or not such policy was in place at the time of grant of an Award.

11.13 Titles and Headings. The titles and headings in the Plan are for convenience of reference only and, if any conflict, the Plan's text, rather than such titles or headings, will control.

11.14 Conformity to Applicable Law. Participant acknowledges that the Plan is intended to conform to the extent necessary with Applicable Law. Notwithstanding anything herein to the contrary, the Plan and all Awards will be administered only in a manner intended to conform with Applicable Law. To the extent Applicable Law permits, the Plan and all Award Agreements will be deemed amended as necessary to conform to Applicable Law. For the avoidance of doubt and notwithstanding anything herein to the contrary, any provisions relating to exculpation or indemnification of directors, officers, employees or others under the Plan and all Awards will be administered and construed in accordance with Applicable Law and the Company's certificate of incorporation, bylaws and other governing documents.

11.15 Relationship to Other Benefits. No payment under the Plan will be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or other benefit plan of the Company or any Subsidiary, except as expressly provided in writing in such other plan or an agreement thereunder.

11.16 Unfunded Status of Awards. The Plan is intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Participant pursuant to an Award, nothing contained in the Plan or Award Agreement shall give the Participant any rights that are greater than those of a general creditor of the Company or any Subsidiary.

11.17 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan, the Plan and any Award granted or awarded to any individual who is then subject to Section 16 of the Exchange Act shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including Rule 16b-3) that are requirements for the application of such exemptive rule. To the extent permitted by Applicable Law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to such applicable exemptive rule.

11.18 Prohibition on Executive Officer and Director Loans. Notwithstanding any other provision of the Plan to the contrary, no Participant who is a Director or an "executive officer" of the Company within the meaning of Section 13(k) of the Exchange Act shall be permitted to make payment with respect to any Awards granted under the Plan, or continue any extension of credit with respect to such payment, with a loan from the Company or a loan arranged by the Company in violation of Section 13(k) of the Exchange Act.

11.19 Broker-Assisted Sales. In the event of a broker-assisted sale of Shares in connection with the payment of amounts owed by a Participant under or with respect to the Plan or Awards, including amounts to be paid under the final sentence of Section 10.5: (a) any Shares to be sold through the broker-assisted sale will be sold on the day the payment first becomes due, or as soon thereafter as practicable; (b) such Shares may be sold as part of a block trade with other Participants in the Plan in which all Participants receive an average price; (c) the applicable Participant will be responsible for all broker's fees and other costs of sale, and by accepting an Award, each Participant agrees to indemnify and hold the Company and its Directors, officers and other Employees harmless from any losses, costs, damages, or expenses relating to any such sale; (d) to the extent the Company or its designee receives proceeds of such sale that exceed the amount owed, the Company will pay such excess in cash to the applicable Participant as soon as reasonably practicable; (e) the Company and its designees are under no obligation to arrange for such sale at any particular price; and (f) in the event the proceeds of such sale are insufficient to satisfy the Participant's applicable obligation, the Participant may be required to pay immediately upon demand to the Company or its designee an amount in cash sufficient to satisfy any remaining portion of the Participant's obligation.

* * * * *

[THIS PAGE INTENTIONALLY LEFT BLANK]

Appendix C

Reconciliation of Certain GAAP to Non-GAAP Financial Information

We sometimes use financial measures that are derived from the condensed consolidated financial statements but that are not presented in accordance with generally accepted accounting principles in the U.S. ("GAAP") to understand and evaluate our current operating performance and to allow for period-to-period comparisons. We believe these non-GAAP financial measures may also provide useful information to investors and others. These non-GAAP measures may not be comparable to similarly titled non-GAAP measures of other companies, and should be considered in addition to, and not as a substitute for or superior to, any measure of performance, cash flow or liquidity prepared in accordance with GAAP. We are providing a reconciliation of reported non-GAAP financial measures to their comparable financial measures on a GAAP basis. Management uses these non-GAAP financial measures to evaluate the Company's current operating performance and to allow for period-to-period comparison. As net special items may vary from period-to-period in nature and amount, the adjustment to exclude net special items allows management an additional tool to understand our core operating performance.

The tables below present the reconciliations of the following GAAP measures to their non-GAAP measures:

- Pre-Tax Income (GAAP measure) to Pre-Tax Income Excluding Net Special Items (non-GAAP measure);
- Pre-Tax Income Margin (GAAP measure) to Pre-Tax Income Margin Excluding Net Special Items (non-GAAP measure);
- Net Income (GAAP measure) to Net Income Excluding Net Special Items (non-GAAP measure); and
- Basic and Diluted Earnings Per Share (GAAP measure) to Basic and Diluted Earnings Per Share Excluding Net Special Items (Non-GAAP measure).

Reconciliation of Pre-Tax Income (Loss) Excluding Net Special Items	12 Months Ended December 31, 2025	2024	2023
	(in millions, other than percentages)		
Pre-tax income as reported	$ 190	$ 1,154	$ 1,121
Pre-tax net special items:			
Mainline operating special items, net[1]	159	610	971
Regional operating special items, net[2]	3	33	8
Nonoperating special items, net[3]	—	24	362
Total pre-tax net special items	162	667	1,341
Pre-tax income excluding net special items	$ 352	$ 1,821	$ 2,462
Calculation of Pre-Tax Margin			
Pre-tax income as reported	$ 190	$ 1,154	$ 1,121
Total operating revenues as reported	$54,633	$54,211	$52,788
Pre-tax margin	0.3%	2.1%	2.1%
Calculation of Pre-Tax Margin Excluding Net Special Items			
Pre-tax income excluding net special items	$ 352	$ 1,821	$ 2,462
Total operating revenues as reported	$54,633	$54,211	$52,788
Pre-tax margin excluding net special items	0.6%	3.4%	4.7%

Reconciliation of Net Income Excluding Net Special Items	12 Months Ended December 31, 2025 (in millions, except share and per share amounts)
Net Income as Reported	$ 111
Net special items:	
Total pre-tax net special items[1],[2]	162
Net tax effect of net special items	(36)
Net income excluding net special items	$ 237
Reconciliation of Basic and Diluted Earnings Per Share Excluding Net Special Items	
Net income excluding net special items	$ 237
Shares used for computation (in thousands):	
Basic	659,964
Diluted	661,052
Earnings per share excluding net special items:	
Basic	$ 0.36
Diluted	$ 0.36

Note: Amounts may not recalculate due to rounding.

FOOTNOTES:

(1) The 2025 twelve month period mainline operating special items, net principally included adjustments to litigation reserves, severance-related expenses and a one-time charge for adjustments to vacation accruals resulting from pay rate increases effective January 1, 2025, related to the ratification of the contract extension in the fourth quarter of 2024 with the Company's mainline maintenance and fleet service team members.

The 2024 twelve month period mainline operating special items, net included $605 million of one-time charges resulting from the ratifications of new collective bargaining agreements with our mainline flight attendants and passenger service team members.

The 2023 twelve month period mainline operating special items, net principally included $989 million of one-time charges resulting from the ratification of a new collective bargaining agreement with our mainline pilots, including a one-time payment of $754 million as well as adjustments to other benefit-related items of $235 million.

(2) The 2024 twelve month period regional operating special items, net included a $33 million non-cash write down of regional aircraft resulting from the decision to permanently park 43 Embraer 145 aircraft.

(3) Principally included charges associated with debt refinancings and extinguishments as well as mark-to-market net unrealized gains and losses associated with certain equity investments.

Free Cash Flow

Our free cash flow summary is presented in the table below, which is a non-GAAP measure that management believes is useful information to investors and others in evaluating our ability to generate cash from our core operating performance that is available for use to reinvest in the business or to reduce debt. We define free cash flows as net cash provided by operating activities less net cash used in investing activities, adjusted for (1) net purchases or sales of short-term investments and (2) change in restricted cash. We believe that calculating free cash flow as adjusted for these items is more useful for investors because short-term investment activity and restricted cash are not representative of activity core to our operations.

This non-GAAP measure may not be comparable to similarly titled non-GAAP measures of other companies, and should be considered in addition to, and not as a substitute for or superior to, any measure of performance, cash flow or liquidity prepared

in accordance with GAAP. Our calculation of free cash flow is not intended, and should not be used, to measure the residual cash flow available for discretionary expenditures because, among other things, it excludes mandatory debt service requirements and certain other non-discretionary expenditures.

	Year Ended December 31, 2025 (in millions)
Net cash provided by operating activities	$ 3,099
Adjusted net cash used in investing activities[1]	(3,182)
Free cash flow	$ (83)

(1) The following table provides a reconciliation of adjusted net cash used in investing activities for the year ended December 31, 2025 (in millions):

Net cash used in investing activities	$ (1,894)
Adjustments:	
Net sales of short-term investments	(1,284)
Increase in restricted cash	(4)
Adjusted net cash used in investing activities	$ (3,182)

2025 Annual report on Form 10-K

American Airlines Group Inc.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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, 2025

☐ **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 1-8400

American Airlines Group Inc.

(Exact name of registrant as specified in its charter)

Delaware	**75-1825172**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
1 Skyview Drive, Fort Worth, Texas 76155	**(682) 278-9000**
(Address of principal executive offices, including zip code)	*Registrant's telephone number, including area code*

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value per share	**AAL**	**The Nasdaq Global Select Market**
Preferred Stock Purchase Rights	—	**(1)**

(1) Attached to the Common Stock

Securities registered pursuant to Section 12(g) of the Act: None

Commission file number 1-2691

American Airlines, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**13-1502798**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
1 Skyview Drive, Fort Worth, Texas 76155	**(682) 278-9000**
(Address of principal executive offices, including zip code)	*Registrant's telephone number, including area code*

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: None

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

American Airlines Group Inc.	Yes ☒	No ☐
American 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.

American Airlines Group Inc.	Yes ☐	No ☒
American 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.

American Airlines Group Inc.	Yes ☒	No ☐
American 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).

American Airlines Group Inc.	Yes ☒	No ☐
American 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.

American Airlines Group Inc.	☒ Large accelerated filer	☐ Accelerated filer	☐ Non-accelerated filer	☐ Smaller reporting company	☐ Emerging growth company
American 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.

American Airlines Group Inc.	☐
American 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.

American Airlines Group Inc.	Yes ☒	No ☐
American Airlines, Inc.	Yes ☒	No ☐

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.

American Airlines Group Inc.	☐
American 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).

American Airlines Group Inc.	☐
American Airlines, Inc.	☐

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

American Airlines Group Inc.	Yes ☐	No ☒
American Airlines, Inc.	Yes ☐	No ☒

The aggregate market value of the voting stock held by non-affiliates of American Airlines Group Inc. as of June 30, 2025, was approximately $7.4 billion. As of February 13, 2026, there were 660,304,573 shares of American Airlines Group Inc. common stock outstanding.

As of February 13, 2026, there were 1,000 shares of American Airlines, Inc. common stock outstanding, all of which were held by American Airlines Group Inc.

OMISSION OF CERTAIN INFORMATION

American Airlines, Inc. meets the conditions set forth in General Instruction I(1)(a) and (b) of Form 10-K and has therefore omitted the information otherwise called for by Items 10-13 of Form 10-K as allowed under General Instruction I(2)(c).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement related to American Airlines Group Inc.'s 2026 Annual Meeting of Stockholders, which proxy statement will be filed under the Securities Exchange Act of 1934 within 120 days of the end of American Airlines Group Inc.'s fiscal year ended December 31, 2025, are incorporated by reference into Part III of this Annual Report on Form 10-K.

American Airlines Group Inc.
American Airlines, Inc.
Form 10-K
Year Ended December 31, 2025
Table of Contents

		Page
	PART I	
Item 1.	Business	8
Item 1A.	Risk Factors	22
Item 1B.	Unresolved Staff Comments	50
Item 1C.	Cybersecurity	50
Item 2.	Properties	52
Item 3.	Legal Proceedings	54
Item 4.	Mine Safety Disclosures	54
	PART II	
Item 5.	Market for American Airlines Group's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities	55
Item 6.	Selected Consolidated Financial Data	58
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	62
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	79
Item 8A.	Consolidated Financial Statements and Supplementary Data of American Airlines Group Inc.	81
Item 8B.	Consolidated Financial Statements and Supplementary Data of American Airlines, Inc.	126
Item 9.	Changes In and Disagreements with Accountants on Accounting and Financial Disclosure	170
Item 9A.	Controls and Procedures	170
Item 9B.	Other Information	174
Item 9C.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	174
	PART III	
Item 10.	Directors, Executive Officers and Corporate Governance	174
Item 11.	Executive Compensation	174
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	174
Item 13.	Certain Relationships and Related Transactions, and Director Independence	174
Item 14.	Principal Accountant Fees and Services	174
	PART IV	
Item 15.	Exhibits and Financial Statement Schedules	175
Item 16.	Form 10-K Summary	201
SIGNATURES		202

General

This report is filed by American Airlines Group Inc. (AAG) and its wholly-owned subsidiary American Airlines, Inc. (American). References in this Annual Report on Form 10-K to "we," "us," "our," the "Company" and similar terms refer to AAG and its consolidated subsidiaries. References in this report to "mainline" refer to the operations of American only and exclude regional operations.

Note Concerning Forward-Looking Statements

Certain of the statements contained in this report should be considered forward-looking statements within the meaning of the Securities Act of 1933, as amended (the Securities Act), the Securities Exchange Act of 1934, as amended (the Exchange Act), and the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by words such as "may," "will," "expect," "intend," "anticipate," "believe," "estimate," "plan," "project," "could," "should," "would," "continue," "seek," "target," "guidance," "outlook," "if current trends continue," "optimistic," "forecast" and other similar words. Such statements include, but are not limited to, statements about our plans, objectives, expectations, intentions, estimates and strategies for the future, and other statements that are not historical facts. These forward-looking statements are based on our current objectives, beliefs and expectations, and they are subject to significant risks and uncertainties that may cause actual results and financial position and timing of certain events to differ materially from the information in the forward-looking statements. These risks and uncertainties include, but are not limited to, those described below under Part I, Item 1A. Risk Factors, Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and other risks and uncertainties listed from time to time in our filings with the Securities and Exchange Commission (the SEC).

All of the forward-looking statements are qualified in their entirety by reference to the factors discussed in Part I, Item 1A. Risk Factors and elsewhere in this report. There may be other factors of which we are not currently aware that may affect matters discussed in the forward-looking statements and may also cause actual results to differ materially from those discussed. We do not assume any obligation to publicly update or supplement any forward-looking statement to reflect actual results, changes in assumptions or changes in other factors affecting such statements other than as required by law. Any forward-looking statements speak only as of the date of this report or as of the dates indicated in the statements.

Summary of Risk Factors

Our business is subject to a number of risks and uncertainties that may affect our business, results of operations and financial condition, or the trading price of our common stock or other securities. We caution the reader that these risk factors may not be exhaustive. We operate in a continually changing business environment, and new risks and uncertainties emerge from time to time. Management cannot predict such new risks and uncertainties, nor can it assess the extent to which any of the risk factors below or any such new risks and uncertainties, or any combination thereof, may impact our business. These risks are more fully described in Part I, Item 1A. Risk Factors. These risks include, among others, the following:

Risks Related to our Business and Industry

- Downturns in economic conditions could adversely affect our business.
- We will need to obtain sufficient financing or other capital to operate successfully.
- Our high level of debt and other obligations may limit our ability to fund general corporate requirements and obtain additional financing, may limit our flexibility in responding to competitive developments and may cause our business to be vulnerable to adverse economic and industry conditions.
- If our financial condition worsens, provisions in our credit card processing and other commercial agreements may adversely affect our liquidity.
- The loss of key personnel whom we depend on to operate our business, or the inability to attract, develop and retain additional qualified personnel could adversely affect our business.
- Our business has been and will continue to be materially affected by many changing economic, geopolitical, commercial, regulatory and other conditions beyond our control, including global events that affect travel behavior.
- The airline industry is intensely competitive and dynamic.
- Union disputes, employee strikes and other labor-related disruptions may adversely affect our operations and financial performance.
- If we encounter problems with any of our third-party regional operators or third-party service providers, our operations could be adversely affected by a resulting decline in revenue or negative public perception about our services.
- Any damage to our reputation or brand image could adversely affect our business or financial results.
- Risks of losses and adverse publicity from any public incidents involving our company, people or brand.
- Changes to our business model that are designed to increase revenues and reduce costs may not be successful and may cause operational difficulties or decreased demand.
- Our intellectual property rights, particularly our branding rights, are valuable, and any inability to protect them may adversely affect our business and financial results.
- We may be a party to litigation in the normal course of business or otherwise, which could affect our financial position and liquidity.
- We rely heavily on technology and automated systems, including artificial intelligence (AI), to operate our business, and any failures could harm our business, results of operations and financial condition.

- Evolving data privacy requirements could increase our costs, and any significant cybersecurity incident could disrupt our operations, harm our reputation, expose us to legal risks and otherwise materially adversely affect our business, results of operations and financial condition.
- We are exposed to risks from cyberattacks, and any cybersecurity incidents involving us, our third-party service providers, or one of our AAdvantage partners or other business partners.
- We have a significant amount of goodwill, which is assessed for impairment at least annually. We may never realize the full value of our intangible or long-lived assets, causing us to record material impairment charges.
- The commercial relationships that we have with other companies, including any related equity investments, may not produce the returns or results we expect.
- Our business is very dependent on the price and availability of aircraft fuel. Continued periods of high volatility in fuel costs, increased fuel prices or significant disruptions in the supply of aircraft fuel could have a significant negative impact on consumer demand, our operating results and liquidity.
- Our business is subject to extensive government regulation.
- We can be adversely affected by any prolonged U.S. Government shutdown.
- We operate a global business with international operations that are subject to economic and political instability and have been, and in the future may continue to be, adversely affected by numerous events, circumstances or government actions beyond our control.
- We may be adversely affected by conflicts overseas, terrorist attacks or other acts of violence, domestically or abroad; the travel industry continues to face ongoing security concerns.
- We are subject to risks associated with climate change, including increased regulation of our greenhouse gas (GHG) emissions, changing consumer preferences and the potential for increased impacts of severe weather events on our operations and infrastructure.
- We are subject to various risks associated with environmental and social matters, and many forms of environmental and noise regulation.
- A shortage of pilots or other personnel could materially adversely affect our business.
- We depend on a limited number of suppliers for aircraft, aircraft engines and parts. Delays in scheduled aircraft deliveries, unexpected grounding of aircraft or aircraft engines whether by regulators or by us, or other loss of anticipated fleet capacity, and failure of new aircraft to receive regulatory approval, be produced or otherwise perform as and when expected, adversely impacts our business, results of operations and financial condition.
- We rely on third-party distribution channels and must effectively manage the costs, rights and functionality of these channels.
- If we are unable to obtain and maintain adequate facilities and infrastructure throughout our system and, at some airports, adequate slots, we may be unable to operate our existing flight schedule and to expand or change our route network in the future.
- Interruptions or disruptions in service at one of our key facilities.
- Increases in insurance costs or reductions in insurance coverage, and heavy taxation of the airline industry.

PART I

ITEM 1. BUSINESS

Overview

American Airlines Group Inc. (AAG), a Delaware corporation, is a holding company and its principal, wholly-owned subsidiaries are American Airlines, Inc. (American), Envoy Aviation Group Inc., PSA Airlines, Inc. (PSA) and Piedmont Airlines, Inc. (Piedmont). AAG was formed in 1982, under the name AMR Corporation (AMR), as the parent company of American, which was founded in 1934, with roots tracing back to an air mail carrier in the Midwestern United States in 1926.

AAG's and American's principal executive offices are located at 1 Skyview Drive, Fort Worth, Texas 76155 and their telephone number is 682-278-9000.

Airline Operations

Together with our wholly-owned regional airline subsidiaries and third-party regional carriers operating as American Eagle, our primary business activity is the operation of a major network air carrier, providing scheduled air transportation for passengers and cargo through our hubs in Charlotte, Chicago, Dallas/Fort Worth, Los Angeles, Miami, New York, Philadelphia, Phoenix and Washington, D.C. and partner gateways, including in London, Doha, Madrid, Seattle/Tacoma, Sydney and Tokyo (among others). We provide service to over 350 destinations around the world, and in 2025, approximately 224 million passengers boarded our flights. In 2025, we launched more than 60 new routes, including to trans-Atlantic destinations such as Spain, Italy and Greece. We also announced over 20 new routes for customers to explore in 2026, including our first trans-Atlantic route to be flown by the Airbus A321XLR from New York to Edinburgh, Scotland.

As of December 31, 2025, we operated 1,013 mainline aircraft supported by our wholly-owned regional airline subsidiaries and third-party regional carriers, which together operated an additional 567 regional aircraft. See Part I, Item 2. Properties for further discussion of our mainline and regional aircraft and *"Regional"* below for further discussion of our regional operations.

American is a founding member of the **one**world® Alliance, which brings together a global network of 15 world-class member airlines and their affiliates, working together to provide a superior and seamless travel experience. See *"Distribution and Marketing Agreements"* below for further discussion on the **one**world Alliance and other agreements with domestic and international airlines.

See Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – *"2025 Financial Overview," "AAG's Results of Operations"* and *"American's Results of Operations"* for further discussion of AAG's and American's operating results and operating performance. Also, see Note 1(m) to each of AAG's and American's Consolidated Financial Statements in Part II, Items 8A and 8B, respectively, for passenger revenue by geographic region and Note 13 to AAG's Consolidated Financial Statements in Part II, Item 8A and Note 12 to American's Consolidated Financial Statements in Part II, Item 8B for segment disclosures.

Regional

Our regional carriers provide scheduled air transportation under the brand name "American Eagle." The American Eagle carriers include our wholly-owned regional carriers Envoy Air Inc. (Envoy), PSA and Piedmont, as well as third-party regional carriers including Republic Airways Inc. (Republic) and SkyWest Airlines, Inc. (SkyWest). Our regional carriers are an integral component of our operating network. We rely heavily on regional carriers to serve small markets and also to drive connecting traffic to our hubs from markets that are not economical for us to serve with larger mainline aircraft. In addition, regional carriers offer complementary service in many of our mainline markets. All American Eagle carriers use logos, service marks, aircraft paint schemes and uniforms similar to those of our mainline operations. In 2025, 57 million passengers boarded our regional flights, approximately 42% of whom connected to or from our mainline flights.

Our regional carrier arrangements are principally in the form of capacity purchase agreements with our third-party regional partners and similar arrangements with our wholly-owned affiliates which provide that all revenues, including passenger, in-flight, ancillary, mail and freight revenues, go to us. We control marketing, scheduling, ticketing, pricing and seat inventories. In return, we agree to pay predetermined fees to these airlines for operating an agreed-upon number of aircraft, without regard to the number of passengers on board. In addition, these agreements provide that we either reimburse or pay 100% of certain variable costs, such as airport landing fees, fuel and passenger liability insurance.

Cargo

Our cargo division provides a wide range of freight and mail services, with facilities and interline connections available across the globe. In 2025, we served over 20,000 unique origin and destination pairs, transporting approximately 1.0 billion pounds of time-sensitive freight and mail throughout our network. We continue to focus on enhancements that enable us to better serve our customers, including moving to a new facility at London Heathrow Airport (LHR) to support further growth in this key market and expanding our digital offerings, which provide greater efficiency, increased accuracy, 24/7 access to search schedules, and the ability for our customers to check availability, retrieve rates and make bookings.

Distribution and Marketing Agreements

Passengers can purchase tickets for travel on American and American Eagle through several distribution channels, including our website (*www.aa.com*), our mobile app and our reservations centers, and through third-party distribution channels, including conventional travel agents, travel management companies and online travel agents (OTAs) (e.g., Expedia, including its booking sites Orbitz and Travelocity, and Booking Holdings, including its booking sites Kayak and Priceline). Additionally, American utilizes new distribution technologies such as IATA New Distribution Capability (NDC) technology, which we distribute our content to third parties through aggregators (e.g., Amadeus, Sabre, Travelport and Travelfusion) or through direct connections. NDC technology provides customers access to enhanced content and functionality, providing a simplified booking experience, and enabling us to provide more relevant, tailored offers to customers.

To remain competitive, we will need to successfully manage our distribution costs and rights, increase our distribution flexibility and improve the functionality of our distribution channels, while maintaining an industry-competitive cost structure. For more discussion, see Part I, Item 1A. Risk Factors – "*We rely on third-party distribution channels and must effectively manage the costs, rights and functionality of these channels*."

Member of oneworld Alliance

American is a founding member of the **one**world Alliance, which currently includes Alaska Airlines, British Airways, Cathay Pacific, Fiji Airways, Finnair, Iberia, Japan Airlines, Malaysia Airlines, Oman Air, Qantas Airways, Qatar Airways, Royal Air Maroc, Royal Jordanian Airlines and SriLankan Airlines. Hawaiian Airlines is expected to join the **one**world Alliance in 2026. The **one**world Alliance links the networks of member carriers and their respective affiliates to enhance customer service and provide smooth connections to the destinations served by the alliance, including linking member carriers' loyalty programs and providing reciprocal access to the carriers' airport lounge facilities.

Joint Business Agreements and Other Cooperation Agreements

American has established a transatlantic joint business with British Airways, Aer Lingus, Iberia and Finnair, a transpacific joint business with Japan Airlines and a joint business covering Australia and New Zealand with Qantas Airways. Joint business agreements enable the carriers involved to cooperate on flights between particular destinations and allow pooling and sharing of certain revenues and costs, enhanced loyalty program reciprocity and cooperation in other areas. Joint business agreements have become a common approach among major carriers to address key regulatory restrictions typically applicable to international airline service, including limitations on the foreign ownership of airlines and national laws prohibiting foreign airlines from carrying passengers beyond specific gateway cities.

We also have established strategic alliances with Alaska Airlines and Qatar Airways that deliver to our customers an improved network offering and enhanced loyalty program reciprocity, among other benefits.

In July 2010, in connection with a regulatory review related to our transatlantic joint business, we provided certain commitments to the European Commission (EC) regarding, among other things, the availability of take-off and landing slots at LHR or London Gatwick Airport (LGW). The commitments accepted by the EC were binding for 10 years. In anticipation of both the exit of the United Kingdom (UK) from the European Union (EU), commonly referred to as Brexit, and the expiration of the EC commitments in July 2020, the United Kingdom Competition and Markets Authority (CMA), in October 2018, opened an investigation into the transatlantic joint business. In September 2020 and April 2022, the CMA adopted interim measures that extend the EC commitments until March 2026 in light of the uncertainty and other impacts resulting from the COVID-19 pandemic. In August 2025, the CMA accepted binding commitments and closed the case. The commitments will replace the prior interim measures. The foregoing arrangements are important aspects of our international network, and we are dependent on the performance and continued cooperation of the other airlines party to those arrangements.

Marketing Relationships

To improve access to each other's markets, various U.S. and foreign air carriers, including American, have established marketing agreements with other airlines. These marketing agreements vary in scope and are intended to provide enhanced customer choice by means of an expanded network with loyalty program participation, but do not involve the same level of cooperation as our joint businesses or strategic alliances. As of December 31, 2025, in addition to the relationships described above, American had codeshare, marketing and/or loyalty program relationships with Air Tahiti Nui, China Southern Airlines Company Limited (China Southern Airlines), Etihad Airways, GOL Linhas Aéreas Inteligentes S.A. (GOL), Gulf Air, Hawaiian Airlines, IndiGo, JetSMART, Jetstar, Jetstar Japan, Korean Air Lines, Philippine Airlines, Porter Airlines and Vueling Airlines.

AAdvantage® Program

Our AAdvantage program was established to enhance passenger loyalty by offering benefits and rewards to travelers for their continued patronage with American and our partners. AAdvantage members enjoy exclusive benefits and earn AAdvantage mileage credits (miles) for flying on eligible tickets on American, American Eagle, any **one**world Alliance airline or other partner airlines. Along with AAdvantage miles, members also earn Loyalty Points, which unlock AAdvantage status and rewards for our AAdvantage members. For every dollar spent by flying on an eligible American ticket, members earn mileage credits, and AAdvantage Gold®, AAdvantage Platinum®, AAdvantage Platinum Pro® and AAdvantage Executive Platinum® status holders earn additional bonus mileage credits of 40%, 60%, 80% and 120%, respectively. Members also earn mileage credits and Loyalty Points by using the services of more than 1,000 non-flight partners, such as our co-branded credit cards, certain hotel, car rental and cruise companies and shopping and dining partners. The AAdvantage program in general, and our co-branded credit card programs in particular, are material assets of our business and have become increasingly important to our company over time. Starting in 2026, Citibank N.A. (Citi) became the exclusive issuer of the AAdvantage co-branded credit card portfolio in the U.S. Cash payments from co-branded credit card and other partners were $6.2 billion and $6.1 billion during 2025 and 2024, respectively. Cash remuneration in 2024 included a one-time cash payment related to the new co-branded credit card agreement announced in December 2024.

In July 2025, we extended our agreement with Mastercard pursuant to a new 10-year contract, under which Mastercard remains the exclusive payment network for our AAdvantage co-branded credit cards. We will enhance our AAdvantage program using Mastercard's payments infrastructure and analytics to deliver more personalized offers to AAdvantage members, optimize rewards and provide seamless, secure transactions. Mastercard's technology will power real-time fraud detection and optimize payments from booking to in flight. Additionally, AAdvantage members will have new ways to redeem miles for Mastercard's Priceless Experiences.

Mileage credits can be redeemed for travel and upgraded experiences on American and participating airlines, access to our Admirals Club® and Flagship Lounges®, or for other non-flight awards, such as car rentals, hotel stays, cruises and retail goods from our program partners. Travel awards are available on all flights operated by American and, subject to capacity-controlled seating, on flights operated by our partners. A member's mileage credits generally do not expire if that member has any type of qualifying activity at least once every 24 months or if the AAdvantage member is the primary holder of a co-branded credit card. AAdvantage members qualify for status over a 12-month period beginning on March 1 of each year by earning Loyalty Points. Status members can enjoy additional travel benefits of the AAdvantage program, including complimentary upgrades, checked bags, and Preferred and Main Cabin Extra seats, as well as priority check-in, security, boarding and baggage delivery when traveling on American, American Eagle, any **one**world Alliance airline or select partner airlines. In addition, AAdvantage members can unlock benefits, rewards and choices before, between and beyond the traditional status tiers with Loyalty Point Rewards. AAdvantage Business, our business loyalty program, rewards both eligible companies with AAdvantage miles and their travelers with additional Loyalty Points when booking business travel.

In 2025, the AAdvantage program was recognized for Best Customer Service and Best Redemption Ability in the Americas and the Citi®/AAdvantage® Platinum Select® World Elite Mastercard® co-branded credit card was recognized as the Best Loyalty Credit Card in the Americas at the 2025 Freddie Awards. The Freddie Awards recognize the best travel loyalty programs across the world and are based on votes from travelers.

Under our agreements with AAdvantage members and program partners, we reserve the right to change the terms of the AAdvantage program at any time and without notice. Program rules, partners, special offers, awards and requisite mileage levels for awards are subject to change.

During 2025, our members redeemed approximately 18 million awards, including travel redemptions for flights and upgrades on American, American Eagle and other air carriers, as well as redemption of car and hotel awards, club memberships and merchandise, among others. Approximately 9% of our 2025 total revenue passenger miles flown were from award travel.

See Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – "*Critical Accounting Policies and Estimates*" for more information on our loyalty program.

Industry Competition

Domestic

The markets in which we operate are highly competitive. On most of our domestic nonstop routes, we face competing service from other domestic airlines, including major network airlines, low-cost carriers and ultra-low-cost carriers such as Alaska Airlines, Allegiant Air, Delta Air Lines, Frontier Airlines, Hawaiian Airlines, JetBlue Airways, Southwest Airlines, Spirit Airlines and United Airlines. Between cities that require a connection, where the major airlines compete via their respective hubs, competition is significant. In addition, we face competition on some of our connecting routes from airlines operating point-to-point service. We also compete with all-cargo and charter airlines and, particularly on shorter segments, ground and rail transportation.

In general, beyond nonstop city pairs, carriers that have the greatest ability to seamlessly connect passengers to and from markets have a competitive advantage. In some cases, however, foreign governments limit U.S. air carriers' rights to transport passengers beyond designated gateway cities in foreign countries. In order to improve access to domestic and foreign markets, we have arrangements with other airlines including through the **one**world Alliance, joint business agreements and other cooperation agreements and marketing relationships, as further discussed herein.

On all of our routes, pricing decisions are affected, in large part, by the need to meet competition from other airlines. Price competition occurs on a market-by-market basis through price discounts, changes in pricing structures, fare matching, targeted promotions and loyalty program initiatives. Airlines typically use discounted fares and other promotions to stimulate traffic during normally weak travel periods, when they begin service to new cities, when they have excess capacity, to generate cash flow, to maximize revenue per available seat mile or to establish, increase or preserve market share. Most airlines will quickly match price reductions in a particular market, and we have often elected to match discounted or promotional fares initiated by other air carriers in certain markets in order to compete in those markets. In addition, we face pricing pressures from so-called ultra-low-cost carriers, such as Allegiant Air, Frontier Airlines and Spirit Airlines, which compete in many of the markets in which we operate.

In addition to price competition, airlines compete for market share by increasing the size of their route system and the number of markets they serve. The American Eagle regional carriers increase the number of markets we serve by flying to smaller markets and providing connections at our hubs. Many of our competitors also own or have agreements with regional airlines that provide similar services at their hubs and other locations. We also compete on the basis of scheduling (frequency and flight times), availability of nonstop flights, on-time performance, type of equipment, cabin configuration, amenities provided to passengers, loyalty programs, the automation of travel agent reservation systems, onboard products, health and safety, sustainability initiatives and other services.

International

In addition to our extensive domestic service, we provide international service to Canada, Mexico, the Caribbean, Central and South America, Europe, Qatar, China, Japan, South Korea, India, Australia and New Zealand. In providing international air transportation, we compete with other U.S. airlines, foreign investor-owned airlines and foreign state-owned or state-affiliated airlines. Competition has also been increasing from low-cost airlines executing international long-haul expansion strategies, a trend we expect to continue, in particular with the introduction of long-range narrowbody aircraft.

In order to increase our ability to compete in the market for international air transportation service, which is subject to extensive government regulation, U.S. and foreign carriers have entered into bilateral and multilateral marketing relationships, alliances, cooperation agreements and joint business agreements to exchange traffic among each other's flights and route networks. See "*Distribution and Marketing Agreements*" above for further discussion.

Sustainability

We aim to run a resilient, profitable enterprise that will thrive over the long term. Our strategy focuses on protecting the safety of team members and customers, attracting and developing top talent, providing a world-class travel experience and positioning American to compete in a low-carbon economy.

Safety

The safety of our customers and team members is a top priority. Our approach to safety is guided by our Federal Aviation Administration (FAA)-approved safety management systems (SMS), an organization-wide approach to identifying and managing risk. Each SMS is comprised of four components: Safety Policy, Safety Risk Management (SRM), Safety Assurance and Safety Promotion.

Our Safety Policy sets safety objectives while striving to comply with applicable regulatory requirements and laws in the countries where we operate, and it establishes standards for acceptable operational behaviors. The SRM element of our SMS provides a decision-making process for identifying hazards and mitigating risk based on a thorough understanding of our systems and their operating environment. We employ SRM whenever there is a change to our processes, procedures or operations, such as the delivery of new aircraft. The Safety Assurance component specifies how we validate the effectiveness of risk controls and the performance of the SMS using data to conduct quality assurance and internal oversight. Lastly, the Safety Promotion component of our SMS includes communications and training to keep heightened awareness among team members to identify and report potential safety concerns.

Our People

The airline business is labor intensive, and our team members are critical to delivering for our customers. The operational complexity of our business requires a team of personnel trained and experienced in a variety of technical areas such as flight operations, ground operations, safety and maintenance, customer service and airline scheduling and planning. Fostering a culture where our team members feel supported to take care of our customers is critical to our success. To do this, we must continue to hire the best and the brightest, ensure that people from all backgrounds are aware of the opportunities that exist in aviation, and create a culture where everyone can reach their full potential and thrive.

In 2025, mainline and regional salaries, wages and benefits were our largest expense and represented 38% of our total operating expenses. As of December 31, 2025, we had approximately 139,100 active full-time equivalent employees, approximately 86% of whom were represented by various labor unions responsible for negotiating the collective bargaining agreements (CBAs) governing their compensation and job duties, among other things.

Talent Development

We focus on providing our team members with the tools, training and resources they need to do their best work. We maintain a suite of programs aimed at helping our people develop the skills and experience they need to succeed in their roles and build rewarding, long-term careers within our company.

Our Culture

We seek to create a workplace where all perspectives and experiences are welcomed, valued and encouraged and where every individual, regardless of their national origin, religion, race, gender, sexual orientation or background, not only knows they belong, but that they can thrive at our company. Our goal is to make culture a competitive advantage so people will want to work with us, fly with us and invest in us. We believe in:

- Hiring, engaging and retaining the best and the brightest talent for growth;
- Delivering excellence in our operations to serve and expand our global markets;
- Striving to have our teams build connections and trust with all who fly with us; and
- Driving industry innovation to build competitive advantages.

Competitive Pay and Comprehensive Benefits

We seek to offer competitive pay, comprehensive benefits and a wide variety of resources designed to support the physical, behavioral and financial well-being of our team members and their families, including medical coverage that is intended to be affordable and flexible along with healthcare navigation and support tools.

Our internal recognition programs give team members and customers the opportunity to show their appreciation for a job well done, including through our Nonstop Thanks program whereby team members can award each other points for exceptional service or as an expression of gratitude. Recognition points earned through the Nonstop Thanks program can be redeemed for items in an online catalog. In 2025, our team members were recognized by customers, peers and company leaders approximately three million times. Additionally, approximately 1,000 peer nominations were submitted for the annual Circle of Excellence, the highest honor that we bestow upon our team members for their career achievements.

Our future success depends in large part on our ability to attract, develop and retain highly qualified management, technical and other personnel. We may not be successful in attracting, developing or retaining key personnel or other highly qualified personnel. In addition, competition for skilled personnel has intensified and may continue to intensify if overall industry capacity continues to increase and/or we were to incur attrition at levels higher than we have historically. For more discussion, see Part I, Item 1A. Risk Factors – *"The loss of key personnel whom we depend on to operate our business, or the inability to attract, develop and retain additional qualified personnel could adversely affect our business."*

Labor Relations

Labor relations in the air transportation industry are governed by the Railway Labor Act (RLA), which grants the National Mediation Board (NMB) with certain functions with respect to disputes between airlines and labor unions, including those relating to union representation and CBAs.

The following table shows our domestic airline employee groups that are represented by unions:

Union	Class or Craft	Employees [1]	Contract Amendable Date
Mainline:			
Allied Pilots Association (APA)	Pilots	14,970	2027
Association of Professional Flight Attendants (APFA)	Flight Attendants	26,400	2029
Airline Customer Service Employee Association – Communications Workers of America and International Brotherhood of Teamsters (CWA-IBT)	Passenger Service	13,030	2029
Transport Workers Union and International Association of Machinists & Aerospace Workers (TWU-IAM Association)	Mechanics and Related	13,040	2027
TWU-IAM Association	Fleet Service	19,460	2027
TWU-IAM Association	Stock Clerks	2,090	2027
TWU-IAM Association	Flight Simulator Engineers	150	2030
TWU-IAM Association	Maintenance Control Technicians	190	2027
TWU-IAM Association	Maintenance Training Instructors	100	2027
Professional Airline Flight Control Association (PAFCA)	Dispatchers	570	2025
Transport Workers Union (TWU)	Flight Crew Training Instructors	350	2031

Union	Class or Craft	Employees [1]	Contract Amendable Date
Envoy:			
Air Line Pilots Associations (ALPA)	Pilots	2,330	2029
Association of Flight Attendants-CWA (AFA)	Flight Attendants	2,350	2026
TWU	Ground School Instructors	10	2027
TWU	Mechanics and Related	1,370	2027
TWU	Stock Clerks	140	2027
TWU	Simulator Instructors	20	2026
TWU	Fleet Service	4,300	2026
TWU	Dispatchers	90	2025
Communications Workers of America (CWA)	Passenger Service	7,730	2026
Piedmont:			
ALPA	Pilots	840	2029
AFA	Flight Attendants	400	2026
International Brotherhood of Teamsters (IBT)	Mechanics and Related	540	2026
IBT	Stock Clerks	70	2026
CWA	Fleet and Passenger Service	6,750	2023
IBT	Dispatchers	40	2029
PSA:			
ALPA	Pilots	1,930	2028
AFA	Flight Attendants	1,370	2023
International Association of Machinists & Aerospace Workers (IAM)	Mechanics and Related	780	2027
IAM	Stock Clerks	160	N/A [2]
TWU	Flight Crew Training Instructors	50	N/A [2]
TWU	Dispatchers	60	2027

(1) Represents approximate number of active employees as of December 31, 2025.

(2) PSA stock clerks and certain PSA flight crew training instructors unionized in 2025 and are in active negotiations for their first CBA.

The CBA covering our mainline dispatchers is now amendable and we are engaged in negotiations. In January 2026, our mainline flight crew training instructors ratified a five-year agreement which is now amendable in 2031. Among our wholly-owned regional subsidiaries, Envoy dispatchers, Piedmont fleet and passenger service and PSA flight attendants have CBAs that are now amendable and we are engaged in negotiations.

For more discussion, see Part I, Item 1A. Risk Factors – "*Union disputes, employee strikes and other labor-related disruptions may adversely affect our operations and financial performance*."

Customers

We fly to over 350 destinations in the United States and internationally, and we are committed to providing our customers with a world-class travel experience. We continued to rigorously measure and track customer satisfaction through passenger surveys in 2025, efforts that led to further improvements in the services we provide and our customer experience. In 2025, we appointed a Chief Customer Officer to lead a newly created Customer Experience organization, which drives the strategy and coordinates the implementation of initiatives that enhance our customers' journeys. We continue to invest in the customer experience and our premium products and services, and in 2025, we advanced this strategy through the following:

- introduced the new premium Flagship Suite® on our Boeing 787-9s and Airbus A321XLRs and announced plans to expand this product to our Boeing 777 fleet;

- enhanced our inflight services with new food and beverage offerings as well as upgraded amenity kits;
- redesigned the American Airlines mobile application to better support customers with new features and a more intuitive, modern design;
- announced complimentary high-speed Wi-Fi sponsored by AT&T, exclusive to our AAdvantage members, which became effective in January 2026 on our narrowbody and dual-class regional fleets and will be available on nearly every American Airlines flight by spring 2026;
- opened the first Flagship® lounge in Philadelphia and debuted Provisions by Admirals Club℠ lounge in Charlotte, a first-of-its-kind space created for travelers on the go. We also announced plans to expand our premium lounge footprint with new Flagship® lounges in Miami and Charlotte and upgrades to our existing Admirals Club® lounges in Washington D.C, Miami and Charlotte; and
- established new partnerships, including with FIFA, U.S. Soccer and PGA of America, enabling American to connect customers to major events, including the FIFA World Cup 26™.

Environmental Sustainability

Our long-term goal is to reduce our GHG emissions to reach net-zero emissions by 2050. However, aviation remains a "hard to abate" industry, and it will require significant action and investments by governments, manufacturers and other stakeholders to achieve our goals. We are committed to working to improve the efficiency of our own operations, primarily through fleet renewal, and to partnering with other businesses, policymakers, scientists and innovators to scale alternative energy sources and propulsion systems with the potential to reduce our industry's GHG emissions.

In 2025, we advanced a range of innovative initiatives aimed at reducing those emissions and minimizing environmental impacts across our operations.

- *Fleet renewal.* We continue to make our mainline fleet more efficient. In 2025, we took delivery of 40 latest-generation aircraft, including 23 Boeing 737-8 MAX, 11 Boeing 787-9, five Airbus A321XLR and one Airbus A321neo. We believe that the A321XLR, a longer-range version of the A321neo, will enable us to serve transatlantic markets using an estimated 10% less jet fuel per seat than current widebody aircraft due to latest-generation engines, improved aerodynamics and lighter weight materials. Since 2019, our fleet renewal and optimization efforts have led to an estimated 6.7% improvement in mainline fuel efficiency.
- *Fuel efficiency.* We achieved fuel savings through initiatives including flight optimization systems and programs to reduce on-the-ground fuel use. Our flight management system, which enables pilots to see real-time weather and other information in flight to inform adjustments to their flight paths, saved approximately 12.3 million gallons of fuel in 2025 and nearly 44 million gallons since we introduced it in late 2020. In 2025, we also began the reconfiguration of our Boeing 777-300ER fleet to add seats, which will result in a nearly 8% improvement in fuel efficiency per seat when the project is complete. Also in 2025, we significantly increased our use of single-engine taxi operations, saving 1.3 million gallons of jet fuel, a 25% increase over 2024.
- *Next-generation aircraft.* American has invested in ZeroAvia to help advance the development of its hydrogen fuel cell-powered electric aircraft engines. ZeroAvia's technology uses green hydrogen to produce electricity through a catalytic chemical reaction, which then powers the motors of the aircraft. ZeroAvia is working to retrofit and linefit its powertrains to existing FAA-certified fixed-wing aircraft, a strategy aimed at simplifying the regulatory process and reducing time to market. American has also entered into a conditional purchase agreement for up to 100 engines, which we hope will ultimately allow us to retrofit and power aircraft like the Bombardier CRJ700 regional jet with ZeroAvia's hydrogen-electric powertrain. In addition, we are an investor in and customer of Vertical Aerospace, thereby supporting the development of an emissions-free electric vertical takeoff and landing aircraft for passenger transportation. In 2025, Vertical Aerospace advanced its piloted prototype program from hover testing to high-speed wingborne flight.

- *Sustainable aviation fuel (SAF).* In 2025, we evaluated opportunities to maximize our contribution to accelerating the growth of the nascent SAF market. As a result, American and Alaska Airlines, in partnership with Breakthrough Energy Ventures and other **one**world carriers, led the launch of a new investment fund that seeks to accelerate the global development of long-term, lower emissions aviation fuel solutions designed to be cost effective and scalable. We also pursued the purchase of SAF in the voluntary market and in 2025, took delivery of more than 6.8 million gallons of SAF, which represents a small fraction of our overall fuel consumption but more than twice the volume of SAF we purchased voluntarily in 2024.

Aircraft Fuel

Our operations and financial results are materially affected by the availability and price of aircraft fuel, which represents one of the largest single cost items in our business. Based on our 2026 forecasted mainline and regional fuel consumption, we estimate that a one cent per gallon increase in the price of aircraft fuel would increase our 2026 annual fuel expense by approximately $50 million.

The following table shows annual aircraft fuel consumption and costs, including taxes, for our mainline and regional operations for 2025 and 2024 (gallons and aircraft fuel expense in millions).

Year	Gallons	Average Price per Gallon	Aircraft Fuel Expense	Percent of Total Operating Expenses
2025	4,488	$2.39	$10,718	20%
2024	4,391	$2.60	$11,418	22%

As of December 31, 2025, we did not have any fuel hedging contracts outstanding to hedge our fuel consumption. Our current policy is not to enter into transactions to hedge our fuel consumption, although we review this policy from time to time based on market conditions and other factors. As such, and assuming we do not enter into any future transactions to hedge our fuel consumption, we will continue to be fully exposed to fluctuations in aircraft fuel prices.

Aircraft fuel prices have in the past, and may in the future, experience substantial volatility. We cannot predict the future availability, price volatility or cost of aircraft fuel. For more discussion, see Part I, Item 1A. Risk Factors – "*Our business is very dependent on the price and availability of aircraft fuel. Continued periods of high volatility in fuel costs, increased fuel prices or significant disruptions in the supply of aircraft fuel could have a significant negative impact on consumer demand, our operating results and liquidity*."

Seasonality and Other Factors

Due to the greater demand for air travel during summer months, revenues in the airline industry exhibit seasonal patterns based on peak travel periods. General economic conditions, fears of terrorism or war, fare initiatives, fluctuations in fuel prices, labor actions, weather, natural disasters, outbreaks of disease, geopolitical factors and other factors could impact this seasonal pattern. Therefore, our quarterly results of operations are not necessarily indicative of operating results for the entire year, and historical operating results in a quarterly or annual period are not necessarily indicative of future operating results.

Domestic and Global Regulatory Landscape

General

Airlines are subject to extensive domestic and international regulatory requirements. Domestically, the U.S. Department of Transportation (DOT) and the FAA exercise significant regulatory authority over air carriers.

The DOT, among other things, oversees and regulates domestic and international codeshare agreements, international route authorities, competition and consumer protection matters including accessibility, the display and sharing of ancillary fee information and refund practices. The Antitrust Division of the Department of Justice, along with the DOT in certain instances, has jurisdiction over airline antitrust matters.

The FAA similarly exercises safety oversight and regulates most operational matters of our business, including how we operate and maintain our aircraft. FAA requirements cover, among other things, required technology and necessary onboard equipment; systems, procedures and training necessary to ensure the continuous airworthiness of our aircraft; safety measures and equipment; crew scheduling limitations and experience requirements; and many other technical aspects of airline operations. Additionally, our pilots and other employees are subject to rigorous certification standards, and our pilots and other crew members must adhere to flight time and rest requirements.

The FAA also controls the national airspace system, including operational rules and fees for air traffic control (ATC) services. The efficiency, reliability and capacity of the ATC network have a significant impact on our costs and on the timeliness of our operations.

The U.S. Postal Service has jurisdiction over certain aspects of the transportation of mail and related services.

Airport Access and Operations

Domestically, any U.S. airline authorized by the DOT is generally free to operate scheduled passenger service between any two points within the U.S. and its territories, with the exception of certain airports that require landing and take-off rights and authorizations (slots) and other facilities, and certain airports that impose geographic limitations on operations or curtail operations based on the time of day. Operations at three major domestic airports we serve (John F. Kennedy International Airport (JFK) and LaGuardia Airport (LGA) in New York City, and Ronald Reagan Washington National Airport (DCA) near Washington, D.C.) and many foreign airports we serve (including LHR) are regulated by governmental entities through allocations of slots or similar regulatory mechanisms that limit the rights of carriers to conduct operations at those airports. Each slot represents the authorization to land at and take off from the particular airport during a specified time period. In addition to slot restrictions, operations at DCA and LGA are also limited based on a so-called "perimeter rule" which generally limits the stage length of the flights that can be operated from those airports to 1,250 and 1,500 miles, respectively. Generally, our ability to retain slots is conditioned on the continued use of such slots, and in the absence of use, the slots are subject to forfeiture. In certain circumstances, such as during the COVID-19 pandemic, regulators may issue slot waivers which temporarily suspend or amend slot usage requirements, and we have used slot waivers at times to reduce flying levels during periods of reduced demand for travel. Moreover, the FAA has issued slot waivers for New York City area airports as a result of operational challenges arising from ATC staffing shortages; those waivers are now set to expire in October 2026. We cannot guarantee that such waivers will be made available to us, or that upon expiration or cancellation of such waivers, it will be economical for us to resume prior levels of flying to destinations where we have operated a reduced service. If we are forced to surrender slots or other rights, we may be unable to provide our desired level of service to or from certain destinations in the future. For more discussion, see Part I, Item 1A. Risk Factors – "*If we are unable to obtain and maintain adequate facilities and infrastructure throughout our system and, at some airports, adequate slots, we may be unable to operate our existing flight schedule and to expand or change our route network in the future, which may have a material adverse impact on our operations.*"

Our ability to provide service can also be impaired at airports where the airport gates and other facilities are currently inadequate to accommodate all of the service that we would like to provide, or where we have no access to gates at all.

Existing law also permits domestic local airport authorities to implement procedures and impose restrictions designed to abate noise, provided such procedures and restrictions do not unreasonably interfere with interstate or foreign commerce or the national transportation system. In some instances, these restrictions have caused curtailments in service or increases in operating costs.

Airline Fares, Taxes and User Fees

Airlines are permitted to establish their own domestic fares without governmental regulation. The DOT maintains authority over certain international fares, rates and charges, but only applies this authority on a limited basis. In addition, international fares, rates and charges are sometimes subject to the jurisdiction of the governments of the foreign countries which we serve.

Airlines are obligated to collect a federal excise tax, commonly referred to as the "ticket tax," on domestic and international air transportation, and to collect other taxes and charge other fees, such as foreign taxes, security fees and passenger facility charges. Although these taxes and fees are not our operating expenses, they represent an additional cost to our customers. These taxes and fees are subject to increase from time to time.

DOT Passenger Protection Rules

The DOT regulates airline interactions with passengers through the ticketing process, at the airport and onboard the aircraft. Among other things, these regulations govern how our fares are displayed online, required customer disclosures, access by disabled passengers, handling of long onboard flight delays and reporting of mishandled bags.

On September 4, 2025, the U.S. Government released its Unified Agenda of Regulatory and Deregulatory Actions, outlining planned priorities, timelines and policy directions across federal agencies. The agenda signals DOT's intent to roll back existing regulations, including the refund rule, ancillary fee rule, compensation rule, and wheelchair rule. DOT

has already begun taking action, such as rescinding an Advance Notice of Proposed Rulemaking titled *"Airline Passenger Rights,"* which sought comments on requiring airlines to provide cash compensation, free rebooking, meal coverage and overnight lodging with related transportation when disruptions are airline-caused.

International

International air transportation is subject to extensive government regulation, including aviation agreements between the U.S. and other countries or governmental authorities, such as the EU. Moreover, our alliances with international carriers may be subject to the jurisdiction and regulations of various foreign agencies. The U.S. Government has negotiated "open skies" agreements with more than 130 trading partners, which allow unrestricted route authority access between the U.S. and the foreign markets.

In addition, foreign countries impose passenger protection rules, which are analogous to, and often meet or exceed the requirements of, the DOT passenger protection rules discussed above. In cases where these foreign requirements exceed the DOT rules, we may bear additional burdens and liabilities. Further, various foreign airport authorities impose slot, noise and curfew restrictions at their local airports.

Security

All aspects of civil aviation and border security in the U.S. affecting U.S. carriers are controlled or regulated by the federal government through the Transportation Security Administration (TSA) and the U.S. Customs and Border Protection (CBP). The TSA is responsible for the security of the nation's transportation systems. The TSA's requirements for aviation security include, among other things, screening of passengers, baggage, cargo, mail, employees and vendors; carriage of federal air marshals at no charge; and continuous background checks of all employees and vendor employees with access to secure areas of airports. Funding for the TSA is provided by a combination of air carrier fees, passenger fees and taxpayer funds. The CBP is responsible for securing the nation's borders by combining customs, immigration and agricultural protection. The CBP regulatory requirements include the advanced transmission of reservation records, passport and cargo data to facilitate lawful travel and trade into the U.S. Funding for a portion of CBP operations is provided by a combination of fees collected by airlines. Our international service further requires us to comply with host government civil aviation security regimes and foreign border control authorities.

In addition to meeting TSA and CBP regulatory requirements, we support programs that enhance security, compliance and operational efficiency while improving the passenger experience. These initiatives include TSA's Touchless Identity Solution, which enables biometric identity verification at TSA security checkpoints, and CBP's Enhanced Passenger Processing program, which uses facial recognition to expedite border clearance. We also participate in TSA's One Stop Security pilot program to streamline security for connecting passengers and CBP's International Remote Baggage Screening program, which facilitates pre-clearance of baggage for arriving international travelers.

Environmental Matters

Environmental Regulation

The airline industry is subject to various environmental laws and regulations in the U.S. and other countries. U.S. federal laws with a particular effect on our operations include the Airport Noise and Capacity Act of 1990, the Clean Air Act, the Resource Conservation and Recovery Act, the Clean Water Act, the Safe Drinking Water Act and the Comprehensive Environmental Response, Compensation and Liability Act. The U.S. Environmental Protection Agency (EPA) and other federal agencies promulgate regulations that affect our operations. In light of recent announcements and actions by the U.S. Government to reconsider air- and climate-related regulations and policies, the impact of regulatory changes has become increasingly difficult to predict. Additionally, various states have been delegated certain authorities under these aforementioned federal statutes, and many state and local governments have adopted environmental laws and regulations that mirror or are more stringent than federal requirements.

Revised underground storage tank regulations issued by the EPA in 2015 have affected certain airport fuel hydrant systems, with modifications of those systems needed to comply with the revised regulations. As part of EPA and state regulations of storm water management, several U.S. airport authorities are trying to limit permitted discharges of deicing fluid into the environment, which can include requiring airlines to help build or reconfigure airport deicing facilities. Additionally, compliance with updated federal and state regulations governing firefighting foams require modifications to the fire suppression systems we operate, as well as those maintained by airports. On November 23, 2022, the EPA also published the final rule for particulate matter emission standards and test procedures for civil aircraft engines, which took

effect on December 23, 2022. These or similar regulations could result in increased compliance costs, but at this time we do not expect these costs to be material.

Environmental laws include those related to responsibility for potential soil and groundwater contamination. We are conducting ongoing investigation and remediation activities to address environmental conditions at several sites that may have been impacted by our historic operations, including airports and maintenance bases. We anticipate that the ongoing costs of those activities will not materially affect our operations.

We employ an environmental management system that provides a systematic approach for monitoring changes to and compliance with environmental regulations, and for managing a broad range of environmental issues, including air emissions, hazardous waste, underground tanks, and aircraft water quality.

Global and Domestic Regulation Related to Climate Change

Climate change-related regulatory activity and developments may adversely affect our business and financial results by requiring us to adapt to rapidly evolving domestic and international regulations and to achieve GHG emission reductions before cost-effective technologies are available. For example, such regulations may require us or our suppliers to make capital investments to purchase specific equipment or technologies, purchase SAF, pay taxes and fees or otherwise incur additional costs related to our emissions. These trends may also increase our operating costs, including fuel costs.

The Carbon Offsetting and Reduction Scheme for International Aviation (CORSIA)

CORSIA is an international, market-based emissions reduction program adopted by the International Civil Aviation Organization (ICAO) in 2016 and is intended to limit emissions in the international aviation sector from 2021 until 2035 through the purchase of eligible carbon offset credits or the use of eligible renewable fuels.

For each year from 2021 through 2032, CORSIA requires airlines to compensate for the growth of carbon dioxide (CO_2) emissions from the aviation sector, relative to a predetermined ICAO baseline. ICAO originally defined the baseline as the average emissions from covered flights in 2019 and 2020. However, due to the effect of the COVID-19 pandemic on air travel, in June 2020, ICAO removed 2020 from the baseline calculation for the CORSIA pilot phase (2021-2023). In October 2022, ICAO member countries agreed that 85% of 2019 emissions would be used as the baseline for the remainder of CORSIA's term (2024-2035).

The CORSIA program is being implemented in three phases: a pilot phase that ran from 2021 through 2023, followed by a first phase covering 2024 through 2026 and a second phase beginning in 2027 through 2035. ICAO member countries are expected to enact legislation to implement CORSIA. In December 2025, ICAO confirmed that governments participating in CORSIA are expected to inform airlines of their carbon emissions offsetting requirements for the first year (2024) of CORSIA's first phase in the near future.

Our future costs related to CORSIA compliance are uncertain due to a variety of factors, including the status of the U.S. Government's implementation of CORSIA with respect to the obligations of aircraft operators to purchase carbon offsets, uncertainty in the growth of covered CO_2 emissions, the supply and price of CORSIA-eligible carbon offset credits and the development of the market for eligible renewable fuels.

European GHG Emissions Regulations

On May 16, 2023, revisions to the EU Emissions Trading System (EU ETS) were published in the Official Journal of the EU. Under these revisions, the allocation of free emissions allowances to aircraft operators was phased out by the end of 2025. Also, by July 2026, the EC will have to undertake a review to determine whether CORSIA sufficiently delivers on the goals of the Paris Agreement. Depending on the outcome of that review, the EU may expand the scope of the EU ETS, which is currently limited to flights within the European Economic Area (EEA), to include any flight departing the EEA. Should the EU expand the EU ETS scope, there could be serious repercussions for our business and the broader industry, and our costs to comply with the EU ETS would likely be significant. The UK and Switzerland have similar emissions trading schemes that often align with the EU ETS; our compliance costs would further increase if both countries followed the EU in extending the scope of their regulation of GHG emissions from aviation.

The EU's ReFuelEU Aviation initiative, which creates a SAF blending mandate for aviation fuel suppliers, took effect January 1, 2025. This regulation requires fuel suppliers to blend minimum shares of SAF with petroleum jet fuel in the fuel delivered to aircraft operators at EU airports. The minimum requirements are 2% from 2025, 6% from 2030, 20% from 2035, 34% from 2040, 42% from 2045 and 70% from 2050. A specific proportion of the fuel mix (an average of 1.2% in

2030-2031, an average of 2% in 2032-2034, a minimum of 5% from 2035 and progressively reaching a minimum of 35% from 2050) must comprise synthetic fuels such as e-kerosene.

The UK also adopted a SAF mandate for aviation fuel suppliers, starting January 1, 2025, with minimum requirements that increase linearly from 2% in 2025, to 10% in 2030 and to 22% in 2040. The UK SAF mandate policy includes separate targets for e-kerosene (referred to under the obligation as power-to-liquid fuels), which start from 2028, and a cap, starting in 2027, on the amount of SAF made from hydrotreated fats and oils that fuel suppliers may use to reach the annual blending targets. Nearly all SAF produced today is made from hydrotreated fats and oils, and it is uncertain whether eligible SAF will be available to meet this requirement.

While we expect these requirements to increase our fuel costs, it remains uncertain by how much costs will rise, whether those costs can be passed on to customers, and, assuming they can, whether higher prices will affect customer demand. There is also uncertainty regarding how the EU and UK may implement the SAF mandates, including, the extent to which the relevant governments will change their existing policies or adopt new policies such as flexibility mechanisms for suppliers (e.g., book and claim) and revenue certainty programs for SAF producers.

Other countries have adopted, or are considering adopting, similar SAF blending mandates.

U.S. Emissions Standards for Aircraft Engines

In January 2021, the EPA adopted GHG emission standards for new aircraft engines, aligning with the 2017 ICAO aircraft engine GHG emission standards. Similar to the ICAO standards, the EPA's standards do not apply retroactively to engines on in-service aircraft. Pursuant to the Clean Air Act, the FAA issued a final rule in February 2024 to implement these standards, introducing new fuel efficiency certification regulations. These regulations, which took effect in April 2024, apply to airplanes manufactured after January 1, 2028, as well as to uncertified large business and commercial jet aircraft. Given announcements and actions by the U.S. Government to reconsider air- and climate-related regulations and policies, the future and impact of these new requirements remain uncertain.

For more information on our approach to climate change, see our 2024 Sustainability Report on our website *www.aa.com* available under "Sustainability." None of the information or contents under our "Sustainability" page, 2024 Sustainability Report, or our website are incorporated into this Annual Report on Form 10-K.

Impact of Regulatory Requirements on Our Business

Regulatory requirements, including but not limited to those discussed above, affect operations and increase operating costs for the airline industry, including our airline subsidiaries, and future regulatory developments may continue to do the same. For additional information, see Part I, Item 1A. Risk Factors – "*Evolving data privacy requirements (in particular, compliance with applicable federal, state and foreign laws relating to handling of personal information about individuals) could increase our costs, and any significant data privacy incident could disrupt our operations, harm our reputation, expose us to legal risks and otherwise materially adversely affect our business, results of operations and financial condition," "If we are unable to obtain and maintain adequate facilities and infrastructure throughout our system and, at some airports, adequate slots, we may be unable to operate our existing flight schedule and to expand or change our route network in the future, which may have a material adverse impact on our operations," "Our business is subject to extensive government regulation, which may result in increases in our costs, disruptions to our operations, limits on our operating flexibility, reductions in the demand for air travel, and competitive disadvantages," "The airline industry is heavily taxed," "We are subject to many forms of environmental and noise regulation and may incur substantial costs as a result,"* and *"We are subject to risks associated with climate change, including increased regulation of our GHG emissions, changing consumer preferences and the potential for increased impacts of severe weather events on our operations and infrastructure."*

Available Information

Use of Websites to Disclose Information

Our website is located at *www.aa.com*. We have made, and expect in the future to make, public disclosures to investors and the general public of information regarding AAG and its subsidiaries by means of the investor relations section of our website as well as through the use of our social media sites, including Facebook and X. In order to receive notifications regarding new postings to our website, investors are encouraged to enroll on our website to receive automatic email alerts (see *https://americanairlines.gcs-web.com/email-alerts*), "follow" American (@AmericanAir) on X and "like" American on our Facebook page (*www.facebook.com/AmericanAirlines*). None of the information or contents of our website or social media postings is incorporated into this Annual Report on Form 10-K.

Availability of SEC Reports

A copy of this Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports are available free of charge on our website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. The SEC also maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at *www.sec.gov*.

ITEM 1A. RISK FACTORS

Below are certain risk factors that may affect our business, results of operations and financial condition, or the trading price of our common stock or other securities. We caution the reader that these risk factors may not be exhaustive. We operate in a continually changing business environment, and new risks and uncertainties emerge from time to time. Management cannot predict such new risks and uncertainties, nor can it assess the extent to which any of the risk factors below or any such new risks and uncertainties, or any combination thereof, may impact our business.

Risks Related to our Business and Industry

Downturns in economic conditions could adversely affect our business.

Due to the discretionary nature of business and leisure travel spending and the highly competitive nature of the airline industry, our revenues are heavily influenced by the condition of the U.S. economy and economies in other regions of the world. Unfavorable conditions in these broader economies have resulted, and may result in the future, in decreased passenger demand for air travel, changes in booking practices and related reactions by our competitors, all of which in turn have had, and may have in the future, a strong negative effect on our business. Furthermore, our efforts to increase travel revenue share, including corporate and travel agency revenue share, may not succeed and competitive pressures and shifts in corporate travel preferences could impede our ability to grow this revenue, negatively affecting our business strategy and financial results.

We will need to obtain sufficient financing or other capital to operate successfully.

Our business plan contemplates continued significant investments related to our fleet, improving the experience of our customers, updating our facilities and deploying technology. Significant capital resources will be required to execute this plan. We estimate that, based on our commitments as of December 31, 2025, our planned aggregate expenditures for aircraft purchase commitments and certain engines on a consolidated basis for calendar years 2026 through 2030 would be approximately $17.5 billion. We may also require financing to refinance maturing obligations and to provide liquidity to fund other corporate requirements. Accordingly, we will need substantial liquidity, financing or other capital resources to finance such aircraft and engines and meet such other liquidity needs. It may be difficult for us to raise additional capital on acceptable terms, or at all, due to, among other factors: our substantial level of existing indebtedness; our non-investment grade corporate credit rating; volatile or otherwise unfavorable market conditions; and the availability of corporate assets to use as collateral for loans or other indebtedness. If we are unable to arrange any such required financing at customary advance rates and on terms and conditions acceptable to us, we may need to use cash from operations or cash on hand to purchase aircraft and engines or fund our other corporate requirements, or may seek to negotiate deferrals for such aircraft and engines with the applicable manufacturers or otherwise defer corporate obligations. Depending on numerous factors applicable at the time we seek capital, many of which are out of our control, such as the state of the domestic and global economies, the capital and credit markets' view of our prospects and the airline industry in general, prevailing interest rates, and the general availability of debt and equity capital, the financing or other capital resources that we will need may not be available to us, or may be available only on onerous terms and conditions. Furthermore, we hold significant balances of cash and short-term investments, including as necessary to conduct our day-to-day operations, some of which are held in deposit accounts at commercial banks in excess of the government-provided deposit insurance, which could lead to the loss of such excess balances. There can be no assurance that we will be successful in obtaining financing or other needed sources of capital to operate successfully or to fund our committed expenditures. An inability to obtain necessary financing on acceptable terms would limit our ability to execute necessary capital projects and would have a material adverse impact on our business, results of operations and financial condition.

Our high level of debt and other obligations may limit our ability to fund general corporate requirements and obtain additional financing, may limit our flexibility in responding to competitive developments and may cause our business to be vulnerable to adverse economic and industry conditions.

We have significant amounts of indebtedness and other financial obligations, including obligations to make future payments on flight equipment and property leases related to airport and other facilities, and substantial non-cancelable obligations under aircraft and related spare engine purchase agreements. Moreover, currently a very significant portion of our assets are pledged to secure our indebtedness. Our substantial indebtedness and other obligations, which are generally greater than the indebtedness and other obligations of our competitors, could have important consequences. For example, they may:

- make it more difficult for us to satisfy our obligations under our indebtedness;

- limit our ability to obtain additional funding for working capital, capital expenditures, acquisitions, investments and general corporate purposes, and adversely affect the terms on which such funding can be obtained;
- require us to dedicate a substantial portion of our liquidity or cash flow from operations to payments on our indebtedness and other obligations, thereby reducing the funds available for investment in our business and other purposes;
- make us more vulnerable to economic downturns, industry conditions and catastrophic external events, particularly relative to competitors with lower relative levels of financial leverage;
- significantly constrain our ability to respond, or respond quickly, to unexpected disruptions in our own operations, the U.S. or global economies, or the businesses in which we operate, or to take advantage of opportunities that would improve our business, operations, or competitive position versus other airlines;
- limit our ability to withstand competitive pressures and reduce our flexibility in responding to changing business and economic conditions;
- bear interest at floating rates, subjecting us to volatility in interest expenses as interest rates fluctuate;
- contain financial covenants, including the requirement to maintain an aggregate of at least $2.0 billion of unrestricted cash and cash equivalents and amounts available to be drawn under revolving credit facilities, as well as collateral coverage ratios and peak debt service coverage ratios;
- impact availability of borrowings under revolving lines of credit; and
- contain restrictive covenants that could, among other things:
    - limit our ability to merge, consolidate, sell assets, incur additional indebtedness, issue preferred stock, make investments and/or pay dividends; and
    - if breached, result in an event of default under our other indebtedness.

Any additional future financing may include the issuance of additional unsecured or secured debt securities, equity securities and equity-linked securities as well as additional bilateral and syndicated secured and/or unsecured credit facilities, among other items. There can be no assurance as to the timing of any such financing transactions, which may be in the near term, or that we will be able to obtain such additional financing on favorable terms, or at all. Any such actions may be material in nature, could result in the incurrence and issuance of significant additional indebtedness or equity and could impose significant covenants and restrictions to which we are not currently subject. The significant number of financings with respect to which such restrictive covenants and provisions apply subjects us to substantial risk of cross-default and cross-acceleration in the event of breach, and additional covenants and provisions could become binding on us should we seek additional liquidity in the future.

The obligations discussed above, including those imposed as a result of any additional financings we may undertake, could also impact our ability to obtain additional financing, if needed, and our flexibility in the conduct of our business, and could materially adversely affect our liquidity, results of operations and financial condition.

Further, a substantial amount of our long-term indebtedness bears interest at floating interest rates, which tend to fluctuate based on general short-term interest rates, rates set by central banks, the supply of and demand for credit in treasury markets and general economic conditions. We have not entered into any derivative transactions to hedge our interest rate exposure. Accordingly, our interest expense for any particular period will fluctuate based on the relevant benchmark rate and other variable interest rates. To the extent the interest rates applicable to our floating rate debt increase, our interest expense will increase, in which event we may have difficulties making interest payments and funding our other fixed costs, and our available cash flow for general corporate requirements may be adversely affected.

If our financial condition worsens, provisions in our credit card processing and other commercial agreements may adversely affect our liquidity.

We have agreements with companies that process customer credit card transactions for the sale of air travel and other services. These agreements allow these credit card processing companies, under certain conditions (including, for certain agreements, our failure to maintain certain levels of liquidity), to hold an amount of our cash (referred to as a holdback) equal to some or all of the advance ticket sales that have been processed by that credit card processor, but for which we

have not yet provided the air transportation. Additionally, those credit card processing companies may require cash or other collateral reserves to be established. These holdback requirements can be implemented at the discretion of the credit card processing companies upon the occurrence of specific events, including material adverse changes in our financial condition or the triggering of a liquidity covenant. The imposition of holdback requirements, up to and including 100% of relevant advanced ticket sales, would materially reduce our liquidity. Likewise, some of our other commercial agreements contain provisions that allow counterparties to impose less-favorable terms, including the acceleration of amounts due, in the event of material adverse changes in our financial condition. For example, we maintain certain letters of credit as well as insurance- and surety-related agreements under which counterparties may require collateral, including cash collateral.

The loss of key personnel whom we depend on to operate our business, or the inability to attract, develop and retain additional qualified personnel could adversely affect our business.

We believe that our future success will depend in large part on our ability to attract, develop and retain highly qualified management, technical and other personnel. We may not be successful in attracting, developing or retaining key personnel or other highly qualified personnel. In addition, competition for skilled personnel has intensified and may continue to intensify if overall industry capacity continues to increase and/or we were to incur attrition at levels higher than we have incurred historically. Any inability to attract, develop and retain significant numbers of qualified management and other personnel would have a material adverse effect on our business, results of operations and financial condition.

Our business has been and will continue to be materially affected by many changing economic, geopolitical, commercial, regulatory and other conditions beyond our control, including global events that affect travel behavior, and our results of operations could be volatile and fluctuate materially due to changes in such conditions.

Our business, results of operations and financial condition have been and will continue to be affected by many changing economic, geopolitical, commercial, regulatory and other conditions beyond our control, including, among others:

- actual or potential changes in international, national, regional and local economic, business and financial conditions, including recession, inflation and elevated interest rates;
- wars or other conflicts and escalations thereof, terrorist attacks and geopolitical instability;
- changes in consumer disposable income, preferences, perceptions, spending patterns and demographics;
- changes in the competitive environment due to industry consolidation, changes in airline alliance affiliations and changes in our or our competitors' commercial strategies;
- delays in scheduled aircraft deliveries, unexpected grounding of aircraft or aircraft engines by us or by regulators, or other loss of anticipated fleet capacity, and failure of new aircraft or aircraft-related equipment to receive regulatory approval, be produced or perform as and when expected;
- actual or potential disruptions to the U.S. National Airspace System (the ATC system), including due to a government shutdown;
- increases in costs of safety, security and environmental measures or costs of complying with new or more onerous consumer protection laws or regulations;
- increases in costs related to meeting our stated climate goals or obligations, including costs incurred to migrate to increase use of SAF in lieu of conventional aviation fuel;
- disruptions in global trade relations, such as increased tariffs or other trade barriers, that could create additional costs, new supply chain risks or a decrease in the demand for international air travel;
- increases in compliance burdens and costs associated with new and emerging national security regulations, including regulations related to access to certain categories of personal information;
- outbreaks of diseases or other public health or safety concerns that affect travel behavior, such as occurred during the COVID-19 pandemic; and

- adverse weather and natural disasters, including increases in frequency, severity or duration of such disasters, and related costs caused by more severe weather due to climate change.

An outbreak of any contagious disease, such as has occurred in the past with COVID-19, the Ebola virus, Middle East Respiratory Syndrome, Severe Acute Respiratory Syndrome, H1N1 influenza virus, avian flu, Zika virus or any other similar illness, if it becomes associated with air travel or persists for an extended period, could materially affect the airline industry and us by reducing revenues and adversely impacting our operations and passengers' travel behavior. Governments could implement travel restrictions, including testing regimes, "stay at home" and quarantine orders, limitations on public gatherings, or cancellation of public events or take or mandate other actions that could significantly decrease demand for both domestic and international business and leisure travel. There can be no assurance that any mitigating actions we take in response will be sufficient to avert a deterioration in our business, financial condition and results of operations. As a result of these or other conditions beyond our control, our results of operations could be volatile and subject to rapid and unexpected changes.

The airline industry is intensely competitive and dynamic.

Our competitors include other major domestic airlines and foreign, regional and new entrant airlines, as well as joint ventures formed by some of these airlines, many of which have greater financial or other resources and/or lower cost structures than ours, as well as other forms of transportation, such as rail and private automobiles or alternatives to commuting or business travel including remote or flexible working policies and communication alternatives such as videoconferencing. In many of our markets, we compete with at least one low-cost carrier (including so-called ultra-low-cost carriers). Our revenues are sensitive to the actions of other carriers in many areas, including pricing, scheduling, capacity, fees (including cancellation, change and baggage fees), amenities, loyalty benefits and promotions, which can have a substantial adverse effect on our and industry revenues. These factors may become even more significant when the industry experiences large losses, as airlines under financial stress, or in bankruptcy, may institute pricing or fee structures intended to attract more customers to achieve near-term survival at the expense of long-term viability.

Low-cost carriers (including so-called ultra-low-cost carriers) have a profound impact on industry revenues. Using the advantage of low unit costs, these carriers offer lower fares in order to shift demand from larger, more established airlines, and represent significant competitors, particularly for customers who fly infrequently or are price sensitive and therefore tend not to be loyal to any one particular carrier. These low-cost carriers are attempting to continue to increase their market share through growth and consolidation and are expected to continue to affect our revenues and overall performance. We and several other large network carriers have implemented "Basic Economy" fares designed to more effectively compete against low-cost carriers, but we cannot predict whether these initiatives will be successful. Low-cost carriers may also implement, and in some cases have implemented, changes to their strategies or business models that could, and in some cases have, put them in more direct competition with network carriers. Moreover, we may have to compete with other carriers emerging from bankruptcy with lower cost structures. While historically these carriers have provided competition in domestic markets, we have recently experienced new competition from low-cost carriers on international routes, including low-cost airlines executing international long-haul expansion strategies, a trend likely to continue with the introduction of long-range narrowbody aircraft. Additionally, other carriers focused on premium passenger travel are attempting to implement growth strategies. The actions of existing or future carriers, including those described above, could have a material adverse effect on our operations and financial performance.

In certain instances, other air carriers operate scheduled service with a business model that relies on FAA Part 135, a regulatory environment that is generally less stringent than the rules applicable to our airline and similar airlines that operate under FAA Part 121, and which provides those airlines certain competitive advantages that Part 121 airlines cannot replicate. We have objected to the DOT and the TSA that the less stringent Part 135 rules were never intended as a basis for scheduled passenger service and that business model should not be permissible, and the agencies' review is ongoing. While both the DOT and the TSA are actively reviewing these operations, if they ultimately allow scheduled passenger service in any form under Part 135 and the actions of existing or future carriers using that business model, including those described above, it could adversely impact our business, financial condition and results of operations.

We provide air travel internationally directly as well as through joint businesses, strategic alliances, codeshare and similar arrangements to which we are a party. While our network is comprehensive, compared to some of our key global competitors, we generally have somewhat greater relative exposure to certain regions (for example, Latin America) and somewhat lower relative exposure to others (for example, Asia). Our financial performance relative to our key competitors will therefore be influenced significantly by macro-economic conditions in particular regions around the world and the relative exposure of our network to the markets in those regions, including the duration of any declines in demand for

travel to specific regions as a result of health emergencies, geopolitical instability or other factors, and the speed with which demand for travel to these regions returns.

Our international service exposes us to foreign economies and the potential for reduced demand when any foreign country we serve suffers adverse local economic conditions or if governments restrict commercial air services to or from any of these markets. In addition, "open skies" agreements, which are now in place with a substantial number of countries around the world, provide international airlines with open access to U.S. markets, potentially subjecting us to increased competition on our international routes. See also "*Our business is subject to extensive government regulation, which may increase our costs, disrupt our operations, limit our operating flexibility, reduce the demand for air travel, and create competitive disadvantages."*

To the extent alliances formed by our competitors can undertake activities not available to us, including regulatory approvals, access slots, gates and routes and other matters, our ability to effectively compete may be hindered. Our ability to attract and retain customers is dependent upon, among other things, our ability to offer our customers convenient access to desired markets. Our business could be adversely affected if we are unable to maintain or obtain alliance and marketing relationships with other air carriers in desired markets.

American has established a transatlantic joint business with British Airways, Aer Lingus, Iberia and Finnair, a transpacific joint business with Japan Airlines and a joint business relating to Australia and New Zealand with Qantas Airways. We have also established a strategic alliance with Alaska Airlines relating to certain routes and a strategic alliance relating to the Middle East with Qatar Airways. Legal challenges to our joint businesses and strategic alliances could negatively impact our operations and equity value, disrupt our strategic plans and affect our ability to offer competitive services in key markets. In July 2010, in connection with a regulatory review related to our transatlantic joint business, we provided certain commitments to the EC regarding, among other things, the availability of take-off and landing slots at LHR or LGW. The commitments accepted by the EC were binding for 10 years. In anticipation of both the exit of the UK from the EU, commonly referred to as Brexit, and the expiration of the EC commitments in July 2020, the CMA, in October 2018, opened an investigation into the transatlantic joint business. In September 2020 and April 2022, the CMA adopted interim measures that extend the EC commitments until March 2026 in light of the uncertainty and other impacts resulting from the COVID-19 pandemic. In August 2025, the CMA accepted binding commitments and closed the case. The commitments will replace the prior interim measures. These arrangements are important aspects of our international network, and we are dependent on the performance and continued cooperation of the other airlines party to those arrangements.

In December 2022, two putative class action lawsuits were filed in the U.S. District Court for the Eastern District of New York alleging that American and JetBlue violated U.S. antitrust law in connection with the previously disclosed Northeast Alliance arrangement. In February 2023, private party plaintiffs filed two additional putative class action antitrust complaints against American and JetBlue in the U.S. District Court for the District of Massachusetts and the U.S. District Court for the Eastern District of New York, respectively. All cases have since been consolidated in the U.S. District Court for the Eastern District of New York. We believe these complaints are without merit and are defending against them vigorously.

No assurances can be given as to any benefits that we may derive from any of the foregoing arrangements or any other arrangements that may ultimately be implemented, or whether regulators will, or if granted continue to, approve or impose material conditions on our business activities.

Other mergers and other forms of airline partnerships, including regulatory approvals such as antitrust immunity grants, may take place and may not involve us, or could result in unforeseen impacts on the industry generally and our company in particular. Depending on which carriers combine or integrate and which assets, if any, are sold or otherwise transferred to other carriers in connection with any such transactions, our competitive position relative to the post-transaction carriers or other carriers that acquire such assets could be harmed. In addition, as carriers combine through traditional mergers or integrate their operations through other arrangements, their route networks will grow, and that growth will result in greater overlap with our network, which in turn could decrease our overall market share and revenues. Such combination or collaboration is not limited to the U.S. but could include transactions among international carriers in Europe and elsewhere that result in broader networks offered by rival airlines.

Additionally, our AAdvantage program, which is an important element of our business, faces significant and increasing competition from the loyalty programs offered by other travel companies, as well as from similar loyalty benefits offered by banks and other financial services companies. Competition among loyalty programs is intense regarding the rewards, fees, required usage, and other terms and conditions of these programs. In addition, we have used certain assets from

our AAdvantage program as collateral for the AAdvantage Financing (defined in the accompanying notes to the consolidated financial statements to this Annual Report on Form 10-K), which contains covenants that impose restrictions on certain amendments or changes to certain of our AAdvantage program agreements provided as collateral under the AAdvantage Financing and other aspects of the AAdvantage program. These competitive factors and covenants (to the extent applicable) may affect our ability to attract and retain customers, increase usage of our loyalty program and maximize the revenue generated by our loyalty program. Further, we rely on partners to provide available space for mileage credit redemptions on their aircraft. Should partners not make available enough inventory within their cabins for our members, the attractiveness of our program may be decreased, potentially impacting customer loyalty and program revenue.

We may also be impacted by regulations affecting certain of our major commercial partners, including our co-branded credit card partner, or our loyalty program. For example, there has been bipartisan legislation proposed in Congress called the Credit Card Competition Act designed to increase credit card transaction routing options for merchants which, if enacted, could result in a material reduction of the fees levied on credit card transactions. Additionally, the executive branch recently proposed a temporary 10% cap on credit card interest rates and called on Congress to pass legislation establishing a cap. If either of these proposals were enacted through legislation or regulation, they could fundamentally alter the profitability of our agreement with our co-branded credit card partner and the benefits we provide to our consumers through the co-branded credit cards issued by our partner. The Consumer Financial Protection Bureau cautioned companies in December 2024 against what it views as illegal or unlawful credit card practices, including purported devaluation of earned points, hidden conditions and failure to deliver promised benefits. If regulatory or legislative efforts to impose restrictions on airline loyalty programs and regulations against credit card point devaluations were successful, they could materially reduce the revenues we derive from the AAdvantage program and adversely impact our results of operations.

Union disputes, employee strikes and other labor-related disruptions may adversely affect our operations and financial performance.

Relations between air carriers and labor unions in the U.S. are governed by the RLA. Under the RLA, CBAs generally contain “amendable dates” rather than expiration dates, and the RLA requires that a carrier maintain the existing terms and conditions of employment following the amendable date through a multi-stage and usually lengthy series of bargaining processes overseen by the NMB. As of December 31, 2025, approximately 86% of our employees were represented for collective bargaining purposes by labor unions, and 15% were covered by CBAs that are currently amendable or that will become amendable within one year. For the dates that the CBAs with our major work groups become amendable under the RLA, see *“Labor Relations”* under Part I, Item 1. Business – *“Sustainability – Our People*.”

In the case of a CBA that is amendable under the RLA, if no agreement is reached during direct negotiations between the parties, either party may request that the NMB appoint a federal mediator. The RLA prescribes no timetable for the direct negotiation and mediation processes, and it is not unusual for those processes to last for many months or even several years. If no agreement is reached in mediation, the NMB in its discretion may declare that an impasse exists and proffer binding arbitration to the parties. Either party may decline to submit to arbitration, and if arbitration is rejected by either party, a 30-day “cooling off” period commences. During or after that period, a Presidential Emergency Board (PEB) may be established, which examines the parties’ positions and recommends a solution. The PEB process lasts for 30 days and is followed by another 30-day “cooling off” period. At the end of this “cooling off” period, unless an agreement is reached or action is taken by Congress, the labor organization may exercise “self-help,” such as a strike, which could materially adversely affect our business, results of operations and financial condition.

None of the unions representing our employees presently may lawfully engage in concerted slowdowns or refusals to work, such as strikes, sick-outs or other similar activity, against us. Nonetheless, there is a risk that employees, either with or without union involvement, could engage in one or more concerted refusals to work that could individually or collectively harm the operation of our airline and impair our financial performance. Additionally, some of our unions have brought and may continue to bring grievances to binding arbitration, including those related to wages. If successful, there is a risk these arbitral avenues could result in material additional costs that we did not anticipate.

Personnel shortages, and general wage inflation have impacted and are expected to continue to impact our labor costs. We have agreements with the unions representing mainline pilots, flight attendants, passenger service team members, and mechanic and fleet service workgroups. These agreements include significant increases in pay and benefits compared to the prior agreements, in many cases in line with agreements concluded by our large network competitors with their unions. We remain in negotiations for other new labor agreements and anticipate that any new contracts we agree to with our labor groups will include increases in salaries and other benefits, which will increase our labor expense.

If we encounter problems with any of our third-party regional operators or third-party service providers, our operations could be adversely affected by a resulting decline in revenue or negative public perception about our services.

A significant portion of our regional operations are conducted by third-party operators on our behalf and are principally provided for under capacity purchase agreements. Due to our reliance on third parties to provide these essential services, we are subject to the risk of disruptions to their operations, which has in the past and may in the future result from many of the same risk factors disclosed in this report, such as the impact of adverse economic conditions, the inability of third parties to hire or retain skilled personnel, and other risk factors, such as an out-of-court or bankruptcy restructuring of any of our regional operators. Several of these third-party regional operators provide significant regional capacity that we would be unable to replace in a short period of time should that operator fail to perform its obligations to us. Disruptions to capital markets, labor difficulties, shortages of pilots, mechanics and other skilled personnel and adverse economic conditions in general have subjected certain of these third-party regional operators to significant financial pressures, which have in the past and may in the future lead to bankruptcies among these operators. Periods of volatility in travel demand have the potential to adversely affect our regional operators, some of whom may experience significant financial stress, declare bankruptcy or otherwise cease to operate. We may also experience disruption to our regional operations or incur financial damages if we terminate the capacity purchase agreement with one or more of our current operators or transition the services to another provider. Any significant disruption to our regional operations would have a material adverse effect on our business, results of operations and financial condition.

In addition, our reliance upon others to provide essential services on our behalf in our operations may result in our relative inability to control the efficiency and timeliness of contract services. We have entered into agreements with contractors to provide various facilities and services required for our operations, including distribution and sale of airline seat inventory, reservations, provision of information technology and services, regional operations, aircraft maintenance, fueling, catering, ground services and facilities and baggage handling. Similar agreements may be entered into in any new markets we decide to serve. These agreements are generally subject to termination after notice by the third-party service provider. We are also at risk should one of these service providers cease operations temporarily or permanently, and there is no guarantee that we could replace these providers on a timely basis with comparably priced providers, or at all. These third parties have faced challenges retaining and recruiting people with the appropriate skills to meet our requirements. We rely on the operation of complex supply chains and a large number of third parties for the procurement and fulfillment of parts, components, consumable or disposable goods and other products and services essential to our business. We cannot guarantee that, as a result of ongoing or future supply chain disruptions or staffing shortages, we, our third-party partners, or the airports we serve will be able to timely source all of the products and services we require in the course of our business, or that we will be successful in procuring suitable alternatives. Any material problems with the adequacy, efficiency and timeliness of contract services, resulting from financial hardships, personnel shortages or otherwise, could have a material adverse effect on our business, results of operations and financial condition.

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

Maintaining a good reputation globally is critical to our business. Our reputation or brand image could be adversely impacted by, among other things, any failure to maintain high ethical, social and environmental sustainability practices for all of our operations and activities, our impact on the environment, public pressure from investors or policy groups to change our policies, customer perceptions of our advertising campaigns, sponsorship arrangements or marketing programs, customer perceptions of our use of social media, customer concerns in the nature of “greenwashing” allegations that may surround any of our advertising campaigns, marketing programs or commercial offerings related to our sustainability initiatives, or customer perceptions of statements made by us, our employees and executives, agents or other third parties. In addition, we operate in a highly visible industry that has significant exposure to social media. Negative publicity, including as a result of misconduct by our customers, vendors or employees, can spread rapidly through social media. Should we not respond in a timely and appropriate manner to address negative publicity, our brand and reputation may be significantly harmed. 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.

Moreover, an outbreak and spread of an infectious disease could adversely impact consumer perceptions of the health and safety of travel, and in particular airline travel, such as occurred during the COVID-19 pandemic. Actual or perceived risk of infection on our flights could have a material adverse effect on the public's perception of us and may harm our reputation and business. We have in the past, and may in the future, be required to take extensive measures to reassure our team members and the traveling public of the safety of air travel, and we could incur significant costs implementing safety, hygiene-related or other actions to limit the actual or perceived threat of infection among our employees and passengers. However, we cannot assure that any actions we might take in response to an infectious disease outbreak will be sufficient to restore the confidence of consumers in the safety of air travel. We have experienced incidences of aggressive customer behavior and physical confrontation on our flights in the past, certain of which resulted in injuries to our personnel, and we may experience such behavior in the future. If our employees feel unsafe or believe that we are not doing enough to prevent and prosecute such incidents, we could experience higher rates of employee absence or attrition and we may suffer reputational harm which could make it more difficult to attract and retain employees, and which could in turn negatively affect our business, financial condition and results of operations.

We are at risk of losses and adverse publicity stemming from any public incident involving our company, our people or our brand, including any accident or other public incident involving our personnel or aircraft, or the personnel or aircraft of our regional, codeshare or joint business operators.

We are at risk of adverse publicity from any public incident involving our company, our people or our brand, particularly given the ease with which individuals can now capture and rapidly disseminate information via social media. Such an incident could involve the actual or alleged behavior of any of our employees, contractors or passengers. On January 29, 2025, American Eagle flight 5342 was involved in a fatal accident in Washington, D.C. The Bombardier CRJ700 aircraft operated by PSA was en route to Washington, D.C. from Wichita, Kansas, when it was involved in a midair collision near Ronald Reagan Washington National Airport. We estimate that the accident reduced first quarter 2025 total operating revenues by approximately $200 million, and the families of multiple passengers have filed lawsuits against the U.S. Government, PSA and American seeking unspecified damages. If other aircraft in our fleet or aircraft operated under our brand, were to be involved in an accident, or if our personnel, one of our aircraft, a type of aircraft in our fleet, or the personnel or aircraft of one of our regional operators or an airline with which we have a marketing alliance, joint business or codeshare relationship were to be involved in a public incident, accident, catastrophe or regulatory enforcement action, we could be exposed to significant reputational harm and potential legal liability. The insurance we carry may be inapplicable or inadequate to cover any such incident, accident, catastrophe or action. In the event that our insurance is inapplicable or inadequate, we may be forced to bear substantial losses from an incident or accident. In addition, any such future incident, accident, catastrophe or action involving our personnel, one of our aircraft (or personnel and aircraft of our regional operators, marketing alliance, joint business and codeshare partners), or a type of aircraft in our fleet could create an adverse public perception, which could harm our reputation, result in air travelers being reluctant to fly on our aircraft or those of our regional operators, marketing alliance, joint business or codeshare partners, and adversely impact our business, results of operations and financial condition.

Changes to our business model that are designed to increase revenues and reduce costs may not be successful and may cause operational difficulties or decreased demand.

We have in the past instituted, and intend to institute in the future, changes to our business model designed to increase revenues and offset costs. These measures include further segmentation of the classes of service we offer, such as Premium Economy service and Basic Economy service, enhancements to our AAdvantage program, charging separately for services that had previously been included within the price of a ticket, changes to our practices and contracts with providers of distribution systems to provide additional content flexibility, commercial practices related to ticket distribution channels, including efforts by us to migrate an increasing portion of our customers to our modern, direct distribution channels in lieu of third party channels, changing (whether it be increasing, decreasing or eliminating) other pre-existing fees, reconfiguration of our aircraft cabins, and efforts to optimize our network including by focusing growth on a limited number of large hubs and entering into agreements with other airlines. For example, in 2020, we eliminated change fees for most domestic and international tickets, which has reduced our change fee revenue, a trend which is expected to continue assuming this policy remains in place. In addition, during the second quarter of 2024 we concluded that certain changes to our distribution strategy contributed to softness in customer bookings relative to our expectations and we reversed many of these measures late in the quarter, and in 2026, we stopped charging for Wi-Fi on most aircraft for AAdvantage members. We may introduce additional initiatives in the future; however, as time goes on, we expect that it will be more difficult to identify and implement additional initiatives. We cannot assure that these measures or any future

initiatives will be successful in increasing our revenues or offsetting our costs. Additionally, the implementation of these initiatives may create logistical challenges that could harm the operational performance of our airline or result in decreased demand. Also, our implementation of any new or increased fees, or changes to the operation of or benefits offered by our loyalty program, could reduce the demand for air travel on our airline or across the industry in general, particularly if weakened economic conditions make our customers more sensitive to increased travel costs or provide a significant competitive advantage to other carriers that determine not to institute similar changes. Such changes could result in adverse brand perceptions, reputational harm or regulatory scrutiny. If regulatory or legislative efforts to impose restrictions on airline loyalty programs were successful, they could materially reduce the revenues we derive from the AAdvantage program and adversely impact our results of operations.

Our intellectual property rights, particularly our branding rights, are valuable, and any inability to protect them may adversely affect our business and financial results.

We consider our intellectual property rights, particularly our branding rights such as our trademarks applicable to our airline and AAdvantage program, to be a significant and valuable aspect of our business. We protect our intellectual property rights through a combination of trademark, copyright and other forms of legal protection, contractual agreements and policing of third-party misuses of our intellectual property. Our failure to obtain or adequately protect our intellectual property or any change in law that lessens or removes the current legal protections of our intellectual property may diminish our competitiveness and adversely affect our business and financial results. Any litigation or disputes regarding intellectual property may be costly and time-consuming and may divert the attention of our management and key personnel from our business operations, either of which may adversely affect our business and financial results.

In addition, we use certain of our branding and intellectual property as collateral for various financings, including the AAdvantage Financing, which contain covenants that impose restrictions on the use of such intellectual property and, in the case of the AAdvantage Financing, on certain amendments or changes to our AAdvantage program. These covenants may have an adverse effect on our ability to use such intellectual property.

We may be a party to litigation in the normal course of business or otherwise, which could affect our financial position and liquidity.

From time to time, we are a party to or otherwise involved in legal proceedings, claims and government inspections or investigations and other legal matters, both inside and outside the United States, arising in the ordinary course of our business or otherwise. We are currently involved in various legal proceedings and claims that have not yet been fully resolved, and additional claims may arise in the future. Legal proceedings can be complex and take many months, or even years, to reach resolution, with the final outcome depending on a number of variables, some of which are not within our control. Litigation is subject to significant uncertainty and may be expensive, time-consuming, and disruptive to our operations. Although we will vigorously defend ourselves in such legal proceedings, their ultimate resolution and potential financial and other impacts on us are uncertain. For these and other reasons, we may choose to settle legal proceedings and claims, regardless of their actual merit. If a legal proceeding is resolved against us, it could result in significant compensatory damages, and in certain circumstances punitive or trebled damages, disgorgement of revenue or profits, remedial corporate measures or injunctive relief imposed on us. If our existing insurance does not cover the amount or types of damages awarded, or if other resolution or actions taken as a result of the legal proceeding were to restrain our ability to operate or market our services, our consolidated financial position, results of operations or cash flows could be materially adversely affected. In addition, legal proceedings, and any adverse resolution thereof, can result in adverse publicity and damage to our reputation, which could adversely impact our business. Additional information regarding certain legal matters in which we are involved can be found in Note 11(e) to AAG's Consolidated Financial Statements in Part II, Item 8A and Note 10(e) to American's Consolidated Financial Statements in Part II, Item 8B.

We rely heavily on technology and automated systems, including AI, to operate our business and any failure of these technologies or systems could harm our business, results of operations and financial condition.

We are highly dependent on existing and emerging technology and automated systems, including AI, to operate our business. These technologies and systems include but may not be limited to our computerized airline reservation system, flight operations and crew scheduling systems, financial planning, management and accounting systems, telecommunications systems, website, maintenance systems and check-in kiosks. In order for our operations to work efficiently, our website and reservation system must be able to accommodate a high volume of traffic, maintain secure information and deliver flight information, as well as issue electronic tickets and process critical financial information in a timely manner. Substantially all of our tickets are issued to passengers as electronic tickets. We depend on our reservation system, which is hosted and maintained under a long-term contract by a third-party service provider, to be

able to issue, track and accept these electronic tickets. If our technologies or automated systems are not functioning or if our third-party service providers were to fail to adequately provide technical support, system maintenance or timely software upgrades for any one of our key existing systems, we could experience service disruptions or delays, which could harm our business and result in the loss of important data, increase our expenses and decrease our revenues. Furthermore, certain critical aspects of our operation rely on legacy technological systems which may grow more difficult or expensive to support and maintain over time, and such systems may fail to perform as required or become more vulnerable to malfunction or failure over time. In the event that one or more of our primary technology or systems vendors goes into bankruptcy, ceases operations or fails to perform as promised, replacement services may not be readily available on a timely basis, at competitive rates or at all, and any transition time to a new system may be significant.

Our aircraft employ a number of sophisticated radio and satellite-based navigation and safety technologies, and we are subject to risks associated with the introduction or expansion of technologies that could interfere with the safe operation of these flight systems. For example, telecommunications companies are expanding and increasing the commercial and consumer applications of 5G cellular communication networks, and regulators, manufacturers and operators have expressed concerns that certain 5G applications could interfere with certain flight systems. In December 2021, the FAA issued a special airworthiness information bulletin (SAIB), in which it indicated that further testing and assessment is needed regarding the effects of 5G on certain aircraft equipped with radar altimeters, which measure the aircraft's altitude and guide pilots during landings. While the FAA and the telecommunications industry reached an agreement to delay the full implementation of 5G deployment near airports until 2028, there could be future impacts once the current agreement expires. Additionally, there has been an increase in the reported use of jamming or "spoofing" technologies by bad actors intended to disrupt the operation of GPS navigation and other flight systems by relaying fake or erroneous flight information and signals to crews. These technologies could pose risks to the safe operation of aircraft by diverting pilots' attention and potentially resulting in operational disruptions.

Our technologies and automated systems are not completely protected against events that are beyond our control, including natural disasters, power failures, terrorist attacks, cyberattacks, data theft, defects, errors, equipment and software failures, computer viruses or telecommunications failures. For example, the CrowdStrike-caused systems outage in July 2024 significantly impacted airline operations, including our own, and forced several carriers to ground flights for a prolonged period and incur significant costs associated with reaccommodating and compensating affected passengers. Similarly, in September 2025, hundreds of our flights were delayed or cancelled out of Dallas/Fort Worth International Airport (DFW) when FAA fiberoptic cables were accidentally cut by a third party. When service interruptions occur as a result of any of the aforementioned events, we address them in accordance with applicable laws, rules and regulations. However, substantial or sustained system failures could cause service delays or failures and result in our customers purchasing tickets from other airlines. We cannot assure that our security measures, change control procedures or disaster recovery plans are adequate to prevent disruptions or delays. Disruption in or changes to these technologies or systems could result in a disruption to our business and the loss of important data. Any of the foregoing could result in a material adverse effect on our business, results of operations and financial condition.

Additionally, new technologies, such as the use of AI and machine learning, present evolving and significant legal and operational risks for us and our third-party vendors. We use AI and machine learning technologies, including those licensed from third parties, in our technologies and our ability to continue to use such technologies at the scale may depend on access to specific third-party software and infrastructure. We cannot control the availability or pricing of such third-party AI and machine learning technologies, especially in a highly competitive environment, and we may be unable to negotiate favorable economic terms with the applicable providers. If any such third-party AI and machine learning technologies become incompatible with our solutions or are unavailable for use, or if the providers of such models unfavorably change the terms on which their AI technologies are offered or terminate their relationship with us, our solutions may become less appealing to our customers, and our business will be harmed. In addition, to the extent any third party AI and machine learning technologies are used as a hosted service, any disruption, outage, or loss of information through such hosted services could disrupt our operations or solutions, damage our reputation, cause a loss of confidence in our solutions, or result in legal claims or proceedings, for which we may be unable to recover damages from the affected provider.

We expect that increased investment will be required in the future to continuously improve our use of AI (including generative AI) and machine learning technologies. As with many technological innovations, there are significant risks involved in developing, maintaining and deploying these technologies and there can be no assurance that the usage of our investments in such technologies will always enhance our products or services or be beneficial to our business, including our efficiency or profitability. Additionally, the development of generative AI technologies is complex, with practical and competitive challenges in achieving desired accuracy, efficiency and reliability. Generative AI training

content, algorithms, models, software and other related systems may have limitations, including biases, errors or inability to process or restrict certain data types or scenarios. In particular, if the models underlying our AI and machine learning technologies are incorrectly designed or implemented, or used without sufficient oversight and governance to ensure their responsible use, the performance of our business, as well as our reputation could suffer or we could incur liability resulting from the violation of laws or contracts to which we are a party or civil claims. Further, there is a risk of system failures, disruptions or vulnerabilities compromising the confidentiality of personal data and intellectual property, or the integrity or availability of training content, input content and prompts, as well as generated content, including disinformation and deepfakes. Use of AI technologies could also expose us to intellectual property risks, such as allegations of infringement of third-party patents or copyrights, which could result in significant fees or damages. Our competitors or other third parties may incorporate AI into their products or services more quickly or more successfully than us, which could impair our ability to compete effectively. 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. For example, with the increased use of AI and social media, adverse publicity, even if unfounded, can be disseminated quickly and broadly without context, making it increasingly difficult for us to effectively respond. The rapid evolution of AI, including existing and proposed government regulation, may require significant resources to develop, test and maintain our AI technologies and services to ensure compliance and minimize adverse impacts. Any limitations or failures relating to any of the foregoing could result in reputational damage, legal liabilities or loss of customer confidence. There can be no assurance that the usage of AI will enhance our strategies or initiatives.

Evolving data privacy requirements (in particular, compliance with applicable federal, state and foreign laws relating to handling of personal information about individuals) could increase our costs, and any significant cybersecurity incident could disrupt our operations, harm our reputation, expose us to legal risks and otherwise materially adversely affect our business, results of operations and financial condition.

In the normal course of our business, we collect, process, use and disclose personal information about individuals and rely on third party service providers to host or otherwise process personal information. Many federal, state and foreign governmental bodies and agencies have adopted, or are considering adopting, laws and regulations that impose limits on the collection, processing, use, disclosure and security of personal information about individuals. In some cases, such laws and regulations can be enforced by private parties in addition to government entities. In addition, privacy advocacy and industry groups may propose new and different self-regulatory standards or guidance that may legally or contractually apply to us and our vendors. These non-uniform laws, regulations, standards and guidance are complex and currently evolving and can be subject to significant change and interpretation, and may be inconsistently applied and enforced from one jurisdiction to another.

Our business requires the secure processing and storage of personal information relating to our customers, employees, business partners and others, and other data such as confidential information. However, like any global enterprise operating in today's digital business environment, we and our third party service providers have experienced cybersecurity incidents and data breaches. We react and respond to these cybersecurity incidents in accordance with the applicable legal requirements, our own cybersecurity protocols, as well as our commercial partners' standards (as appropriate), but we cannot ensure that our responses (or those of our partners and service providers) will be sufficient to prevent or mitigate the potential adverse impacts of these cybersecurity incidents, which may be material.

There has been heightened legislative and regulatory focus on AI, data privacy and cybersecurity in the U.S., EU, U.K., China and elsewhere, particularly with respect to critical infrastructure providers, including those in the transportation sector. For example, in March 2024, the DOT launched a privacy review of the ten largest U.S. airlines' collection, handling, maintenance and use of passengers' personal information, indicating the DOT may seek to increase its regulation, investigation, and enforcement of airlines' privacy practices, including ours. As a result, we must comply with a proliferating and fast-evolving set of legal requirements in this area, including substantive data privacy and cybersecurity standards as well as requirements for notifying regulators and affected individuals in the event of a cybersecurity incident. In addition, we are subject to an increasing number of reporting obligations in respect of certain cybersecurity incidents. These reporting requirements have been proposed or implemented by a number of regulators in different jurisdictions, may vary in their scope and application, and could contain conflicting requirements. Certain of these rules and regulations may require us to report a cybersecurity incident before we have been able to fully assess its impact or remediate the underlying issue. Efforts to comply with such reporting requirements could divert management's attention from our cybersecurity incident response and could potentially reveal system vulnerabilities to threat actors. Failure to timely report cybersecurity incidents under these rules could also result in regulatory investigations, litigation, monetary fines, sanctions, or subject us to other forms of liability.

Additionally, in 2024, the National Security Division of the Department of Justice (DOJ) issued a new rule, referred to as the "Data Security Program" (DSP), to implement Executive Order 14117 aimed at preventing access to "bulk U.S. sensitive personal data" and "government-related data" by "countries of concern" (including China, Russia, Iran, North Korea, Cuba, and Venezuela) and so-called "covered persons." The DSP imposes stringent obligations on companies that engage in transactions with persons and companies with a connection to countries of concern including by prohibiting or restricting certain data transfers and data transactions. The DSP is new, complex and has yet to be enforced, and as such, there is a risk that our interpretation of its applicability, scope, and requirements is incorrect, incomplete, or misapplied. Compliance with the DSP may require us to invest heavily in data security and compliance measures, such as implementing and complying with certain security requirements and guidelines and other burdensome recordkeeping, reporting, and auditing requirements. It may also require us to implement new processes, stop or restrict certain data transfers, alter the geographic scope of our operations, cease doing business with certain third parties or using certain tools or vendors, or change how data flows throughout our business, any of which could materially impact our business operations or hinder our ability to grow our business. Finally, non-compliance with the DSP could result in significant civil or criminal penalties, which could materially adversely affect our business, results of operations, and financial condition.

Even though we believe we and our third-party service providers are generally in compliance with applicable laws, rules and regulations relating to AI, data privacy and security, the regulatory environment is increasingly challenging as AI, data privacy and cybersecurity laws, rules, regulations, industry standards and other requirements are continually developing. These changing requirements, along with their evolving application, interpretation, and amendment, may present material obligations and risks to our business, including significantly expanded compliance burdens, costs and enforcement risks.

In addition, many of our commercial partners, including credit card companies, have imposed data security standards that we must meet. In particular, we are required by the Payment Card Industry Security Standards Council, founded by the credit card companies, to comply with their highest level of data security standards (the Payment Card Industry Data Security Standard (PCI DSS)). While we and our service providers continue our efforts to meet these standards, new and revised standards may be imposed that may be difficult for us to meet and could increase our costs, and if we are unable to comply with revised standards, we may be subject to fines, restrictions or other liability, which could materially and adversely affect our business. Moreover, it is not guaranteed that PCI DSS compliance will prevent illegal or improper use of our payment systems or the theft, loss or misuse of payment card data or transaction information.

Litigation, claims and enforcement related to data privacy, biometrics and other provisions of state privacy laws may involve new interpretations of privacy laws. There has also been a noticeable increase in class actions in the U.S. wherein plaintiffs have utilized a variety of laws, including state wiretapping laws, in relation to companies' use of tracking technologies, such as cookies and pixels. Compliance with these laws and regulations may be inconsistent from jurisdiction to jurisdiction, increasing the cost of compliance and our risk of liability from litigation. Any litigation, claims or enforcement actions to which we are or become a party could potentially result in substantial monetary damages or fines, and negative reputational impacts that cause us to lose existing or future customers, which could materially adversely affect our business, results of operations and financial condition.

We are exposed to risks from cyberattacks, and any cybersecurity incidents involving us, our third-party service providers, or one of our AAdvantage partners or other business partners, could materially adversely affect our business, results of operations and financial condition.

Significant cybersecurity incidents involving us, our third-party service providers, or one of our AAdvantage partners or other business partners, have in the past and may in the future result in a range of potentially material negative consequences for us, including unauthorized access to, disclosure, modification, misuse, loss or destruction of company systems or data; theft of sensitive, regulated or confidential data, such as personal information or our intellectual property; the loss of functionality of critical systems through ransomware, denial of service or other cyberattacks; a diminished ability to retain or attract new customers; a deterioration in our relationships with business partners and other third parties; interruptions or failures in our technology systems; and business delays, service or system disruptions, damage to equipment and injury to persons or property. The methods used to obtain unauthorized access, disable or degrade service or sabotage systems are constantly evolving and may be difficult to anticipate or to detect for long periods of time. The constantly changing nature of the threats means that we cannot and have not been able to prevent all data security breaches or misuse of data, and there is a risk that our security measures will not be fully effective in the future. Similarly, we depend on the ability of our key commercial partners, including AAdvantage partners, other business partners, our regional carriers, distribution partners and technology vendors, to conduct their businesses in a manner that complies with applicable security standards and ensures their ability to perform on a timely basis. A security failure, including a failure to meet data security requirements, breach or other significant cybersecurity incident affecting one of our partners,

interruptions or failures in our technology systems, could result in potentially material negative consequences for us, including loss of critical data, service interruptions, delays in operations, and the potential for fines, restrictions and expulsion from credit card acceptance programs. In addition, we use third party service providers to help us deliver services to customers. These service providers may store personal information, credit card information and/or other confidential information. Such information has been and will be the target of unauthorized access or subject to security breaches because of third-party action, employee error, malfeasance or otherwise. Any of these could (a) result in the loss of information, litigation, indemnity obligations, expensive and inconsistent cybersecurity incident and data breach notification requirements, damage to our reputation, regulatory scrutiny, and other liability, or (b) have a material adverse effect on our business, financial condition and results of operations.

The threat of cybersecurity incidents continues to increase as the frequency, intensity and sophistication of cyberattacks and intrusions increase around the world. The rapid evolution and increased adoption of AI and machine learning technologies may increase certain cybersecurity risks. To the extent AI and/or machine learning capabilities improve and are increasingly adopted, they may be used to identify vulnerabilities and craft increasingly sophisticated cybersecurity attacks. Vulnerabilities may be introduced from the use of AI and/or machine learning by us, our counterparties, vendors and other business partners and third-party providers.

Diverse threat actors, such as state-sponsored organizations, opportunistic hackers and hacktivists, as well as diverse attack vectors such as social engineering/phishing, use of AI techniques such as deepfakes, malware (including ransomware), malfeasance by insiders, human or technological error, denial of service attacks or exploitation of vulnerabilities, threaten the confidentiality, integrity, and availability of our and our third party service providers' and business partners' information systems, personal information and confidential information. For example, starting in 2025, a sophisticated and well-known threat actor began targeting the aviation industry using social engineering tactics. Geopolitical issues also continue to increase our cybersecurity risk and potential for cybersecurity incidents, for example, the conflict involving Russia and Ukraine, which has resulted in a heightened risk of cyberattacks against companies like ours that have operations, vendors and/or supply chain providers located in or around the region of conflict or are otherwise related to the conflict. Despite ongoing efforts to maintain and improve the security of our information systems and digital information, individuals, including employees, contractors, and external threat actors, may be able to circumvent the security measures we put in place, and we may be unable to anticipate new techniques used for these attacks and intrusions, such as the use of AI applications, and implement adequate preventative measures. We, our business partners and service providers have been the target of cybersecurity attacks in the past and expect that we, our business and service partners, will continue to experience cybersecurity incidents in the future.

The costs and operational consequences of defending against, preparing for, responding to and remediating a cybersecurity incident are substantial. As cybersecurity incidents become more frequent, intense and sophisticated, costs of proactive defense measures are increasing. Further, we could be exposed to litigation, regulatory enforcement or other legal action as a result of an incident, carrying the potential for damages, fines, sanctions or other penalties, as well as injunctive relief and enforcement actions requiring costly compliance measures. The airline industry, including other large airlines, have suffered a significant number of data privacy and cybersecurity incidents and these incidents have resulted in substantial adverse financial consequences to those companies. A cybersecurity incident could also impact our brand, including that of the AAdvantage program, harm our reputation and adversely impact our relationship with our customers, employees and stockholders. The increased regulatory focus on data privacy practices apart from how personal information is secured, such as how personal information is collected, used for marketing purposes, and shared with third parties – including with our AAdvantage and other business partners – also may require changes to our processes and increase compliance costs. There is also an increased risk to our business in the event of a significant cybersecurity or data privacy violation, including additional compliance costs, reputational harm, disruption to the manner in which we provide our services, including the geographies we service, and being subject to complaints and/or regulatory investigations, significant monetary liability, fines, penalties, regulatory enforcement, individual or class action lawsuits, public criticism, loss of customers, loss of goodwill or other additional liabilities, such as claims by industry groups or other third parties. Accordingly, failure to appropriately address data privacy and cybersecurity issues could result in material financial and other liabilities and cause significant reputational harm to our company.

New U.S. and international tax legislation may adversely affect our financial condition, results of operations and cash flows.

We are subject to taxation at the federal, state and local levels in the United States, as well as taxation in international jurisdictions in which we operate. New taxes, rates and charges may be imposed from time to time that significantly increase our costs, reduce revenues or otherwise negatively impact our results of operations. The U.S. Government may enact significant changes to the taxation of business entities. For example, on July 4, 2025, the "One, Big, Beautiful Bill Act" (OBBBA), was signed into law, permanently extending many of the business tax provisions originally introduced in the 2017 Tax Cuts and Jobs Act. If, in the future, any additional changes to tax laws are implemented or new regulations and other IRS guidance are issued impacting existing tax laws, such changes or new regulations may give rise to new costs or other issues that we did not foresee. We are currently unable to predict the ultimate impact of any such changes or new regulations may have on our business and therefore there can be no assurance our business will not be adversely affected.

In recent years, numerous legislative, judicial and administrative changes have been made to international tax laws applicable to us and similar companies. The Organization for Economic Co-operation and Development (OECD) has issued numerous announcements regarding fundamental changes in allocation of profits among tax jurisdictions in which companies do business, as well as the implementation of a global minimum tax, referred to as the "Pillar One" and "Pillar Two" proposals. Many countries in which we operate have enacted or are in the process of enacting laws based on the Pillar Two proposal. On June 28, 2025, the G7 nations issued a statement indicating the G7's commitment to a side-by-side system that would fully exclude U.S. parented groups from certain aspects of the Pillar Two framework in respect of both their domestic and foreign profits. On January 5, 2026, more than 145 countries in the OECD/G20 Inclusive Framework agreed to have U.S.-headquartered companies remain subject to only U.S. global minimum taxes while exempting them from Pillar Two. This side-by-side agreement recognizes the tax sovereignty of the United States over the worldwide operations of U.S. companies and the tax sovereignty of other countries over business activity within their own borders. However, the precise contours of this side-by-side agreement as well as the details about its implementation by specific jurisdictions are uncertain. Therefore, even with this agreement, our effective tax rate and cash tax payments could increase in future years from efforts related to a global minimum tax.

We have a significant amount of goodwill, which is assessed for impairment at least annually. In addition, we may never realize the full value of our intangible assets or long-lived assets, causing us to record material impairment charges.

Goodwill and indefinite-lived intangible assets are not amortized, but are assessed for impairment at least annually, or more frequently if conditions indicate that an impairment may have occurred. In accordance with applicable accounting standards, we first assess qualitative factors to determine whether it is necessary to perform a quantitative impairment test. In addition, we are required to assess certain of our other long-lived assets for impairment if conditions indicate that an impairment may have occurred.

Future impairment of goodwill, intangible assets or other long-lived assets could be recorded in results of operations as a result of changes in assumptions, estimates, or circumstances, some of which are beyond our control. There can be no assurance that a material impairment charge of goodwill or tangible or intangible assets will be avoided. The value of our aircraft could be impacted in future periods by changes in supply and demand for these aircraft. Such changes in supply and demand for certain aircraft types could result from grounding of aircraft by us or other airlines, including as a result of significant or prolonged declines in demand for air travel and corresponding reductions to capacity. We can provide no assurance that a material impairment loss of tangible or intangible assets will not occur in a future period; for example, we have previously incurred significant impairment charges associated with our decision to retire certain aircraft as a result of the severe decline in demand for air travel due to the COVID-19 pandemic, and the risk of future material impairments remains uncertain. Such impairment charges could have a material adverse effect on our business, results of operations and financial condition.

The commercial relationships that we have with other companies, including any related equity investments, may not produce the returns or results we expect.

An important part of our strategy to expand our network has been to initiate or expand our commercial relationships with other airlines, such as by entering into global alliance, joint business and codeshare relationships, and, in certain instances, including China Southern Airlines, GOL and JetSMART, by agreeing to make an equity investment in another airline in connection with initiating or expanding such a commercial relationship. We may explore additional investments in, and joint ventures and strategic alliances with, other carriers as part of our global business strategy. We face competition in forming and maintaining these commercial relationships since there are a limited number of potential

arrangements and other airlines are looking to enter into similar relationships, and our inability to form or maintain these relationships, or inability to form as many of these relationships as our competitors, may have an adverse effect on our business. Any such existing or future investment could involve significant challenges and risks, including that we may not realize a satisfactory return on our investment, if any, or that they may not generate the expected revenue synergies, and they may distract management focus from our operations or other strategic options. We may also be subject to consequences from any illegal conduct of joint business partners as well as to any political or regulatory change that negatively impacts or prohibits our arrangements with any such business partners. In addition, volatility in demand for air travel, could materially disrupt our partners' abilities to provide air service, the timely execution of our strategic operating plans, including the finalization, approval and implementation of new strategic relationships or the maintenance or expansion of existing relationships. For example, in August 2025, the U.S. Federal Bankruptcy Court for the Southern District of New York approved GOL's plan of reorganization, and as a result, we have lost substantially all of the value of our equity investment in GOL. If any other carriers with which we partner or in which we hold an equity stake were to cease trading or be declared insolvent, we could lose the value of any such investment or experience significant operational disruption. These events could have a material adverse effect on our business, results of operations and financial condition.

We may also from time-to-time pursue commercial relationships with companies outside the airline industry, which relationships may include equity investments or other financial commitments. Any such relationship or related investment could involve unique risks, particularly where these relationships involve new industry participants, emerging technologies or industries with which we are unfamiliar.

Our business is very dependent on the price and availability of aircraft fuel. Continued periods of high volatility in fuel costs, increased fuel prices or significant disruptions in the supply of aircraft fuel could have a significant negative impact on consumer demand, our operating results and liquidity.

Our operating results are materially impacted by changes in the availability, price volatility and cost of aircraft fuel, which represents one of the largest single cost items in our business and thus is a significant factor in the price of airline tickets. Market prices for aircraft fuel have fluctuated substantially over the past several years and prices continue to be highly volatile, with market spot prices ranging from a low of approximately $1.83 per gallon to a high of approximately $3.82 per gallon during the period from January 1, 2023 to December 31, 2025. Aircraft fuel prices reflect not only the price of underlying crude oil, but also the price charged to refine crude oil into aircraft fuel (often referred to as the "crack spread"), transportation costs, handling costs and taxes, and increases in any of these underlying components would increase the price we ultimately pay for aircraft fuel.

Because of the very large amount of fuel needed to operate our business, even a relatively small increase or decrease in the price of fuel can have a material effect on our operating results and liquidity. Due to the competitive nature of the airline industry and unpredictability of the market for air travel, we can offer no assurance that we may be able to increase our fares, impose fuel surcharges or otherwise increase revenues or decrease other operating costs sufficiently to offset fuel price increases. Similarly, we cannot predict actions that may be taken by our competitors in response to changes in fuel prices.

We cannot predict the future availability, price volatility or cost of aircraft fuel, weather-related events, natural disasters (including hurricanes or similar events in the U.S. Southeast and on the Gulf Coast where a significant portion of domestic refining capacity is located), terrorism, political disruptions, disputes, or armed conflicts involving oil-producing countries or impacting global trade routes, changes in production levels of individual nations or associations of oil-producing states, economic sanctions imposed against oil-producing countries or specific industry participants, changes in fuel-related governmental policy, the strength of the U.S. dollar against foreign currencies, changes in the cost to refine, transport or store petroleum products and any related staffing or transportation equipment shortages, changes in access to petroleum product pipelines and terminals, speculation in the energy futures markets, changes in aircraft fuel production capacity, unplanned interruptions or disruption of production at refineries, environmental concerns and other unpredictable events, may result in fuel supply shortages, variations in the applicable crack spread, distribution challenges, additional fuel price volatility and cost increases in the future. Any of these factors or events could cause a disruption in, or increased demands on, oil production, refinery operations, pipeline capacity or terminal access, and possibly result in significant increases in the price of aircraft fuel and diminished availability of aircraft fuel supply. Additionally, because passengers often purchase tickets well in advance of their travel, a significant rapid increase in fuel price may result in the fare charged not covering that increase. At times in the past, we were not able to increase our fares to offset fully the effect of increases in fuel costs, and we may not be able to do so in the future.

Our aviation fuel purchase contracts generally do not provide meaningful price protection against increases in fuel costs. Our current policy is not to enter into transactions to hedge our fuel consumption, although we review this policy from time to time based on market conditions and other factors. Accordingly, as of December 31, 2025, we did not have any fuel hedging contracts outstanding to hedge our fuel consumption. As such, and assuming we do not enter into any future transactions to hedge our fuel consumption, we will continue to be fully exposed to fluctuations in fuel prices. See also the discussion in Part II, Item 7A. Quantitative and Qualitative Disclosures About Market Risk – *"Aircraft Fuel."*

In addition, as part of our emissions reduction goals, we and other airlines have publicly announced long-term targets for the increased use of SAF in our operation. Currently, industrial production of SAF is small in scale and inadequate to meet growing industry demand, and while additional production capacity is expected to become operational in the coming years, we anticipate that competition for SAF among industry participants will remain intense. As a result, SAF may be significantly more costly than conventional jet fuel. To secure future SAF supply, we have entered into multiple agreements for the purchase of future SAF production, and we continue to engage with producers regarding potential future SAF purchases, which may include investments and other commitments to support these producers. Certain existing or potential future agreements pertain to SAF production from facilities that are planned but not yet financed, and which may utilize technology that has not been proven at commercial scale. There is no assurance that these facilities will be built or that they will meet contracted production timelines and volumes. In the event that the SAF is not delivered on schedule or in sufficient volumes, there can be no assurance that we will be able to source a supply of SAF sufficient to meet our stated goals, or that we will be able to do so on favorable economic terms.

Our business is subject to extensive government regulation, which may increase our costs, disrupt our operations, limit our operating flexibility, reduce the demand for air travel, and create competitive disadvantages.

Airlines are subject to extensive domestic and international regulatory requirements. In the last several years, the U.S. executive branch, Congress and state and local and foreign governments have issued orders, passed laws, and launched regulatory initiatives, and federal agencies, including but not limited to the DOT, the FAA, the TSA, the Centers for Disease Control, the DOJ, and their respective international counterparts have issued regulations and a number of other directives that affect the airline industry. These requirements impose substantial costs on us and restrict the ways we may conduct our business.

For example, the FAA from time-to-time issues directives and other regulations relating to the maintenance and operation of aircraft that require significant expenditures or operational restrictions. These requirements can be issued with little or no notice, or can otherwise impact our ability to efficiently or fully utilize our aircraft, and in some instances have resulted in the temporary or prolonged grounding of aircraft or engine types altogether including, for example, the March 2019 grounding of all Boeing 737 MAX Family aircraft, which was not lifted in the United States until November 2020, the January 2024 grounding of 737-9 MAX aircraft (a model we do not operate), and the significant limitations imposed on the use of Pratt & Whitney GTF aircraft engines on certain Airbus aircraft (an engine we do not use in our fleet), or otherwise caused substantial disruption and resulted in material costs to us and lost revenues. In 2023, the telecom industry rolled out 5G technology, and concerns were raised by the FAA regarding its possible interference with aircraft navigation systems, which resulted in regulatory uncertainty and the potential for operational impacts, including possible suspension of service to certain airports or the operation of certain aircraft. Although the issue was resolved through an agreement between the FAA, the FCC, and telecommunications industry, that agreement expires in 2028 and will need to be extended or modified. Additionally, the passage of OBBBA included the requirement for the FCC to auction additional spectrum, which could lead to new impacts on aviation. See "*We rely heavily on technology and automated systems, including AI, to operate our business and any failure of these technologies or systems could harm our business, results of operations and financial condition."* The FAA also exercises comprehensive regulatory authority over nearly all technical aspects of our operations. Our failure to comply with such requirements has in the past and may in the future result in fines and other enforcement actions by the FAA or other regulators. In the future, any new regulatory requirements, particularly requirements that limit our ability to operate or price our products, could have a material adverse effect on us and the industry.

In May 2024, Congress passed a five-year funding authorization for the FAA (FAA Authorization Renewal). Among other things, the FAA Authorization Renewal increased the authorized funding level for the FAA and required the hiring of additional air traffic controllers, an effort to address staffing and resource shortages and improve the operation of the ATC system in the U.S. The FAA Authorization Renewal also codified several consumer protection rulemakings that could be challenging to implement and have negative financial impacts. Any new or enhanced requirements resulting from the FAA Authorization Renewal, including any new fees, costs we may be required to incur to comply with new rules and compensation or other penalties we may be required to pay for violations of such rules, have the potential to increase our

costs or adversely impact our operation. The OBBBA included $12.5 billion in additional funding for ATC infrastructure and modernization. While this recent law and new funding should lead to ATC improvements, there is uncertainty on how and when the funding will be spent and if there will be any operational impacts as certain systems and infrastructure are modernized.

DOT consumer rules, and rules promulgated by certain comparable agencies in other countries we serve, dictate procedures for many aspects of our customer's journey, including at the time of ticket purchase, at the airport and onboard the aircraft. For example, in April 2024, the DOT issued a final rule mandating refunds in certain circumstances (refund rule), and a final rule requiring disclosure of certain ancillary fees by air carriers and travel agents (ancillary fee rule). Also in December 2024, the DOT published a final rule on "Ensuring Safe Accommodations for Air Travelers with Disabilities Using Wheelchairs" which sets new standards for assistance, mandates hands-on training for airline employees and contractors who physically assist passengers with disabilities and handle passengers' wheelchairs, and specifies actions that airlines must take to protect passengers when a wheelchair is damaged or delayed during transport. Individual requirements in the final rule have varying implementation timelines, ranging from January 16, 2025 (the effective date of the final rule) to June 17, 2026 (wheelchair rule). On September 4, 2025, the Trump Administration released its Unified Agenda of Regulatory and Deregulatory Actions, outlining planned priorities, timelines, and policy directions across federal agencies. The agenda signals DOT's intent to roll back existing regulations, including the refund rule, ancillary fee rule, compensation rule, and wheelchair rule. DOT has already begun taking action, such as rescinding an Advance Notice of Proposed Rulemaking titled *"Airline Passenger Rights,"* which sought comments on requiring airlines to provide cash compensation, free rebooking, meal coverage, and overnight lodging with related transportation when disruptions are airline-caused.

The Aviation and Transportation Security Act mandates the federalization of certain airport security procedures and imposes additional security requirements on airports and airlines, most of which are funded by a per-ticket tax on passengers and a tax on airlines. Present and potential future security requirements may impose costs and inconvenience on travelers, potentially reducing the demand for air travel.

Similarly, there are a number of legislative and regulatory initiatives and reforms at the state and local levels in the U.S. that may affect airlines. These initiatives include increasingly stringent laws to protect the environment, wage/hour requirements, mandatory paid sick or family leave and healthcare mandates. These laws could affect our relationship with our workforce and the vendors that serve our airline and cause our expenses to increase without an ability to pass through these costs. In recent years, the airline industry has experienced an increase in litigation over the scope of the application of state and local employment laws to the airline industry. Application of these laws may result in operational disruption, increased litigation risk and impact our negotiated labor agreements. For example, we are currently involved in legal proceedings in California and other states concerning alleged violations of state labor laws including, among other things, overtime pay and violations of certain meal and rest break laws, and an adverse determination in any of these cases could adversely impact our operational flexibility and result in damages and fines, which could potentially be significant.

The results of our operations, demand for air travel and the manner in which we conduct business each may be affected by changes in law and future actions taken by governmental agencies, including:

- changes in law that affect the services that airlines can offer in particular markets and at particular airports, or the types of fares offered or fees that can be charged to passengers;
- the granting and timing of certain governmental approvals (including antitrust or foreign government approvals) needed for codesharing alliances, joint businesses and other arrangements with other airlines, and the imposition of regulatory investigations or commencement of litigation related to any of the foregoing;
- restrictions on competitive practices (for example, court orders, or agency regulations or orders, that would curtail an airline's ability to respond to a competitor);
- the adoption of new passenger security standards or regulations that impact customer service standards;
- restrictions on airport operations, such as restrictions on the use of slots at airports or the auction or reallocation of slot rights we currently hold;
- the adoption of more restrictive locally-imposed noise restrictions;
- the institution of airspace and overflight closures and restrictions; and

- restrictions on travel or special guidelines regarding aircraft occupancy or hygiene in response to outbreaks of illness, including the imposition of preflight testing regimes or vaccination confirmation requirements that have in the past and may in the future have the effect of reducing demand for air travel in the markets where such requirements are imposed.

Each additional regulation or other form of regulatory oversight increases costs and adds greater complexity to airline operations and, in some cases, may reduce the demand for air travel. There can be no assurance that the increased costs or greater complexity associated with our compliance with new rules, anticipated rules or other forms of regulatory oversight will not have a material adverse effect on us. Any significant reduction in air traffic capacity at and in the airspace serving key airports in the U.S. or overseas could have a material adverse effect on our business, results of operations and financial condition. In addition, the ATC system has not to date modernized sufficiently to meet the growing demand for U.S. air travel. Air traffic controllers rely on outdated procedures and technologies that routinely compel airlines, including ourselves, to fly inefficient routes or take significant delays on the ground. The ATC system's inability to manage existing travel demand, including due to staffing shortages, has led government agencies to implement short-term capacity constraints during peak travel periods or adverse weather conditions in certain markets, causing delays and disruptions of air traffic. The outdated technologies also cause the ATC system to be less resilient in the event of a failure, and past system disruptions have resulted in large-scale flight cancellations and delays. We experienced this challenge in January 2023 when an outage in the ATC Notice to Air Missions system led to a nationwide ground-stop for nearly two hours, resulting in significant operational disruption throughout the day, and in September 2025 when a local outage severely reduced traffic in the Dallas metropolitan area.

Even though the OBBBA includes $12.5 billion in additional funding for ATC infrastructure and modernization, the outcome of this initiative remains uncertain. For example, in the early 2000s, the FAA embarked on a path to modernize the national airspace system, including migration from the current radar-based ATC system to a GPS-based system. This modernization of the ATC system, generally referred to as "NextGen," has been plagued by delays and cost overruns, and it remains uncertain when the full array of benefits expected from this modernization will be available to the public and the airlines, including ourselves. Failure to update the ATC system and the substantial costs that may be imposed on airlines, including ourselves, to fully fund a modernized ATC system may have a material adverse effect on our business.

Our operating authority in international markets is subject to aviation agreements between the U.S. and the respective countries or governmental authorities, such as the EU, and in some cases, fares and schedules require the approval of the DOT and/or the relevant foreign governments. Moreover, alliances with international carriers may be subject to the jurisdiction and regulations of various foreign agencies. The U.S. government has negotiated "open skies" agreements with more than 130 trading partners. These agreements allow unrestricted route authority access between the U.S. and the foreign markets. While the U.S. has worked to increase the number of countries with open skies agreements, a number of significant markets, including China, do not have open skies agreements. In other instances, where there are open skies agreements, countries fail to fully implement the agreements or take actions that contravene the agreements. In these instances, we may be unable to fully realize the benefit of "open skies" agreements in foreign markets. In addition, bilateral and multilateral agreements among the U.S. and various foreign governments of countries we serve but which are not covered by an open skies treaty are subject to periodic renegotiation. We currently operate a number of international routes under government arrangements that limit the number of airlines permitted to operate on the route, the capacity of the airlines providing services on the route, or the number of airlines allowed access to particular airports. If an open skies policy were to be adopted for any of these markets, it could adversely impact us and could impair our related tangible and intangible assets. In addition, competition from foreign airlines, revenue-sharing joint ventures, joint business agreements, and other alliance arrangements by and among other airlines could impair the value of our business and assets on the open skies routes.

We can be adversely affected by any prolonged U.S. Government shutdown.

A prolonged disruption in U.S. federal government operations, including lapses in appropriations or extended continuing resolutions, has in the past and could in the future materially and adversely affect our business, financial condition and results of operations. When government agencies reduce or suspend operations, aviation system regulators —including the FAA and the TSA—may experience staffing constraints, furloughs, curtailed activities, and related operational limitations. In the fourth quarter of 2025, conditions led to mandated schedule reductions, strained air traffic control and security screening resources, reduced air traffic capacity at key U.S. airports, and increased delays and cancellations.

Shutdown-related uncertainty can also dampen both business and leisure travel demand and slow booking trends, causing short-term business challenges. In addition, curtailed FAA activities during shutdowns can delay regulatory

approvals and certifications necessary for airline operations, including those related to placing new aircraft into service, which can disrupt execution of fleet and growth plans.

Because the timing, duration, scope and operational effects of shutdowns and related capacity reduction mandates are uncertain—and can vary across airports and regions—future events of this nature could result in lower load factors and yields, higher unit costs, and reduced operational reliability. The cumulative impact of these factors could be material to our operations and financial performance.

We operate a global business with international operations that are subject to economic and political instability and have been, and in the future may continue to be, adversely affected by numerous events, circumstances or government actions beyond our control.

We operate a global business with significant operations outside of the U.S. Our current international activities and prospects have been, and in the future could be, adversely affected by government policies, reversals or delays in the opening of foreign markets, increased competition in international markets, the performance of our alliance, joint business and codeshare partners in a given market, exchange controls or other restrictions on repatriation of funds, currency and political risks (including changes in exchange rates and currency devaluations), environmental regulation, increases in taxes and fees and changes in international governmental regulation of our operations, including the inability to obtain or retain needed route authorities and/or slots, and new or evolved policies related to consumer protection policies. For example, the COVID-19 pandemic severely impacted the demand for international travel for a prolonged period, and resulted in the imposition of significant governmental restrictions on commercial air service to or from certain regions. We responded by temporarily suspending a significant portion of our long-haul international flights and delaying the introduction of certain new long-haul international routes.

We are subject to varying registration requirements and ongoing reporting obligations in the countries where we operate. Our permission to continue doing business in these countries may depend on our ability to timely fulfil or remedy any noncompliance with these and other governmental requirements. We may also be subject to the risk that relevant government agencies will be delayed in granting or renewing required approvals, including as a result of shutdowns, cybersecurity incidents or other events. Any lapse, revocation, suspension or delay in approval of our authority to do business in a given jurisdiction may prevent us from serving certain destinations and could adversely impact our business, financial condition and results of operations.

More generally, our industry may be affected by any deterioration in global trade relations, including shifts in the trade policies of the U.S. and other nations. For example, much of the demand for international air travel is the result of business travel in support of global trade. Should protectionist governmental policies, such as tariff or other trade barriers, travel limitations and other regulatory actions, have the effect of reducing global commercial activity, the result could be a material decrease in the demand for international air travel. Additionally, certain products and services we purchase, including certain of our aircraft and related parts, are sourced from suppliers located outside the U.S., and the imposition of new tariffs, or any increase in existing tariffs, by the U.S. government in respect of the importation of such products could materially increase the amounts we pay for them. In addition, should additional or different retaliatory tariffs be imposed, our business could be harmed.

We continue to examine any ongoing risks associated with Brexit, notably given the extent of our passenger and cargo traffic and that of our joint business partners that flows through LHR in the United Kingdom. The EU-UK Trade and Cooperation Agreement (TCA) has been in force since May 1, 2021. The TCA includes a set of review dates, including a general provision in Article 776 of the TCA for review of implementation of the entire TCA five years after it comes into force, and then every five years thereafter. The first review is due in 2026. We will continue to monitor whether the review will impact air traffic services and whether the UK government's desire for a reset in EU-UK relations will result in any material changes to the operation of air transport under the TCA. LHR remains a very important element of our international network and significant adverse changes to the EU-UK relationship could materially adversely affect our business, results of operations and financial condition.

Additionally, fluctuations in foreign currencies, including devaluations, exchange controls and other restrictions on the repatriation of funds, have significantly affected and may continue to significantly affect our operating performance, liquidity and the value of any cash held outside the U.S. in local currency. We cannot predict fluctuations in foreign currencies, including devaluations, which can significantly affect the value of our assets outside the United States. These conditions, devaluations or imposition of more stringent repatriation restrictions, may materially adversely affect our business, results of operations and financial condition.

We may be adversely affected by conflicts overseas, terrorist attacks or other acts of violence, domestically or abroad; the travel industry continues to face ongoing security concerns.

Acts of terrorism and other violence, domestically or abroad, or fear of such attacks, including elevated national threat warnings, wars or other military conflicts, may depress air travel, particularly on international routes, and cause declines in revenues and increases in costs. The September 11, 2001 attacks and continuing terrorist threats, attacks and attempted attacks materially impacted and continue to impact air travel. Increased security procedures introduced at airports since September 11, 2001 and any other such future measures generate higher operating costs for airlines. The Aviation and Transportation Security Act mandated improved flight deck security, deployment of federal air marshals on-board flights, improved airport perimeter access security, airline crew security training, enhanced security screening of passengers, baggage, cargo, mail, employees and vendors, enhanced training and qualifications of security screening personnel, additional provision of passenger data to the U.S. Customs and Border Protection Agency and enhanced background checks. A concurrent increase in airport security charges and procedures, such as restrictions on carry-on baggage, has also had and may continue to have a disproportionate impact on short-haul travel, which constitutes a significant portion of our flying and revenue. Implementation of and compliance with increasingly complex security and customs requirements will continue to result in increased costs for us and our passengers, and have caused and likely will continue to cause periodic service disruptions and delays. We have at times found it necessary or desirable to make significant expenditures to comply with security-related requirements while seeking to reduce their impact on our customers, such as expenditures for automated security screening lines at airports. As a result of competitive pressure, and the need to improve security screening throughput to support the pace of our operations, it is unlikely that we will be able to capture all security-related costs through increased fares. We cannot forecast what new security requirements may be imposed in the future, or their impact on our business. In addition, avoiding areas of armed conflict or locations inaccessible to us due to geopolitical factors can impact our operations and financial results. For instance, airspace closures or restrictions may require us to alter flight paths or make further operational adjustments, such as changes to preferred diversion locations, thereby increasing the distance, duration and amount of fuel required to operate certain international flights, in particular relative to competitors not subject to these airspace restrictions. Armed conflicts in or affecting international markets we serve could also adversely impact our business by, among other things, depressing demand for travel to certain regions or requiring us to suspend air service to certain destinations. Recent or threatened armed conflicts, security events and geopolitical risks, involving countries such as Cuba, Iran, Israel, Russia, Ukraine and Venezuela, could impact our business. The outbreak or spread of armed conflict and security threats could force us to make additional reductions or changes to our service and could result in volatility in oil markets, disruptions to global trade and airspace restrictions, which could materially increase our costs or impact our supply chains.

We are subject to risks associated with climate change, including increased regulation of our GHG emissions, changing consumer preferences and the potential for increased impacts of severe weather events on our operations and infrastructure.

Global efforts to address climate change have prompted regulators worldwide to promulgate regulations to reduce GHG emissions, including those from the airline industry. Several countries and U.S. states have adopted or are considering adopting programs, including potentially new taxes, designed to cap or reduce aviation's GHG emissions. In addition, certain airports have proposed, and in the future could adopt, GHG emission or climate-related goals or measures that could impact our operations or require us to make further investments in our infrastructure. These regulations may also lead to attempts to adopt requirements or change business environments related to aviation that may result in increased costs to us and the airline industry.

Internationally, ICAO has adopted rules, including those pertaining to CORSIA, which will require us to mitigate the growth of emissions associated with a significant majority of our international flights. At this time, the costs of complying with our future obligations under CORSIA are uncertain, primarily due to significant uncertainty with respect to the status of the U.S. government implementation of CORSIA requirements, the future growth of covered GHG emissions, the supply and price of eligible carbon credits and the future development of the market for eligible renewable fuels.

We and other airlines are increasingly subject to an unpredictable and inconsistent array of international, national and regional emissions restrictions, creating a patchwork of complex regulatory requirements that could lead to increased expenses related to the emissions of our flights. Furthermore, recent implementation of and potential for other new regulatory initiatives to reduce airline GHG emissions may increase our compliance costs. For more information on these regulatory developments, see "*Environmental Matters"* under Part I, Item 1. Business – *"Domestic and Global Regulatory Landscape.*"

We have published a number of sustainability-related targets and goals, including reducing our GHG emissions and the GHG-intensity of our operations. These goals are often long-term in nature, and in many cases rely on assumptions about the future availability and efficacy of technologies that are not yet commercially viable or do not yet exist. Our ability to meet our publicly stated targets depends on a number of factors outside our control, including the ability of third parties, such as engine and airframe manufacturers, SAF producers and other industry participants, to timely develop and commercialize these technological solutions at scale and competitive prices.

In addition, as part of our emissions reduction goals, we and other airlines have publicly announced future targets to increase our use of SAF. Industrial production of SAF continues to be small in scale and well below the volumes needed to meet these goals. Furthermore, current SAF prices are significantly higher than the price of conventional jet fuel. While production capacity is expected to grow in the coming years, we anticipate that SAF will remain significantly more costly than conventional jet fuel. To secure SAF supply, we have entered into multiple agreements for the purchase of current and future SAF production, and we continue to engage with producers regarding potential future SAF purchases, which may include investments and other commitments to support these producers. Certain existing or potential future agreements pertain to SAF production from facilities that are planned but not yet financed and may utilize technology that has not been proven on a commercial scale. There is no assurance that these facilities will be built or that they will meet contracted production timelines and volumes. In the event that SAF is not delivered on schedule or in sufficient volumes, there can be no assurance that we will be able to source a supply of SAF sufficient to meet our stated goals, or that we will be able to do so on favorable economic terms.

We face risks associated with allegations or similar claims that our public statements, including but not limited to press releases, advertising campaigns, marketing programs or commercial offerings describing our sustainability efforts are exaggerated, unsubstantiated or inconsistent with then-current regulations, sometimes referred to as “greenwashing.” We could be subject to litigation or regulatory enforcement actions challenging the basis for such statements which could be costly and disruptive, whether or not meritorious.

Additionally, growing recognition among consumers of the risks of climate change may mean some customers choose to fly less frequently or fly on an airline they perceive as operating in a manner that produces fewer GHG emissions. Business customers may choose to use alternatives to travel, such as virtual meetings and workspaces. Greater development of high-speed rail in markets now served by short-haul flights could provide passengers with lower-carbon alternatives to flying with us. Our collateral to secure loans, in the form of aircraft, airport slots, gates and routes, could lose value as customer demand shifts and economies move to low-carbon alternatives, which may increase our financing costs.

Finally, the potential acute and chronic physical effects of climate change, such as increased frequency and severity of storms, floods, fires, sea-level rise, excessive heat, longer-term changes in weather patterns and other climate-related events, could affect our operations, infrastructure and financial results as well as the safety of our customers and team members. Operational impacts, such as more frequent or widespread flight cancellations, could result in loss of revenue. We could incur significant costs to improve the climate resiliency of our infrastructure and operations and otherwise prepare for, respond to, and mitigate such physical effects of climate change. We are not able to predict accurately the materiality of any potential losses or costs associated with the physical effects of climate change.

We are subject to various risks associated with environmental and social matters.

There is increased scrutiny from investors, customers, policymakers, regulators and other stakeholders regarding company management of climate change, human capital and other environmental and social matters. We engage in various initiatives and programs to manage these matters and address stakeholder expectations. However, such initiatives and programs can be costly and at times controversial; they also may not achieve their intended outcome. Moreover, we cannot guarantee that our approach will align with the expectations or preferences of any particular stakeholder. Various stakeholders have different, and at times conflicting, expectations. For example, while some policymakers (such as the State of California and the European Union) have adopted requirements for various disclosures or actions on environmental and social matters, policymakers in other jurisdictions have sought to constrain companies’ consideration of such matters in certain circumstances.

We are subject to many forms of environmental and noise regulation and may incur substantial costs as a result.

We are subject to a number of increasingly stringent federal, state, local and foreign laws, regulations and ordinances relating to the protection of human health and the environment and noise reduction, including those relating to emissions

to the air, discharges to land and surface and subsurface waters, safe drinking water, and the management of hazardous substances, oils and waste materials. This universe of substances is evolving to encompass many substances not previously regulated. Compliance with environmental laws and regulations can require significant expenditures, and violations can lead to significant fines and penalties, as well as civil liability.

We are also subject to other environmental laws and regulations, including those that require us to investigate and remediate soil or groundwater to meet certain remediation standards. Under federal law, generators of waste materials, and current and former owners or operators of facilities, can be subject to liability for investigation and remediation costs at locations that have been identified as requiring response actions. Liability under these laws may be retroactive, strict, joint and several, meaning that we could be liable for the costs of cleaning up environmental contamination regardless of when it occurred, fault or the amount of waste directly attributable to us. We have liability for investigation and remediation costs at various domestic sites, although such costs currently are not expected to have a material adverse effect on our business.

Governmental authorities in the U.S. and abroad (including in the EU) are increasingly focused on potential contamination resulting from the use of certain chemicals, most notably per- and polyfluoroalkyl substances (PFAS). Products containing PFAS have been used in manufacturing, industrial, and consumer applications over many decades, including those related to aviation. Among other things, recent changes to federal requirements for firefighting foams containing PFAS, as well as related state regulations affecting their use, will require operational and infrastructure changes. In February 2024, the EPA published, for public comment, a new rulemaking to list nine PFAS as hazardous constituents under the Resource Conservation and Recovery Act. In April 2024, the EPA published a final rule designating two PFAS substances (perfluorooctanoic acid and perfluorooctanesulfonic acid) as hazardous substances under the Comprehensive Environmental Response, Compensation, and Liability Act. This rule requires entities to immediately report releases of such substances that meet or exceed the reportable quantity to EPA's National Response Center. These rulemakings could require additional oversight and management of PFAS-containing materials and waste. We may incur costs in connection with current and future reporting obligations, costs related to materials management and historic usage and disposal of PFAS-containing materials, transitioning away from the usage of PFAS-containing products and firefighting systems, or remediating any environmental impacts.

We have various leases and agreements with respect to real property, tanks and pipelines with airports and other operators. Under these leases and agreements, we have agreed to indemnify the lessor or operator against environmental liabilities associated with the real property or operations described under the agreement, even in certain cases where we are not the party responsible for the initial event that caused the environmental damage. We also participate in leases with other airlines in fuel consortiums and fuel committees at airports, and such indemnities are generally joint and several among the participating airlines.

Governmental authorities in several U.S. and foreign cities are also considering, or have already implemented, aircraft noise reduction programs, including the imposition of nighttime curfews and limitations on daytime take offs and landings as well as setting an annual flight cap from specific cities. We have been able to accommodate local noise restrictions imposed to date, but our operations could be adversely affected if locally-imposed regulations become more restrictive or widespread. At the international level, we are closely monitoring noise-related regulations and relevant standards set forth in aviation agreements between the U.S. government and other applicable authorities. The FAA is also currently evaluating possible changes to how aircraft noise is measured and the resulting standards that are based on them. Ultimately, these changes could have an impact on, or limit, our operations, or make it more difficult for the FAA to modernize and increase the efficiency of the airspace and airports we utilize. However, at this time we do not expect such impact to be material.

A high level of pilot retirements, stringent duty time regulations, increased flight hour requirements for commercial airline pilots, reductions in the number of military pilots entering the commercial workforce, increased training requirements and other factors have caused a shortage of pilots that could materially adversely affect our business.

Commencing in 2013, the time and cost commitment required to become licensed to fly commercial aircraft has increased. Additionally, the number of military pilots being trained by the U.S. armed forces and available as commercial pilots upon their retirement from military service has decreased.

These and other factors have contributed to a shortage of pilots that at times have been severe and increased compensation costs. We believe that pilot shortages will remain a problem for the foreseeable future. The pilot shortage has been most acute for regional airlines. It remains possible that our regional airline subsidiaries and other regional

partners could have difficulties hiring adequate numbers of pilots to meet their needs, which could result in a reduction in the number of flights offered, operational disruptions, increased compensation expense and costs of operations, financial difficulties and other adverse effects.

We depend on a limited number of suppliers for aircraft, aircraft engines and parts. Delays in scheduled aircraft deliveries, unexpected grounding of aircraft or aircraft engines whether by regulators or by us, or other loss of anticipated fleet capacity, and failure of new aircraft to receive regulatory approval, be produced or otherwise perform as and when expected, adversely impacts our business, results of operations and financial condition.

We depend on a limited number of suppliers for aircraft, aircraft engines and many aircraft and engine parts. For example, all of our mainline aircraft were manufactured by either Airbus or Boeing and all of our regional aircraft were manufactured by either Bombardier or Embraer. Further, our supplier base continues to consolidate as evidenced by the cessation of production of Bombardier regional aircraft that we and our regional partners currently operate in large numbers. Due to the limited number of suppliers, constraints on production capacity, large order books and long production lead times, manufacturers have faced and are expected to continue to face challenges in timely fulfilling our aircraft on order, and we may face competition from other carriers in securing an adequate supply of aircraft in the future. If new aircraft orders are not filled on a timely basis, we could face higher financing and operating costs than planned. The limited number of these suppliers may also result in reduced competition and potentially higher prices than if the supplier base was less concentrated. In addition, we are vulnerable to any problems associated with the performance of these suppliers' obligation to supply key aircraft, parts and engines, including design defects, mechanical problems, contractual performance by suppliers or adverse perception by the public that would result in customer avoidance of any of our aircraft. We may also experience delivery delays with respect to components or equipment that we have contracted to purchase from third-party suppliers (so-called "buyer-furnished equipment") and required for the outfitting of our aircraft. Failure of our suppliers to timely deliver such components or equipment has in the past and could in the future delay certification of these aircraft or components and their entry into service, and could prevent us from financing such aircraft, requiring us to pay for new deliveries using cash on hand. If the aircraft we receive do not meet expected performance or quality standards, including with respect to fuel efficiency, safety and reliability, we could also face higher financing and operating costs than planned and our business, results of operations and financial condition could be adversely impacted. We are also subject to the risk that action by the FAA or any other regulatory authority could result in an inability to certify or operate our aircraft, even temporarily. For instance, in March 2019, the FAA ordered the grounding of all Boeing 737 MAX Family aircraft, which remained in place for over a year and was not lifted in the United States until November 2020. An additional grounding of Boeing aircraft occurred in January 2024 involving the Boeing 737-9 MAX, a model that we do not operate. Regulatory concerns raised by the FAA also previously forced Boeing to suspend deliveries of certain 787 aircraft, temporarily resulting in significant reductions to our planned long-haul flying. More generally, we have recently experienced delivery delays across manufacturers of aircraft engines and components due to regulatory matters such as those described above. There is also the prospect that new aircraft models will continue to face certification delays further impeding the delivery of new aircraft to the airline industry and increasing competition for the production capacity that is available. There have also been challenges leading to aircraft delivery delays specifically around the certification of new seats and seat designs. In addition, we source a portion of our aircraft, aircraft engines and parts from outside the U.S., and any tariffs imposed may lead to higher costs, negatively affect our supply chains and adversely affect our business and results of operations. For example, there are presently in place tariffs on certain goods, including aircraft, from Brazil, which is the sole source of our new regional jets. Finally, we also face supply chain risks from disruptions in global trade, including the imposition of tariffs and non-tariff barriers with respect to aircraft and related parts that we are not able to mitigate.

The success of our business depends on, among other things, effectively managing the number and types of aircraft we operate. If, for any reason, we are unable to accept or secure deliveries of new aircraft on contractually scheduled delivery timelines, our business, results of operations and financial condition could be negatively impacted. Our failure to integrate newly purchased aircraft into our fleet as planned might require us to seek extensions of the terms for some leased aircraft or otherwise delay the exit of certain aircraft from our fleet, and in certain cases, may require us to undertake costly refurbishments or maintenance of such aircraft. Such unanticipated extensions or delays, which as noted above have recently been relatively commonplace among manufacturers of commercial aircraft, may require us to operate existing aircraft beyond the point at which it is economically optimal to retire them, resulting in increased maintenance costs, or reductions to our schedule, thereby reducing revenues. Repeated or prolonged delays in the production, delivery or induction of our new aircraft could also require us to scale back our growth plans, reduce frequencies or forgo service entirely to certain markets, which could adversely affect our business, financial condition and results of operations.

We rely on third-party distribution channels and must effectively manage the costs, rights and functionality of these channels.

While our priority is to migrate an increasing portion of our customers to our modern, direct distribution channels in lieu of third party channels, we continue to rely on third-party distribution channels, including those provided by or through global distribution systems (GDSs) (e.g., Amadeus, Sabre and Travelport), conventional travel agents, travel management companies and OTAs (e.g., Expedia, including its booking sites Orbitz and Travelocity, and Booking Holdings, including its booking sites Kayak and Priceline), to distribute a significant portion of our airline tickets, and we expect in the future to continue to rely on these channels. We are also dependent upon the ability and willingness of these distribution channels to expand their ability to distribute and collect revenues for ancillary products (e.g., fees for selective seating). These distribution channels are more expensive and at present have less functionality in respect of ancillary product offerings than those we operate ourselves, such as our website at *www.aa.com*. Certain of these distribution channels also effectively restrict the manner in which we distribute our products generally.

To remain competitive, we will need to manage successfully our distribution costs and rights, increase our distribution flexibility, continue to migrate the distribution of tickets to our proprietary and other modern distribution channels, and improve the functionality of our distribution channels, while maintaining an industry-competitive cost structure and a high level of customer satisfaction. Further, as distribution technology changes, we will need to continue to update our technology by acquiring new technology from third parties, building the functionality ourselves, or a combination thereof, which in any event will likely entail significant technological and commercial risk and involve potentially material investments. These imperatives may affect our relationships with conventional travel agents, travel management companies, GDSs and OTAs, including if consolidation of conventional travel agents, travel management companies, GDSs or OTAs continues, or should any of these parties seek to acquire other technology providers thereby potentially limiting our technology alternatives. For example, as previously reported, during the second quarter of 2024 we concluded that certain commercial initiatives designed to, among other things, migrate customers to our modern, direct distribution channels contributed to softness in customer bookings relative to our expectations, and we reversed many of these measures late in the quarter. Any inability to manage our third-party distribution costs, rights and functionality at a competitive level or any material diminishment or disruption in the distribution of our tickets could have a material adverse effect on our business, results of operations and financial condition.

If we are unable to obtain and maintain adequate facilities and infrastructure throughout our system and, at some airports, adequate slots, we may be unable to operate our existing flight schedule and to expand or change our route network in the future, which may have a material adverse impact on our operations.

In order to operate our existing and proposed flight schedule and, where desirable, add service along new or existing routes, we must be able to maintain and/or obtain adequate gates, check-in counters, operations areas, operations control facilities and administrative support space. As airports around the world become more congested, it may not be possible for us to ensure that our plans for new service can be implemented in a commercially viable manner, given operating constraints at airports throughout our network, including those imposed by inadequate facilities at desirable airports.

There is presently a significant amount of capital spending underway at major airports in the United States, including large projects underway at a number of airports where we have significant operations, such as O'Hare International Airport (ORD), DFW, Charlotte Douglas International Airport, Miami International Airport and Los Angeles International Airport (LAX). More generally, following long periods of underinvestment, there is a trend among airports in the United States to engage in significant, expensive expansion, remodeling and infrastructure improvement projects. This spending increases costs to airlines and the traveling public that has and will continue to use those facilities as the airports generally recover their investments through increased rental, landing and other facility costs. In some circumstances, such costs could be imposed by the relevant airport authority without our approval. Accordingly, our operating costs are expected to increase significantly at many airports at which we operate, including a number of our hubs and gateways, as a result of capital spending projects currently underway and additional projects that we expect to commence over the next several years. Escalating airport costs, especially at one of our major hubs, could also force us to revise our growth plans or redirect flying to more cost-effective airports.

In addition, operations at three major domestic airports, certain smaller domestic airports and many foreign airports we serve are regulated by governmental entities through allocations of slots or similar regulatory mechanisms that limit the rights of carriers to conduct operations at those airports. Each slot represents the authorization to land at or take off from the particular airport during a specified time period and may impose other operational restrictions as well. In the U.S., the DOT and the FAA currently regulate the allocation of slots or slot exemptions at DCA and two New York City airports: JFK and LGA. Our operations at these airports generally require the allocation of slots or similar regulatory authority. In

addition to slot restrictions, operations at DCA and LGA are also limited based on a so-called “perimeter rule” which generally limits the stage length of the flights that can be operated from those airports to 1,250 and 1,500 miles, respectively. Similarly, our operations at LHR, international airports in Frankfurt, Paris, Tokyo and other airports outside the U.S. are regulated by local slot authorities pursuant to the International Airline Trade Association Worldwide Scheduling Guidelines and/or applicable local law. Termination of slot controls or other operational restrictions at some or all of the foregoing airports could affect our operational performance and competitive position. We currently 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. However, there is no assurance that we will be able to obtain sufficient slots or analogous authorizations in the future or as to the cost of acquiring such rights because, among other reasons, such allocations are often sought after by other airlines and are subject to changes in governmental policies. During periods of reduced demand for air travel, we presently and may in the future rely on exemptions granted by applicable authorities from the requirement that we continuously use certain slots, gates and routes or risk having such operating rights revoked, and depending on the applicable authority these exemptions can vary in the way they are structured and applied. We cannot predict whether such exemptions will be made available, whether they will be granted on the same or similar terms as in past instances, or whether we ultimately could be at risk of losing valuable operating rights. If we are forced to surrender slots or other rights, we may be unable to provide our desired level of service to or from certain destinations in the future. We cannot provide any assurance that regulatory changes resulting in changes in the application of slot controls or the allocation of or any reallocation of existing slots, the continued enforcement or termination of a perimeter rule or similar regulatory regime will not have a material adverse impact on our operations.

Our ability to provide service can also be impaired at airports where the airport gates and other facilities are inadequate to accommodate all of the service that we would like to provide, or where we have no access to gates at all.

Any limitation on our ability to acquire or maintain adequate gates, ticketing facilities, operations areas, operations control facilities, slots (where applicable), or office space could have a material adverse effect on our business, results of operations and financial condition.

Interruptions or disruptions in service at one of our key facilities could have a material adverse impact on our operations.

We operate principally through our hubs in Charlotte, Chicago, Dallas/Fort Worth, Los Angeles, Miami, New York, Philadelphia, Phoenix and Washington, D.C. and partner gateways including London Heathrow (among others). Substantially all of our flights either originate at or fly into one of these locations. A significant interruption or disruption in service at one of our hubs, gateways or other airports where we have a significant presence, resulting from air traffic control delays, weather conditions, natural disasters, cybersecurity incidents, growth constraints, performance by third-party service providers (such as electric utility or telecommunications providers), failure of computer systems, disruptions at airport facilities and equipment or other key facilities used by us to manage our operations (including as a result of social or environmental activism), labor relations, power supplies, fuel supplies, terrorist activities, or other reasons could result in the cancellation or delay of a significant portion of our flights and, as a result, could have a severe impact on our business, results of operations and financial condition. We have limited control, particularly in the short term, over the operation, quality or maintenance of many of the services on which our operations depend and over whether vendors of such services will improve or continue to provide services that are essential to our business.

Increases in insurance costs or reductions in insurance coverage may adversely impact our operations and financial results.

We maintain 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 risk incident to our business. Emerging threats such as cyberattacks, artificial intelligence-related risks, or geopolitical instability could further challenge insurance availability and affordability. Additionally, the occurrence or persistence of certain events, including armed conflicts, could also impact our ability to obtain commercial insurance coverage against certain risks, or to obtain such insurance on commercially acceptable terms. If we are unable to maintain adequate insurance coverage or to secure suitable alternatives outside the commercial insurance markets, our business could be materially and adversely affected. Additionally, severe disruptions in the domestic and global financial markets could adversely impact the claims paying ability of some insurers. Future downgrades in the ratings of enough insurers could adversely impact both the availability of appropriate insurance coverage and its cost. Because of competitive pressures in our industry, our ability to pass along additional insurance costs to passengers is limited. As a result, further increases in insurance costs or reductions in available insurance coverage could have an adverse impact on our financial results.

The airline industry is heavily taxed.

The airline industry is subject to extensive government fees and taxation that negatively impact our revenue and profitability. The U.S. airline industry is one of the most heavily taxed of all industries. These fees and taxes have grown significantly in the past decade for domestic flights, and various U.S. fees and taxes also are assessed on international flights. For example, as permitted by federal legislation, most major U.S. airports impose a per-passenger facility charge on us. In addition, the governments of foreign countries in which we operate impose on U.S. airlines, including us, various fees and taxes, and these assessments have been increasing in number and amount. Moreover, we are obligated to collect a federal excise tax, commonly referred to as the "ticket tax," on domestic and certain international air transportation. We collect the excise tax, along with certain other U.S. and foreign taxes and user fees on air transportation (such as passenger security fees), and pass along the collected amounts to the appropriate governmental agencies. Although these taxes and fees are not our operating expenses, they represent an additional cost to our customers. There are continuing efforts in Congress and in other countries to raise different portions of the various taxes, fees, and charges imposed on airlines and their passengers, including the passenger facility charge, and we may not be able to recover all of these charges from our customers. Increases in such taxes, fees and charges could negatively impact our business, results of operations and financial condition.

Under DOT regulations, all governmental taxes and fees must be included in the prices we quote or advertise to our customers. Due to the competitive revenue environment, many increases in these fees and taxes have been absorbed by the airline industry rather than being passed on to the customer. Further increases in fees and taxes may reduce demand for air travel, and thus our revenues.

Risks Related to Ownership of AAG Common Stock

The price of AAG common stock has been and may in the future be volatile.

The market price of AAG common stock has fluctuated substantially in the past, and may fluctuate substantially in the future, due to a variety of factors, many of which are beyond our control, including:

- the effects of external events, such as global health epidemics, on our business or the U.S. and global economies;
- macro-economic conditions, including the price of fuel;
- changes in market values of airline companies as well as general market conditions;
- our operating and financial results failing to meet the expectations of securities analysts or investors;
- changes in financial estimates or recommendations by securities analysts;
- changes in our level of outstanding indebtedness and other obligations;
- changes in our credit ratings;
- material announcements by us or our competitors;
- new regulatory pronouncements and changes in regulatory guidelines;
- general and industry-specific economic conditions;
- changes in our key personnel;
- inclusion of our common stock in broad market indexes favored by passive investors;
- investor preferences to invest in certain sectors, including large technology companies in lieu of industrial or transportation companies;
- public or private sales of a substantial number of shares of AAG common stock or issuances of AAG common stock upon the exercise or conversion of restricted stock unit awards, stock appreciation rights, or other securities that may be issued from time to time, including warrants we have issued in connection with our receipt of funds under the Coronavirus Aid, Relief, and Economic Security Act (CARES Act), Subtitle A of Title IV of Division N of the Consolidated Appropriations Act, 2021 (the PSP Extension Law) and the American Rescue Plan Act of 2021 (ARP);

- increases or decreases in reported holdings by insiders or other significant stockholders;
- fluctuations in trading volume; and
- technical factors in the public trading market for our stock that may produce price movements that may or may not comport with macro, industry or company-specific fundamentals, including, without limitation, the sentiment of retail investors (including as may be expressed on financial trading and other social media sites), the amount and status of short interest in our securities, access to margin debt, trading in options and other derivatives on our common stock and any related hedging and other technical trading factors.

The closing price of our common stock on the Nasdaq Global Select Market varied from $9.07 to $18.66 during 2025 and $13.30 to $16.00 during 2026 year-to-date through February 13, 2026. At times, fluctuations in our stock price have been rapid, imposing risks on investors due to the possibility of significant, short-term price volatility. While we believe that in recent years this wide range of trading prices has largely reflected the changing prospects for a large airline, based in part on the commentary of market analysts, that the trading price of our common stock has at times been influenced by the technical trading factors discussed in the last bullet above. On some occasions, market analysts have explained fluctuations in our stock price by reference to purported “short squeeze” activity. A “short squeeze” is a technical market condition that occurs when the price of a stock increases substantially, forcing market participants who had taken a position that its price would fall (i.e., who had sold the stock “short”), to buy it, which in turn may create significant, short-term demand for the stock not for fundamental reasons, but rather due to the need for such market participants to acquire the stock in order to forestall the risk of even greater losses. A “short squeeze” condition in the market for a stock can lead to short-term conditions involving very high volatility and trading that may or may not track fundamental valuation models.

Our ability to utilize our net operating losses (NOLs) and other carryforwards may be limited.

Under the Internal Revenue Code of 1986, as amended (the Code), a corporation is generally allowed a deduction for NOLs carried over from prior taxable years. At December 31, 2025, we had approximately $11.9 billion of gross federal NOLs and $6.0 billion of other carryforwards available to reduce future federal taxable income, of which $1.6 billion will expire beginning in 2033 if unused and $16.3 billion can be carried forward indefinitely. We also had approximately $5.0 billion of NOL carryforwards to reduce future state taxable income at December 31, 2025, which will expire in taxable years 2025 through 2045 if unused. Our NOL carryforwards are subject to adjustment on audit by the Internal Revenue Service and the respective state taxing authorities.

Our ability to use our NOLs and other carryforwards depends on the amount of taxable income generated in future periods. There can be no assurance that an additional valuation allowance on our net deferred tax assets will not be required should our financial performance be negatively impacted in the future. Such valuation allowance could be material.

An ownership change may severely limit or effectively eliminate our ability to utilize our NOL carryforwards and other tax attributes. In connection with the expiration in December 2021 of certain transfer restrictions applicable to substantial shareholders contained in our Certificate of Incorporation, the Board of Directors of AAG adopted a tax benefit preservation plan (the Tax Benefit Preservation Plan) in order to preserve our ability to use our NOLs and certain other tax attributes to reduce potential future income tax obligations. The Tax Benefit Preservation Plan was subsequently ratified by our stockholders at the 2022 Annual Meeting of Stockholders of AAG. On October 31, 2024, AAG entered into Amendment No. 1 to the Tax Benefit Preservation Plan to extend the expiration date to October 29, 2027, which was subsequently approved by our stockholders at the 2025 Annual Meeting of Stockholders of AAG. The Tax Benefit Preservation Plan is designed to reduce the likelihood that we experience an ownership change by deterring certain acquisitions of AAG common stock. There is no assurance, however, that the deterrent mechanism will be effective, and such acquisitions may still occur. In addition, the Tax Benefit Preservation Plan may adversely affect the marketability of AAG common stock by discouraging existing or potential investors from acquiring shares of AAG common stock, because any non-exempt third party that acquires 4.9% or more of the then-outstanding shares of AAG common stock would suffer substantial dilution of its ownership interest in AAG.

AAG's Certificate of Incorporation, Bylaws and Tax Benefit Preservation Plan include provisions that limit voting and acquisition and disposition of our equity interests and specify an exclusive forum for certain stockholder disputes.

Our Certificate of Incorporation and Bylaws include significant provisions that limit voting and ownership and disposition of our equity interests as described in Part II, Item 5. Market for American Airlines Group's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities - "*Ownership Restrictions*" and AAG's Description of the Registrants' Securities Registered Pursuant to Section 12 of the Exchange Act, which is filed as Exhibit 4.1 hereto. Further restrictions are set forth in our Tax Benefit Preservation Plan, which was filed as Exhibit 4.1 to AAG's Current Report on Form 8-K filed on December 22, 2021 and amendments to the Tax Benefit Preservation Plan, filed as Exhibit 4.1 to AAG's Current Report on Form 8-K filed on November 1, 2024. These restrictions, including the ownership limitations described above in *"Our ability to utilize our net operating losses (NOLs) and other carryforwards may be limited"*, may adversely affect the ability of certain holders of AAG common stock and our other equity interests to vote such interests and adversely affect the ability of persons to acquire shares of AAG common stock and our other equity interests.

Our Certificate of Incorporation and Bylaws also specify that the Court of Chancery of the State of Delaware shall be the exclusive forum for substantially all disputes between us and our stockholders. We do not intend for this exclusive forum provision to 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. Our Bylaws further provide that the federal district courts of the United States shall be the exclusive forum for claims under the Securities Act. The forum selection provisions may restrict a stockholder's ability to bring a claim against us or our directors or officers in a forum that it finds favorable, which may discourage stockholders from bringing such claims at all. Alternatively, if a court were to find the forum selection provisions contained in our Certificate of Incorporation and Bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in another forum, which could materially adversely affect our business, financial condition and results of operations.

Certain provisions of AAG's Certificate of Incorporation and Bylaws make it difficult for stockholders to change the composition of our Board of Directors and may discourage takeover attempts that some of our stockholders might consider beneficial.

Certain provisions of our Certificate of Incorporation and Bylaws, as currently in effect, may have the effect of delaying or preventing changes in control if our Board of Directors determines that such changes in control are not in our best interest and the best interest of our stockholders. These provisions include, among other things, the following:

- advance notice procedures for stockholder proposals to be considered at stockholders' meetings;
- the ability of our Board of Directors to fill vacancies on the board;
- a prohibition against stockholders taking action by written consent;
- stockholders are restricted from calling a special meeting unless they hold at least 20% of our outstanding shares and follow the procedures provided for in the Bylaws;
- a requirement that holders of at least 80% of the voting power of the shares entitled to vote in the election of directors approve any amendment of our Bylaws submitted to stockholders for approval; and
- super-majority voting requirements to modify or amend specified provisions of our Certificate of Incorporation.

These provisions are not intended to prevent a takeover, but are intended to protect and maximize the value of the interests of our stockholders. While these provisions have the effect of encouraging persons seeking to acquire control of our company to negotiate with our Board of Directors, they could enable our Board of Directors to prevent a transaction that some, or a majority, of our stockholders might believe to be in their best interest and, in that case, may prevent or discourage attempts to remove and replace incumbent directors. In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law, which restricts business combinations with interested stockholders. Interested stockholders do not include stockholders whose acquisition of our securities is approved by the Board of Directors prior to the investment under Section 203.

The issuance or sale of shares of our common stock or rights to acquire shares of our common stock could depress the trading price of our common stock.

We may conduct future offerings of material amounts of our common stock, preferred stock or other securities that are convertible into or exercisable for our common stock to finance our operations, to fund acquisitions, or for any other purposes at any time and from time to time. Further, additional shares of our common stock may be issued in connection with the exercise of warrants originally issued by AAG to the U.S. Department of Treasury. If these additional shares or securities are issued or sold, or if it is perceived that they will be sold, the trading price of our common stock could decline substantially. If we issue additional shares of our common stock or rights to acquire shares of our common stock, if any of our existing stockholders sells a substantial amount of our common stock, or if the market perceives that such issuances or sales may occur, then the trading price of our common stock could decline substantially.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Cybersecurity Risk Management and Strategy

The safety and security of our customers and team members is our top priority. This includes working to put in place appropriate administrative, physical and technical cybersecurity safeguards to help protect our assets that keep our operation running and securely store the information in our care. We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our systems and information.

We have created, and assess our program against, an integrated cybersecurity framework using various National Institute of Standards and Technology (NIST) security standards, guidelines and best practices. This does not imply that we meet any particular technical standards, specifications, or requirements, only that we use various NIST security standards, guidelines and best practices to identify, assess, and manage cybersecurity risks relevant to our business.

Our cybersecurity risk management program is overseen by our Executive Cybersecurity Risk Group (ECRG) which is comprised of our Chief Digital and Information Officer (CDIO), Chief Financial Officer and Chief Legal Officer. The ECRG, working with our Chief Information Security Officer (CISO), assists the Board of Directors and our senior leadership team in fulfilling their responsibilities for cybersecurity governance, approval and oversight through the periodic reporting and review of security strategy and risk management practices. Our cybersecurity risk management program is integrated into our overall risk management processes and shares common reporting channels and governance processes that apply across the enterprise to other legal, compliance, strategic, operational, and financial risk governance programs.

Our cybersecurity risk management program includes:

- risk assessments designed to help identify material risks from cybersecurity threats to our critical systems, information, and our broader enterprise information technology environment;
- a cybersecurity team principally responsible for managing our (1) cybersecurity risk assessment processes, (2) security controls, (3) vulnerability management program and (4) detection and response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls;
- policies, procedures and standards that are utilized to outline expectations, guidelines and best practices for managing cybersecurity risks;
- cybersecurity awareness training for our employees, incident response personnel and senior management;
- a cybersecurity incident response plan that (1) includes procedures for responding to cybersecurity incidents and (2) is periodically tested through exercises; and
- a third-party risk management process for critical information technology service providers, suppliers, and vendors.

We are constantly assessing our environment for cybersecurity threats, and we face risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations or financial condition. At the time of this filing, we have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations or financial condition. See Part I, Item 1A. Risk Factors – "*Evolving data privacy requirements (in particular, compliance with applicable federal, state and foreign laws relating to handling of personal information about individuals) could increase our costs, and any significant data privacy incident could disrupt our operations, harm our reputation, expose us to legal risks and otherwise materially adversely affect our business, results of operations and financial condition.*"

Cybersecurity Governance

Our Board of Directors considers cybersecurity risk as part of its risk oversight function and has delegated to the Audit Committee oversight of cybersecurity and other information technology risks. In turn, the Audit Committee oversees management's implementation of our cybersecurity risk management program.

The Audit Committee receives quarterly reports from management on our cybersecurity risks. In addition, management updates the Audit Committee, as necessary, regarding any material cybersecurity incidents, as well as certain incidents with lesser impact potential.

The Audit Committee reports to the full Board of Directors regarding its activities, including those related to cybersecurity. The full Board of Directors also receives periodic briefings from management on our cybersecurity risk management program. Board of Director members receive presentations on cybersecurity topics from a combination of our CDIO, CISO, Deputy General Counsel – Chief Privacy and Data Protection Officer, internal security staff, external counsel or external experts, as part of the Board of Director's continuing education on topics that impact public companies.

Our management team, including our CDIO, CISO, Deputy General Counsel – Chief Privacy and Data Protection Officer and additional members of the ECRG are responsible for assessing and managing our material risks from cybersecurity threats. The team has primary responsibility for our overall cybersecurity risk management program and supervises both our internal cybersecurity personnel and our retained external cybersecurity consultants. Collectively, our management team has extensive information technology experience, as well as cybersecurity incident response, compliance, oversight, and program management experience. Additionally, certain leaders and personnel within the cybersecurity organization hold industry certifications, such as Certified Information Systems Security Professional or Certified Information Security Manager.

Our management team supervises efforts to prevent, detect, mitigate, and remediate cybersecurity risks and incidents through various means, which may include briefings from internal security personnel; threat intelligence and other various sources including external consultants engaged by us.

ITEM 2. PROPERTIES

Flight Equipment

As of December 31, 2025, American operated a mainline fleet of 1,013 aircraft. During 2025, American accepted delivery of 40 mainline aircraft including 23 Boeing 737-8 MAX, 11 Boeing 787-9, five Airbus A321XLR and one Airbus A321neo and returned one leased mainline aircraft. We are supported by our wholly-owned and third-party regional carriers that fly under capacity purchase agreements operating as American Eagle. As of December 31, 2025, American Eagle operated 567 regional aircraft. During 2025, we decreased our regional fleet by 18 aircraft, including the return of 50 regional aircraft to third-party regional carriers and a lessor, offset by the addition of 30 regional aircraft and net of two regional aircraft returned to service from temporary storage.

Mainline

As of December 31, 2025, American's mainline fleet consisted of the following aircraft:

	Average Seating Capacity	Average Age (Years)	Owned	Leased	Total
Airbus A319	128	21.7	21	111	132
Airbus A320	150	24.7	12	36	48
Airbus A321	184	13.4	164	54	218
Airbus A321neo	195	4.8	49	35	84
Airbus A321XLR [1]	155	0.1	2	—	2
Boeing 737-800	172	16.1	138	165	303
Boeing 737-8 MAX	172	3.7	56	33	89
Boeing 777-200ER	273	25.0	44	3	47
Boeing 777-300ER	304	11.8	18	2	20
Boeing 787-8	234	7.1	20	17	37
Boeing 787-9	271	5.6	23	10	33
Total		14.3	547	466	1,013

(1) Excluded from the total operating aircraft count above are three owned Airbus A321XLR held in temporary storage as of December 31, 2025.

Regional

As of December 31, 2025, the fleet of our wholly-owned and third-party regional carriers operating as American Eagle consisted of the following aircraft:

	Average Seating Capacity	Owned	Leased	Owned or Leased by Third Party Regional Carrier	Total	Operating Regional Carrier	Number of Aircraft Operated
Bombardier CRJ700	65	57	3	62	122	SkyWest	62
						PSA	60
						Total	122
Bombardier CRJ900 [1]	76	86	—	—	86	PSA	86
Embraer E170	65	6	37	13	56	Envoy	43
						Republic	13
						Total	56
Embraer E175	76	136	—	96	232	Envoy	136
						Republic	76
						SkyWest	20
						Total	232
Embraer ERJ145	50	71	—	—	71	Piedmont	71
Total		356	40	171	567		567

(1) Excluded from the total operating aircraft count above are four owned Bombardier CRJ900 held in temporary storage as of December 31, 2025.

See Note 11 to AAG's Consolidated Financial Statements in Part II, Item 8A and Note 10 to American's Consolidated Financial Statements in Part II, Item 8B for additional information on our capacity purchase agreements with third-party regional carriers.

Aircraft and Engine Purchase Commitments

As of December 31, 2025, we had definitive purchase agreements for the acquisition of the following new aircraft [1]:

	2026	2027	2028	2029 and Thereafter	Total
Airbus					
A320 Family	20	21	39	75	155
Boeing					
737 Family	14	—	—	115	129
787 Family	1	3	5	10	19
Embraer					
E175	20	13	17	30	80
Total	55	37	61	230	383

(1) Delivery schedule represents our best estimate as of the date of this report as described in footnote (e) to the "*Contractual Obligations*" table in Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations. Actual delivery dates are subject to change, which could be material, based on various potential factors, including production delays by the equipment manufacturers and regulatory concerns.

In addition, we have committed to purchase four used Bombardier CRJ900 aircraft which are scheduled to be delivered in 2026. We also have agreements for 47 spare engines to be delivered in 2026 and beyond.

We intend to finance future aircraft deliveries and option exercises using long-term debt. See Note 11 to AAG's Consolidated Financial Statements in Part II, Item 8A and Note 10 to American's Consolidated Financial Statements in Part II, Item 8B for additional information on aircraft and engine acquisition commitments.

Ground Properties

At each airport where we conduct flight operations, we have agreements, generally with a governmental unit or authority, for the use of passenger, operations and baggage handling space as well as runways and taxiways. These agreements, particularly in the U.S., often contain provisions for periodic adjustments to rates and charges applicable under such agreements. These rates and charges also vary with our level of operations and the operations of the airport. Additionally, at our hub locations and in certain other cities we serve, we lease administrative offices, catering, cargo, training, maintenance and other facilities.

We lease, or have built on leased property, our headquarters and training facilities in Fort Worth, Texas, our principal overhaul and maintenance base in Tulsa, Oklahoma, our regional reservation offices, and administrative offices throughout the U.S. and abroad.

ITEM 3. LEGAL PROCEEDINGS

See Note 11 to AAG's Consolidated Financial Statements in Part II, Item 8A and Note 10 to American's Consolidated Financial Statements in Part II, Item 8B for information on legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR AMERICAN AIRLINES GROUP'S COMMON STOCK, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Stock Exchange Listing

Our common stock is listed on The Nasdaq Global Select Market under the trading symbol "AAL." There is no trading market for the common stock of American, which is a wholly-owned subsidiary of AAG.

As of February 13, 2026, there were approximately 51,000 holders of record of our common stock. However, because many of the shares of our common stock are held by brokers and other institutions on behalf of stockholders, we believe there are substantially more beneficial holders of our common stock than record holders.

Information on securities authorized for issuance under our equity compensation plans will be set forth in our Proxy Statement for the 2026 Annual Meeting of Stockholders of American Airlines Group Inc. (the Proxy Statement) under the caption "Equity Compensation Plan Information" and is incorporated by reference into this Annual Report on Form 10-K.

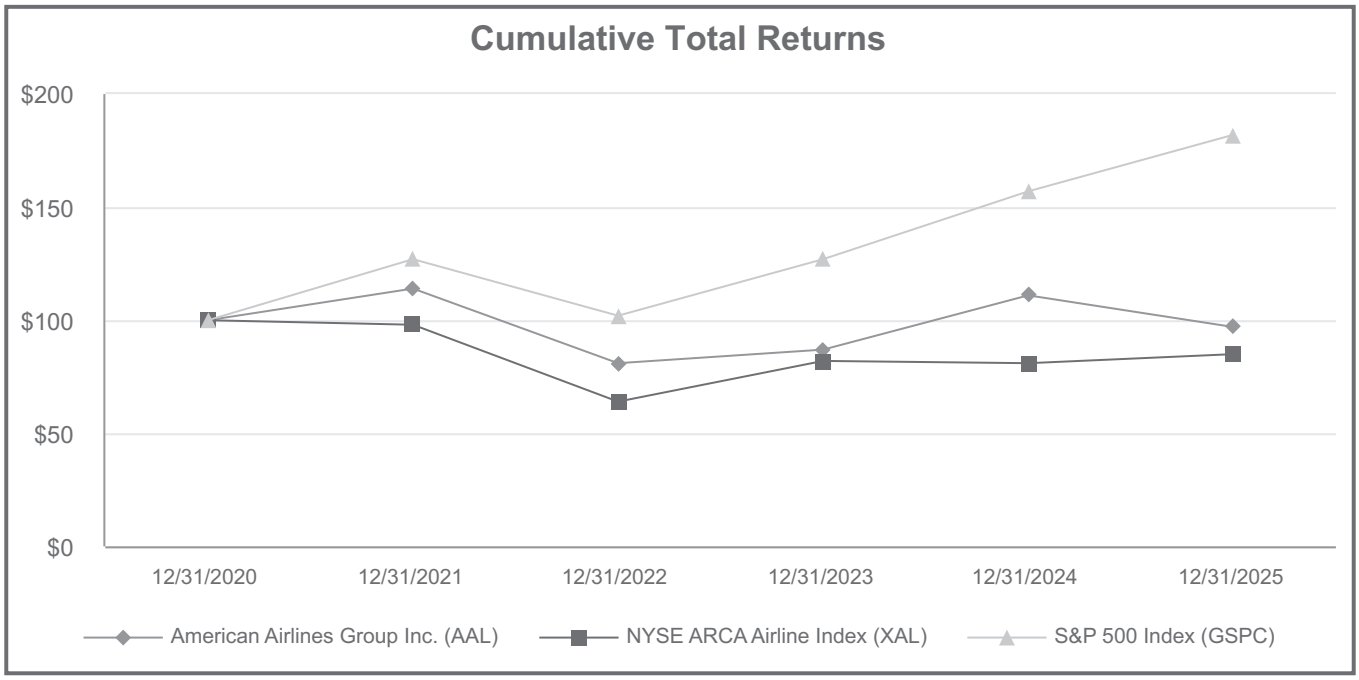
Dividends on Common Stock

There were no cash dividend payments during the years ended December 31, 2025 and 2024. If we determine to make any dividends in the future, such dividends that may be declared and paid from time to time will be subject to market and economic conditions, applicable legal requirements and other relevant factors. We are not obligated to continue a dividend for any fixed period, and the payment of dividends may be suspended or discontinued again at any time at our discretion and without prior notice.

Stock Performance Graph

The following stock performance graph and related information shall not be deemed "soliciting material" or "filed" with the SEC, nor shall such information be incorporated by reference into any future filings under the Securities Act of 1933 or the Exchange Act, each as amended, except to the extent that we specifically incorporate it by reference into such filing.

The following stock performance graph compares the cumulative total stockholder returns during the period from December 31, 2020 to December 31, 2025 of our common stock to the New York Stock Exchange (NYSE) ARCA Airline Index and the Standard and Poor's Financial Services, LLC (S&P) 500 Stock Index. The comparison assumes $100 was invested on December 31, 2020 in our common stock and in each of the foregoing indices and assumes that all dividends were reinvested. The stock performance shown on the following graph represents historical stock performance and is not necessarily indicative of future stock price performance.



	12/31/2020	12/31/2021	12/31/2022	12/31/2023	12/31/2024	12/31/2025
American Airlines Group Inc. (AAL)	$ 100	$ 114	$ 81	$ 87	$ 111	$ 97
NYSE ARCA Airline Index (XAL)	100	98	64	82	81	85
S&P 500 Index (GSPC)	100	127	102	127	157	182

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

No repurchases of AAG common stock were made in 2025 or 2024. Any future determination to enter into a share repurchase program will be at the discretion of the Board of Directors, subject to applicable legal limitations, and will depend upon our results of operations, financial condition, contractual restrictions and other factors deemed relevant by the Board of Directors.

Ownership Restrictions

AAG's Certificate of Incorporation, as amended, and Fifth Amended and Restated Bylaws (Bylaws) provide that, consistent with the requirements of Subtitle VII of Title 49 of the United States Code, as amended (the Aviation Act), any persons or entities who are not a "citizen of the United States" (as defined under the Aviation Act and administrative interpretations issued by the DOT, its predecessors and successors, from time to time), including any agent, trustee or representative of such persons or entities (a non-citizen), shall not, in the aggregate, own (beneficially or of record) and/or control more than (a) 24.9% of the aggregate votes of all of our outstanding equity securities or (b) 49.0% of our outstanding equity securities. Our Certificate of Incorporation and Bylaws further specify that it is the duty of each stockholder who is a non-citizen to register his, her or its equity securities on our foreign stock record and provide for remedies applicable to stockholders that exceed the voting and ownership caps described above.

In addition, to reduce the risk of a potential adverse effect on our ability to use our NOL carryforwards and certain other tax attributes for federal income tax purposes, and in connection with the expiration in December 2021 of certain transfer restrictions applicable to substantial shareholders contained in our Certificate of Incorporation, the Board of Directors of AAG adopted the Tax Benefit Preservation Plan. The Tax Benefit Preservation Plan was subsequently ratified by our stockholders at the 2022 Annual Meeting of Stockholders of AAG. AAG entered into Amendment No. 1 to the Tax Benefit Preservation Plan to extend the expiration date to October 29, 2027 and the amendment was approved by stockholders at the 2025 Annual Meeting of Stockholders of AAG on June 11, 2025. The Tax Benefit Preservation Plan is designed to reduce the likelihood that we experience an "ownership change" for purposes of Section 382 by deterring certain acquisitions of AAG common stock. There is no assurance, however, that the deterrent mechanism will be effective, and such acquisitions may still occur. In addition, the Tax Benefit Preservation Plan may adversely affect the marketability of AAG common stock by discouraging existing or potential investors from acquiring AAG common stock or additional shares of AAG common stock, because any non-exempt third party that acquires 4.9% or more of the then-outstanding shares of AAG common stock would suffer substantial dilution of its ownership interest in AAG.

See Part I, Item 1A. Risk Factors – *"AAG's Certificate of Incorporation, Bylaws and Tax Benefit Preservation Plan include provisions that limit voting and acquisition and disposition of our equity interests and specify an exclusive forum for certain stockholder disputes"* and "*Our ability to utilize our NOLs and other carryforwards may be limited."* Also see AAG's Certification of Incorporation and Bylaws, which are filed as Exhibits 3.1, 3.2 and 3.3 hereto, for the full text of the foregoing restrictions and AAG's Description of the Registrants' Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934, which is filed as Exhibit 4.1 hereto, for a more detailed description.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

Selected Consolidated Financial Data of AAG

The selected consolidated financial data presented below under the captions “Consolidated Statements of Operations data” and “Consolidated Balance Sheet data” for the years ended and as of December 31, 2025, 2024 and 2023, are derived from AAG’s audited consolidated financial statements.

	Year Ended December 31,		
	2025	2024	2023
	(In millions, except share and per share amounts)		
Consolidated Statements of Operations data:			
Total operating revenues	$ 54,633	$ 54,211	$ 52,788
Total operating expenses	53,166	51,597	49,754
Operating income	1,467	2,614	3,034
Net income	111	846	822
Earnings per common share:			
Basic	$ 0.17	$ 1.29	$ 1.26
Diluted	0.17	1.24	1.21
Weighted average shares outstanding (in thousands):			
Basic	659,964	656,996	653,612
Diluted	661,052	721,300	719,669
Consolidated Balance Sheet data (at end of period):			
Total assets	$ 61,774	$ 61,783	$ 63,058
Debt and finance leases	29,007	30,476	32,902
Pension and postretirement obligations [(1)]	1,680	2,275	3,171
Operating lease liabilities	6,963	7,068	7,761
Stockholders’ deficit	(3,727)	(3,977)	(5,202)

(1) Substantially all defined benefit pension plans were frozen effective November 1, 2012. See Note 9 to AAG's Consolidated Financial Statements in Part II, Item 8A for further information on pension and postretirement benefits.

Reconciliation of GAAP to Non-GAAP Financial Measures

We sometimes use financial measures that are derived from the consolidated financial statements but that are not presented in accordance with accounting principles generally accepted in the U.S. (GAAP) to understand and evaluate our current operating performance and to allow for period-to-period comparisons. We believe these non-GAAP financial measures may also provide useful information to investors and others. These non-GAAP measures may not be comparable to similarly titled non-GAAP measures of other companies, and should be considered in addition to, and not as a substitute for or superior to, any measure of performance, cash flow or liquidity prepared in accordance with GAAP. We are providing a reconciliation of reported non-GAAP financial measures to their comparable financial measures on a GAAP basis.

The following table presents the components of our net special items and the reconciliation of pre-tax income and net income (GAAP measures) to pre-tax income excluding net special items and net income excluding net special items (non-GAAP measures). Management uses these non-GAAP financial measures to evaluate our current operating performance and to allow for period-to-period comparisons. As net special items may vary from period-to-period in nature and amount, the adjustment to exclude net special items provides management with an additional tool to understand our core operating performance.

	Year Ended December 31,	
	2025	2024
	(In millions)	
Components of Special Items, Net: [1]		
Litigation reserve adjustments	$ 77	$ —
Labor contract expenses [2]	31	605
Severance expenses	44	13
A330 fleet-related adjustments [3]	—	(42)
Other operating special items, net	7	34
Mainline operating special items, net	159	610
Regional operating special items, net [4]	3	33
Operating special items, net	162	643
Mark-to-market adjustments on equity investments, net [5]	(40)	8
Debt refinancing and extinguishment	22	16
Other nonoperating special items, net	18	—
Nonoperating special items, net	—	24
Pre-tax special items, net	$ 162	$ 667
Reconciliation of Pre-Tax Income Excluding Net Special Items:		
Pre-tax income – GAAP	$ 190	$ 1,154
Adjusted for: Pre-tax special items, net	162	667
Pre-tax income excluding net special items	$ 352	$ 1,821
Reconciliation of Net Income Excluding Net Special Items:		
Net income – GAAP	$ 111	$ 846
Adjusted for: Pre-tax special items, net	162	667
Adjusted for: Net tax effect of net special items	(36)	(151)
Net income excluding net special items	$ 237	$ 1,362

(1) See Note 2 to AAG's Consolidated Financial Statements in Part II, Item 8A for further information on net special items.

(2) Labor contract expenses for 2025 included a one-time charge resulting from adjustments to vacation accruals due to pay rate increases effective January 1, 2025, following the ratification of the contract extension in the fourth quarter of 2024 with our mainline maintenance and fleet service team members.

Labor contract expenses for 2024 included one-time charges resulting from the ratifications of new CBAs with our mainline flight attendants and passenger service team members, including one-time payments and adjustments to vacation accruals resulting from pay rate increases.

(3) In 2024, we entered into a sales agreement for certain Airbus A330 aircraft, resulting in a $42 million gain. These aircraft were previously retired in 2020 as a result of the decline in demand for air travel due to the COVID-19 pandemic.

(4) Regional operating special items, net for 2024 included a $33 million non-cash write down of regional aircraft resulting from the decision to permanently park 43 Embraer ERJ145 aircraft.

(5) Mark-to-market adjustments on equity investments, net included net unrealized gains and losses associated with certain equity investments. See Note 8 to AAG's Consolidated Financial Statements in Part II, Item 8A for further information related to our equity investments.

Additionally, the table below presents the reconciliation of total operating costs (GAAP measure) to total operating costs excluding net special items and fuel (non-GAAP measure) and total operating cost per available seat mile (CASM) to CASM excluding net special items and fuel. Management uses total operating costs excluding net special items and fuel and CASM excluding net special items and fuel to evaluate our current operating performance and for period-to-period comparisons. The price of fuel, over which we have no control, impacts the comparability of period-to-period financial performance. The adjustment to exclude net special items and fuel provides management with an additional tool to understand and analyze our non-fuel costs and core operating performance. Amounts may not recalculate due to rounding.

	Year Ended December 31,	
	2025	2024
Reconciliation of CASM Excluding Net Special Items and Fuel:		
(In millions)		
Total operating expenses – GAAP	$ 53,166	$ 51,597
Operating net special items (1):		
Mainline operating special items, net	(159)	(610)
Regional operating special items, net	(3)	(33)
Aircraft fuel and related taxes	(10,718)	(11,418)
Total operating expenses, excluding net special items and fuel	$ 42,286	$ 39,536
(In millions)		
Total Available Seat Miles (ASM)	299,411	292,948
(In cents)		
CASM	17.76	17.61
Operating net special items per ASM (1):		
Mainline operating special items, net	(0.05)	(0.21)
Regional operating special items, net	—	(0.01)
Aircraft fuel and related taxes per ASM	(3.58)	(3.90)
CASM, excluding net special items and fuel	14.12	13.50

(1) See Note 2 to AAG's Consolidated Financial Statements in Part II, Item 8A for further information on net special items.

Selected Consolidated Financial Data of American

The selected consolidated financial data presented below under the captions “Consolidated Statements of Operations data” and “Consolidated Balance Sheet data” for the years ended and as of December 31, 2025, 2024 and 2023, are derived from American’s audited consolidated financial statements.

	Year Ended December 31,		
	2025	2024	2023
	(In millions)		
Consolidated Statements of Operations data:			
Total operating revenues	$ 54,626	$ 54,204	$ 52,784
Total operating expenses	53,115	51,550	49,715
Operating income	1,511	2,654	3,069
Net income	564	1,262	1,188
Consolidated Balance Sheet data (at end of period):			
Total assets	$ 70,247	$ 68,755	$ 69,074
Debt and finance leases	25,259	25,736	27,675
Pension and postretirement obligations [1]	1,678	2,262	3,148
Operating lease liabilities	6,908	7,008	7,708
Stockholder’s equity	9,028	8,234	6,577

[1] Substantially all defined benefit pension plans were frozen effective November 1, 2012. See Note 8 to American's Consolidated Financial Statements in Part II, Item 8B for further information on pension and postretirement benefits.

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

2025 Financial Overview

Business and Macroeconomic Conditions

Starting in the first quarter of 2025, the U.S. Government has promoted and implemented plans to place additional tariffs on goods imported into the U.S. from numerous countries and has pursued other trade policies intended to restrict imports and, in response, multiple nations have countered with reciprocal tariffs and other actions.

These or additional changes in U.S. or international trade policies, along with continued uncertainty surrounding such policies, could lead to further weakened business conditions for the transportation industry, which may adversely impact our operations through increased supply chain challenges, commodity price volatility and a decline in discretionary spending and consumer confidence, among others. We continue to monitor the situation.

Many aspects of our airline operations depend on the U.S. Government, and in the fourth quarter of 2025, the prolonged government shutdown led to mandated schedule reductions, strained air traffic control and security screening resources, reduced air traffic capacity at key U.S. airports, and increased delays and cancellations. Additionally, the government shutdown-related uncertainty temporarily impacted customer bookings in the fourth quarter of 2025 and negatively impacted our revenue by approximately $325 million.

AAG's 2025 Financial Results

The selected financial data presented below is derived from AAG's audited consolidated financial statements included in Part II, Item 8A of this report and should be read in conjunction with those financial statements and the related notes thereto.

	Year Ended December 31,		Increase (Decrease)	Percent Increase (Decrease)
	2025	2024		
	(In millions, except percentage changes)			
Passenger revenue	$ 49,643	$ 49,586	$ 57	0.1
Cargo revenue	839	804	35	4.3
Other operating revenue	4,151	3,821	330	8.7
Total operating revenues	54,633	54,211	422	0.8
Aircraft fuel and related taxes	10,718	11,418	(700)	(6.1)
Salaries, wages and benefits	17,566	16,021	1,545	9.6
Total operating expenses	53,166	51,597	1,569	3.0
Operating income	1,467	2,614	(1,147)	(43.9)
Pre-tax income	190	1,154	(964)	(83.6)
Income tax provision	79	308	(229)	(74.7)
Net income	111	846	(735)	(86.8)
Pre-tax income – GAAP	$ 190	$ 1,154	$ (964)	(83.6)
Adjusted for: pre-tax net special items [1]	162	667	(505)	(75.7)
Pre-tax income excluding net special items	$ 352	$ 1,821	$ (1,469)	(80.7)

[1] See Part II, Item 6. Selected Consolidated Financial Data – *"Reconciliation of GAAP to Non-GAAP Financial Measures"* and Note 2 to AAG's Consolidated Financial Statements in Part II, Item 8A for details on the components of pre-tax net special items.

Pre-Tax Income and Net Income

Pre-tax income and net income were $190 million and $111 million, respectively, in 2025. This compares to 2024 pre-tax income and net income of $1.2 billion and $846 million, respectively.

Pre-tax income on a GAAP basis decreased in 2025 as compared to 2024. This decrease was driven primarily by increases in certain operating expenses including salaries, wages and benefits, regional expenses and other operating expenses, offset in part by lower costs for aircraft fuel and related taxes, a decrease in pre-tax net special items and higher revenues.

Excluding the effects of pre-tax net special items, pre-tax income was $352 million and $1.8 billion in 2025 and 2024, respectively. The year-over-year decrease in our pre-tax income excluding pre-tax net special items was principally driven by certain operating expenses as mentioned above, offset in part by lower costs for aircraft fuel and related taxes and higher revenues.

Revenue

In 2025, we reported total operating revenues of $54.6 billion, an increase of $422 million, or 0.8%, as compared to 2024. Passenger revenue was $49.6 billion and remained relatively flat as compared to 2024. Our passenger revenue in 2025 was impacted by the American Eagle flight 5342 accident and softness in domestic demand for air travel in the first half of the year, offset by strength in international travel, particularly in the Atlantic and Pacific regions, and recovery in domestic travel in the second half of the year despite the negative revenue impact from the temporary shutdown of the U.S. Government in the fourth quarter of 2025.

Other operating revenue increased $330 million, or 8.7%, in 2025 as compared to 2024, driven primarily by higher revenue associated with our loyalty program. During 2025 and 2024, cash payments from co-branded credit card and other partners were $6.2 billion and $6.1 billion, respectively. Cash remuneration in 2024 included a one-time cash payment related to the new co-branded credit card agreement announced in December 2024. This one-time cash payment will be amortized over the life of the new agreement beginning in 2026.

Our total revenue per available seat mile (TRASM) was 18.25 cents in 2025, a 1.4% decrease as compared to 18.51 cents in 2024.

Fuel

In 2025, aircraft fuel expense totaled $10.7 billion, a decrease of $700 million, or 6.1%, as compared to 2024. This decrease was primarily driven by an 8.2% decrease in the average price per gallon of aircraft fuel including related taxes to $2.39 in 2025 from $2.60 in 2024, offset in part by a 2.2% increase in gallons of fuel consumed due to increased capacity.

As of December 31, 2025, we did not have any fuel hedging contracts outstanding to hedge our fuel consumption. Our current policy is not to enter into transactions to hedge our fuel consumption, although we review this policy from time to time based on market conditions and other factors. As such, and assuming we do not enter into any future transactions to hedge our fuel consumption, we will continue to be fully exposed to fluctuations in fuel prices. See Part I, Item 1A. Risk Factors – "*Our business is very dependent on the price and availability of aircraft fuel. Continued periods of high volatility in fuel costs, increased fuel prices or significant disruptions in the supply of aircraft fuel could have a significant negative impact on consumer demand, our operating results and liquidity.*"

Other Costs

We remain committed to actively managing our cost structure, which we believe is necessary in an industry whose economic prospects are heavily dependent upon two variables we cannot control: general economic conditions and the price of fuel. Additionally, we continue to focus on initiatives to reengineer our business through the use of digital solutions, process enhancements and procurement transformation and we intend to continue to invest in reengineering our business through 2026 and beyond to build an even more efficient airline and continue to manage costs while delivering a better experience for our customers and team.

Our 2025 CASM was 17.76 cents, an increase of 0.8%, from 17.61 cents in 2024. This increase in CASM was primarily driven by higher costs for salaries, wages and benefits, regional expenses and other operating expenses, offset in part by lower aircraft fuel costs as well as a decrease in mainline operating special items, net.

Our 2025 CASM excluding net special items and fuel was 14.12 cents, an increase of 4.6%, from 13.50 cents in 2024, which was primarily driven by higher costs for salaries, wages and benefits, regional expenses and other operating expenses.

For a reconciliation of total operating CASM to total operating CASM excluding net special items and fuel, see Part II, Item 6. Selected Consolidated Financial Data – *"Reconciliation of GAAP to Non-GAAP Financial Measures."*

Liquidity

As of December 31, 2025, we had $9.2 billion in total available liquidity, consisting of $5.8 billion in unrestricted cash and short-term investments and $3.4 billion in total undrawn capacity under revolving credit and other facilities.

During 2025, we completed the following financing transactions (see Notes 1, 4 and 11 to AAG's Consolidated Financial Statements in Part II, Item 8A for further information):

- amended the AAdvantage term loan credit and guaranty agreement to reduce the applicable interest rate margin and to reduce the scheduled quarterly principal amortization amount;
- issued $1.0 billion of incremental term loans pursuant to the AAdvantage term loan credit guaranty agreement (2025 AAdvantage Term Loan Facility), as amended;
- prepaid $487 million of the outstanding principal amounts of certain equipment notes issued under enhanced equipment trust certificates (EETCs);
- increased the aggregate revolving commitments under the 2013, 2014 and 2023 Revolving Facilities from approximately $2.9 billion to $3.0 billion;
- received $432 million of gross proceeds pursuant to special facility revenue bonds issued by the Tulsa Municipal Airport Trust (TMAT), of which a portion was used to fund the redemption of other bonds related to TMAT and the remaining amount will be used to finance the cost of improvements at American's overhaul and maintenance base at Tulsa International Airport;
- prepaid in full $937 million of the outstanding principal amounts of the 10.75% senior secured IP notes (the IP Notes) and the 10.75% senior secured LGA/DCA notes (LGA/DCA Notes and together with the IP Notes, the 10.75% Senior Secured Notes);
- borrowed $629 million under a senior unsecured short-term term loan facility due in January 2026;
- received approximately $978 million in proceeds from EETCs;
- received $840 million in net proceeds from fuel financing transactions; and
- issued $1.2 billion of equipment loans and other notes payable in connection with the financing of certain aircraft.

American Eagle Flight 5342

On January 29, 2025, American Eagle flight 5342 was involved in a fatal accident in Washington, D.C. The Bombardier CRJ700 aircraft operated by PSA was en route to Washington, D.C. from Wichita, Kansas when it was involved in a midair collision near Ronald Reagan Washington National Airport. We estimate that the accident reduced first quarter 2025 total operating revenues by approximately $200 million, of which the impacted revenue is not covered by insurance. Beginning on September 24, 2025, multiple wrongful death and survival actions have been filed against the U.S. Government, PSA and American seeking unspecified damages, and we expect that additional lawsuits will be filed. While we cannot predict the outcome of these lawsuits, American has industry standard insurance coverage for this incident and we believe these lawsuits are without merit and are defending against them vigorously.

AAG's Results of Operations

For a comparison of the 2024 to 2023 reporting periods, see Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – "*AAG's Results of Operations"* of our 2024 Form 10-K.

Operating Statistics

The table below sets forth selected operating data for the years ended December 31, 2025 and 2024.

	Year Ended December 31,		Increase (Decrease)
	2025	2024	
Revenue passenger miles (millions) [(a)]	250,294	248,795	0.6%
Available seat miles (millions) [(b)]	299,411	292,948	2.2%
Passenger load factor (percent) [(c)]	83.6	84.9	(1.3)pts
Yield (cents) [(d)]	19.83	19.93	(0.5)%
Passenger revenue per available seat mile (cents) [(e)]	16.58	16.93	(2.0)%
Total revenue per available seat mile (cents) [(f)]	18.25	18.51	(1.4)%
Fuel consumption (gallons in millions)	4,488	4,391	2.2%
Average aircraft fuel price including related taxes (dollars per gallon)	2.39	2.60	(8.2)%
Total operating cost per available seat mile (cents) [(g)]	17.76	17.61	0.8%
Aircraft at end of period [(h)]	1,580	1,562	1.2%
Full-time equivalent employees at end of period	139,100	133,300	4.4%

(a) Revenue passenger mile (RPM) – A basic measure of sales volume. One RPM represents one passenger flown one mile.

(b) Available seat mile (ASM) – A basic measure of production. One ASM represents one seat flown one mile.

(c) Passenger load factor – The percentage of available seats that are filled with revenue passengers.

(d) Yield – A measure of airline revenue derived by dividing passenger revenue by RPMs.

(e) Passenger revenue per available seat mile (PRASM) – Passenger revenue divided by ASMs.

(f) Total revenue per available seat mile (TRASM) – Total revenues divided by ASMs.

(g) Total operating cost per available seat mile (CASM) – Total operating expenses divided by ASMs.

(h) Includes aircraft owned and leased by American as well as aircraft operated by third-party regional carriers under capacity purchase agreements. Excluded from the aircraft count above as of December 31, 2025 are three Airbus A321XLR mainline aircraft and four Bombardier CRJ900 regional aircraft held in temporary storage.

Operating Revenues

	Year Ended December 31,			Percent Increase
	2025	2024	Increase	
	(In millions, except percentage changes)			
Passenger	$ 49,643	$ 49,586	$ 57	0.1
Cargo	839	804	35	4.3
Other	4,151	3,821	330	8.7
Total operating revenues	$ 54,633	$ 54,211	$ 422	0.8

This table presents our passenger revenue and the year-over-year change in certain operating statistics:

	Year Ended December 31, 2025	Increase (Decrease) vs. Year Ended December 31, 2024					
		Passenger Revenue	RPMs	ASMs	Load Factor	Passenger Yield	PRASM
	(In millions)						
Passenger revenue	$ 49,643	0.1%	0.6%	2.2%	(1.3)pts	(0.5)%	(2.0)%

Passenger revenue remained relatively flat in 2025 as compared to 2024. Our passenger revenue in 2025 was impacted by the American Eagle flight 5342 accident and softness in domestic demand for air travel in the first half of the year, offset by strength in international travel, particularly in the Atlantic and Pacific regions, and recovery in domestic travel in the second half of the year despite the negative revenue impact from the temporary shutdown of the U.S. Government in the fourth quarter of 2025.

Other operating revenue increased $330 million, or 8.7%, in 2025 from 2024 driven primarily by higher revenue associated with our loyalty program. During 2025 and 2024, cash payments from co-branded credit card and other partners were $6.2 billion and $6.1 billion, respectively. Cash remuneration in 2024 included a one-time cash payment related to the new co-branded credit card agreement announced in December 2024. This one-time cash payment will be amortized over the life of the new agreement beginning in 2026.

Operating Expenses

	Year Ended December 31,		Increase (Decrease)	Percent Increase (Decrease)
	2025	2024		
	(In millions, except percentage changes)			
Aircraft fuel and related taxes	$ 10,718	$ 11,418	$ (700)	(6.1)
Salaries, wages and benefits	17,566	16,021	1,545	9.6
Regional expenses	5,448	5,042	406	8.1
Maintenance, materials and repairs	3,844	3,794	50	1.3
Other rent and landing fees	3,476	3,303	173	5.2
Aircraft rent	1,220	1,242	(22)	(1.8)
Selling expenses	1,997	1,812	185	10.2
Depreciation and amortization	1,890	1,926	(36)	(1.9)
Mainline operating special items, net	159	610	(451)	(73.9)
Other	6,848	6,429	419	6.5
Total operating expenses	$ 53,166	$ 51,597	$ 1,569	3.0

Aircraft fuel and related taxes decreased $700 million, or 6.1%, in 2025 from 2024 primarily due to an 8.2% decrease in the average price per gallon of aircraft fuel including related taxes to $2.39 in 2025 from $2.60 in 2024, offset in part by a 2.2% increase in gallons of fuel consumed due to increased capacity.

Salaries, wages and benefits increased $1.5 billion, or 9.6%, in 2025 from 2024 primarily due to contractual wage rate increases and higher costs for benefit-related items associated with newly ratified and extended labor agreements reached in 2024, as well as annual contractual wage rate increases in our other labor agreements.

Regional expenses increased $406 million, or 8.1%, in 2025 from 2024 primarily due to an increase in regional flight operations as regional capacity, as measured by ASMs, increased 10.3% year over year. Higher maintenance, materials and repair costs driven by an increase in the volume of airframe heavy checks and cost of materials also contributed to the increase in regional expenses.

Maintenance, materials and repairs increased $50 million, or 1.3%, in 2025 from 2024 primarily due to increased costs for airframe heavy checks and component part repairs driven by higher volume, offset in part by a decrease in the volume of engine overhauls.

Other rent and landing fees increased $173 million, or 5.2%, in 2025 from 2024 primarily due to rate increases at certain airports, offset in part by a decrease in leased engines.

Selling expenses increased $185 million, or 10.2%, in 2025 from 2024 primarily due to an increase in commissions expense, driven by higher costs resulting from renegotiated agency contracts, as well as an increase in advertising expenses. Higher credit card fees driven by higher rates also contributed to the increase in selling expenses.

Other operating expenses increased $419 million, or 6.5%, in 2025 from 2024 primarily driven by increased costs for crew travel, onboard food and catering, ground and cargo handling, and airport lounge operations, as well as certain general and administrative expenses.

Operating Special Items, Net

	Year Ended December 31,	
	2025	2024
	(In millions)	
Litigation reserve adjustments	$ 77	$ —
Labor contract expenses [1]	31	605
Severance expenses	44	13
A330 fleet-related adjustments [2]	—	(42)
Other operating special items, net	7	34
Mainline operating special items, net	159	610
Regional operating special items, net [3]	3	33
Operating special items, net	$ 162	$ 643

(1) Labor contract expenses for 2025 included a one-time charge resulting from adjustments to vacation accruals due to pay rate increases effective January 1, 2025, following the ratification of the contract extension in the fourth quarter of 2024 with our mainline maintenance and fleet service team members.

Labor contract expenses for 2024 included one-time charges resulting from the ratifications of new CBAs with our mainline flight attendants and passenger service team members, including one-time payments and adjustments to vacation accruals resulting from pay rate increases.

(2) In 2024, we entered into a sales agreement for certain Airbus A330 aircraft, resulting in a $42 million gain. These aircraft were previously retired in 2020 as a result of the decline in demand for air travel due to the COVID-19 pandemic.

(3) Regional operating special items, net for 2024 included a $33 million non-cash write down of regional aircraft resulting from the decision to permanently park 43 Embraer ERJ145 aircraft.

Nonoperating Results

	Year Ended December 31,		Increase (Decrease)	Percent Increase (Decrease)
	2025	2024		
	(In millions, except percentage changes)			
Interest income	$ 357	$ 468	$ (111)	(23.7)
Interest expense, net	(1,716)	(1,934)	218	(11.2)
Other income, net	82	6	76	nm [1]
Total nonoperating expense, net	$ (1,277)	$ (1,460)	$ 183	(12.5)

(1) Not meaningful or greater than 100% change.

Interest income decreased $111 million, or 23.7%, in 2025 compared to 2024 primarily due to lower interest rates and a decrease in the average balance of our short-term investments, resulting in reduced returns. Interest expense, net decreased $218 million, or 11.2%, in 2025 compared to 2024 primarily due to lower interest rates on our variable-rate debt instruments and lower outstanding debt in 2025, as we continue our efforts to strengthen the balance sheet.

In 2025, other nonoperating income, net included $57 million of non-service related pension and other postretirement benefit plan income, $51 million of net earnings related to our equity investments accounted for under the equity method

and $40 million of mark-to-market net unrealized gains associated with certain equity investments recognized as net special items. These amounts were offset in part by $40 million of net special charges related to debt refinancings and extinguishments and other costs, as well as $15 million of foreign currency losses.

In 2024, other nonoperating income, net included $113 million of non-service related pension and other postretirement benefit plan income, offset in part by $48 million of foreign currency losses, $24 million of net special charges primarily for debt refinancings and extinguishments and mark-to-market net unrealized losses associated with certain equity investments and $24 million of net losses related to our equity investments accounted for under the equity method.

Income Taxes

In 2025, we recorded an income tax provision of $79 million with an effective rate of approximately 41.2%, which was substantially non-cash. Substantially all of our income before income taxes is attributable to the United States. At December 31, 2025, we had approximately $11.9 billion of gross federal NOLs and $6.0 billion of other carryforwards available to reduce future federal taxable income, of which $1.6 billion will expire beginning in 2033 if unused and $16.3 billion can be carried forward indefinitely. We also had approximately $5.0 billion of NOL carryforwards to reduce future state taxable income at December 31, 2025, which will expire in taxable years 2025 through 2045 if unused.

In 2024, we recorded an income tax provision of $308 million at an effective rate of approximately 26.7%, which was substantially non-cash.

See Note 6 to AAG's Consolidated Financial Statements in Part II, Item 8A for additional information on income taxes.

American's Results of Operations

For a comparison of the 2024 to 2023 reporting periods, see Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – "*American's Results of Operations"* of American's 2024 Form 10-K.

Operating Revenues

	Year Ended December 31,			
	2025	2024	Increase	Percent Increase
	(In millions, except percentage changes)			
Passenger	$ 49,643	$ 49,586	$ 57	0.1
Cargo	839	804	35	4.3
Other	4,144	3,814	330	8.7
Total operating revenues	$ 54,626	$ 54,204	$ 422	0.8

Passenger revenue remained relatively flat in 2025 as compared to 2024. American's passenger revenue in 2025 was impacted by the American Eagle flight 5342 accident and softness in domestic demand for air travel in the first half of the year, offset by strength in international travel, particularly in the Atlantic and Pacific regions, and recovery in domestic travel in the second half of the year despite the negative revenue impact from the temporary shutdown of the U.S. Government in the fourth quarter of 2025.

Other operating revenue increased $330 million, or 8.7%, in 2025 from 2024 driven primarily by higher revenue associated with American's loyalty program. During 2025 and 2024, cash payments from co-branded credit card and other partners were $6.2 billion and $6.1 billion, respectively. Cash remuneration in 2024 included a one-time cash payment related to the new co-branded credit card agreement announced in December 2024. This one-time cash payment will be amortized over the life of the new agreement beginning in 2026.

Operating Expenses

	Year Ended December 31,		Increase (Decrease)	Percent Increase (Decrease)
	2025	2024		
	(In millions, except percentage changes)			
Aircraft fuel and related taxes	$ 10,718	$ 11,418	$ (700)	(6.1)
Salaries, wages and benefits	17,556	16,012	1,544	9.6
Regional expenses	5,406	5,009	397	7.9
Maintenance, materials and repairs	3,844	3,794	50	1.3
Other rent and landing fees	3,476	3,303	173	5.2
Aircraft rent	1,220	1,242	(22)	(1.8)
Selling expenses	1,997	1,812	185	10.2
Depreciation and amortization	1,884	1,919	(35)	(1.8)
Mainline operating special items, net	159	610	(451)	(73.9)
Other	6,855	6,431	424	6.6
Total operating expenses	$ 53,115	$ 51,550	$ 1,565	3.0

Aircraft fuel and related taxes decreased $700 million, or 6.1%, in 2025 from 2024 primarily due to an 8.2% decrease in the average price per gallon of aircraft fuel including related taxes to $2.39 in 2025 from $2.60 in 2024, offset in part by a 2.2% increase in gallons of fuel consumed due to increased capacity.

Salaries, wages and benefits increased $1.5 billion, or 9.6%, in 2025 from 2024 primarily due to contractual wage rate increases and higher costs for benefit-related items associated with newly ratified and extended labor agreements reached in 2024, as well as annual contractual wage rate increases in American's other labor agreements.

Regional expenses increased $397 million, or 7.9%, in 2025 from 2024 primarily due to an increase in regional flight operations and costs at American's regional carriers.

Maintenance, materials and repairs increased $50 million, or 1.3%, in 2025 from 2024 primarily due to increased costs for airframe heavy checks and component part repairs driven by higher volume, offset in part by a decrease in the volume of engine overhauls.

Other rent and landing fees increased $173 million, or 5.2%, in 2025 from 2024 primarily due to rate increases at certain airports, offset in part by a decrease in leased engines.

Selling expenses increased $185 million, or 10.2%, in 2025 from 2024 primarily due to an increase in commissions expense, driven by higher costs resulting from renegotiated agency contracts, as well as an increase in advertising expenses. Higher credit card fees driven by higher rates also contributed to the increase in selling expenses.

Other operating expenses increased $424 million, or 6.6%, in 2025 from 2024 primarily driven by increased costs for crew travel, onboard food and catering, ground and cargo handling, and airport lounge operations, as well as certain general and administrative expenses.

Operating Special Items, Net

	Year Ended December 31,	
	2025	2024
	(In millions)	
Litigation reserve adjustments	$ 77	$ —
Labor contract expenses [1]	31	605
Severance expenses	44	13
A330 fleet-related adjustments [2]	—	(42)
Other operating special items, net	7	34
Mainline operating special items, net	159	610
Regional operating special items, net [3]	3	33
Operating special items, net	$ 162	$ 643

(1) Labor contract expenses for 2025 included a one-time charge resulting from adjustments to vacation accruals due to pay rate increases effective January 1, 2025, following the ratification of the contract extension in the fourth quarter of 2024 with American's mainline maintenance and fleet service team members.

Labor contract expenses for 2024 included one-time charges resulting from the ratifications of new CBAs with American's mainline flight attendants and passenger service team members, including one-time payments and adjustments to vacation accruals resulting from pay rate increases.

(2) In 2024, American entered into a sales agreement for certain Airbus A330 aircraft, resulting in a $42 million gain. These aircraft were previously retired in 2020 as a result of the decline in demand for air travel due to the COVID-19 pandemic.

(3) Regional operating special items, net for 2024 included a $33 million non-cash write down of regional aircraft resulting from the decision to permanently park 43 Embraer ERJ145 aircraft.

Nonoperating Results

	Year Ended December 31,		Increase (Decrease)	Percent Increase (Decrease)
	2025	2024		
	(In millions, except percentage changes)			
Interest income	$ 949	$ 1,058	$ (109)	(10.3)
Interest expense, net	(1,780)	(2,029)	249	(12.3)
Other income, net	81	5	76	nm
Total nonoperating expense, net	$ (750)	$ (966)	$ 216	(22.3)

Interest income decreased $109 million, or 10.3%, in 2025 compared to 2024 primarily due to lower interest rates and a decrease in the average balance of American's short-term investments, resulting in reduced returns. Interest expense, net decreased $249 million, or 12.3%, in 2025 compared to 2024 primarily due to lower interest rates on American's variable-rate debt instruments and lower outstanding debt in 2025, as American continues its efforts to strengthen the balance sheet.

In 2025, other nonoperating income, net included $56 million of non-service related pension and other postretirement benefit plan income, $51 million of net earnings related to American's equity investments accounted for under the equity method and $40 million of mark-to-market net unrealized gains associated with certain equity investments recognized as net special items. These amounts were offset in part by $40 million of net special charges related to debt refinancings and extinguishments and other costs, as well as $15 million of foreign currency losses.

In 2024, other nonoperating income, net included $113 million of non-service related pension and other postretirement benefit plan income, offset in part by $47 million of foreign currency losses, $24 million of net special charges primarily for debt refinancings and extinguishments and mark-to-market net unrealized losses associated with certain equity investments and $24 million of net losses related to American's equity investments accounted for under the equity method.

Income Taxes

American is a member of AAG's consolidated federal and certain state income tax returns.

In 2025, American recorded an income tax provision of $197 million with an effective rate of approximately 25.9%, which was substantially non-cash. Substantially all of American's income before income taxes is attributable to the United States. At December 31, 2025, American had approximately $11.7 billion of gross federal NOLs and $3.8 billion of other carryforwards available to reduce future federal taxable income, of which $1.8 billion will expire beginning in 2033 if unused and $13.7 billion can be carried forward indefinitely. American also had approximately $4.7 billion of NOL carryforwards to reduce future state taxable income at December 31, 2025, which will expire in taxable years 2025 through 2045 if unused.

In 2024, American recorded an income tax provision of $426 million at an effective rate of approximately 25.2%, which was substantially non-cash.

See Note 5 to American's Consolidated Financial Statements in Part II, Item 8B for additional information on income taxes.

Liquidity and Capital Resources

Liquidity

At December 31, 2025, AAG had $9.2 billion in total available liquidity and $735 million in restricted cash and short-term investments. Additional detail regarding our available liquidity is provided in the table below (in millions):

	AAG		American	
	December 31,		December 31,	
	2025	2024	2025	2024
Cash	$ 954	$ 804	$ 936	$ 795
Short-term investments	4,882	6,180	4,880	6,177
Undrawn facilities	3,397	3,289	3,397	3,289
Total available liquidity	$ 9,233	$ 10,273	$ 9,213	$ 10,261

In the ordinary course of our business, we or our affiliates may, at any time and from time to time, seek to prepay, retire or repurchase our outstanding debt through cash purchases and/or exchanges for equity or debt, in open-market purchases, privately negotiated transactions or otherwise. Such repurchases, prepayments, retirements or exchanges, if any, will be conducted on such terms and at such prices as we may determine, and will depend on prevailing market conditions, our liquidity requirements, legal and contractual restrictions and other factors. The amounts involved may be material.

Certain Covenants

Our debt agreements contain customary terms and conditions as well as various affirmative, negative and financial covenants that, among other things, may restrict our ability and that of our subsidiaries to incur additional indebtedness, pay dividends or repurchase stock. Our debt agreements also contain customary change of control provisions, which may require us to repay or redeem such indebtedness upon certain events constituting a change of control under the relevant agreement, in certain cases at a premium. Additionally, certain of our debt financing agreements (including our secured notes, term loans, revolving credit facilities and spare engine EETCs) contain loan to value (LTV) or collateral coverage ratio covenants and certain agreements require us to appraise the related collateral annually or semiannually. Pursuant to such agreements, if the applicable LTV or collateral coverage ratio exceeds or falls below a specified threshold, as the case may be, we will be required, as applicable, to pledge additional qualifying collateral (which in some cases may include cash or investment securities), withhold additional cash in certain accounts, or pay down such financing, in whole or in part, or the interest rate for the relevant financing will be increased. Additionally, a significant portion of our debt financing agreements contain covenants requiring us to maintain an aggregate of at least $2.0 billion of unrestricted cash and cash equivalents and amounts available to be drawn under revolving credit facilities. Our AAdvantage Financing contains a peak debt service coverage ratio, pursuant to which failure to comply with a certain threshold may result in early repayment, in whole or in part, of the AAdvantage Financing. As of the most recent applicable measurement dates, we were in compliance with each of the foregoing covenants. For further information regarding our debt covenants, see Note 4 to AAG's Consolidated Financial Statements in Part II, Item 8A and Note 3 to American's Consolidated Financial Statements in Part II, Item 8B.

Sources and Uses of Cash

For a comparison of the 2024 and 2023 reporting periods, see Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – "*Sources and Uses of Cash"* of our 2024 Form 10-K.

AAG

Operating Activities

Our net cash provided by operating activities was $3.1 billion and $4.0 billion in 2025 and 2024, respectively, an $884 million year-over-year decrease driven by lower profitability and net changes in working capital.

Investing Activities

Our net cash used in investing activities was $1.9 billion and $968 million in 2025 and 2024, respectively.

Our principal investing activities in 2025 included $3.8 billion of capital expenditures, which primarily related to the purchase of 23 Boeing 737 MAX aircraft, 12 Embraer E175 aircraft, eight Bombardier CRJ900 aircraft, six Boeing 787-9 aircraft, five Airbus A321XLR aircraft, two Boeing 737-800 aircraft lease repurchases, one Airbus A321neo aircraft, one Airbus A320 aircraft lease repurchase and eight aircraft engines. These cash outflows were offset in part by $1.3 billion in net sales of short-term investments and $344 million in proceeds from sale-leaseback transactions and sale of property and equipment, which primarily related to the modernization of Terminals 4 and 5 at LAX and sale of certain of our A330 aircraft. Additionally, we had $328 million in net proceeds from the issuance of the TMAT special facility revenue bonds.

Our principal investing activities in 2024 included $2.7 billion of capital expenditures, which primarily related to the purchase of 16 Embraer E175 aircraft, six Boeing 737 MAX aircraft, four Airbus A321neo aircraft**,** four Boeing 737-800 aircraft lease repurchases, two Bombardier CRJ900 aircraft, one Airbus A320 aircraft lease repurchase, 48 aircraft engines and aircraft purchase deposits. These cash outflows were offset in part by $819 million in net sales of short-term investments and $654 million of proceeds from sale-leaseback transactions and sale of property and equipment, which primarily related to the modernization of Terminals 4 and 5 at LAX.

Financing Activities

Our net cash used in financing activities was $1.1 billion and $2.8 billion in 2025 and 2024, respectively.

Our principal financing activities in 2025 included $5.5 billion in long-term debt and finance lease repayments, consisting of $4.1 billion in scheduled repayments, including the $1.0 billion cash settlement of AAG's 6.50% convertible senior notes. Debt and finance lease repayments also included the early repayments of $937 million for the outstanding principal amounts of the 10.75% Senior Secured Notes and $487 million for the outstanding principal amount of equipment notes issued under EETCs. These cash outflows were offset in part by $3.8 billion of proceeds from issuance of long-term debt, consisting of $1.2 billion from the issuance of equipment loans and other notes payable, $978 million from the issuance of EETCs in connection with the financing of certain aircraft, $1.0 billion from the issuance of the 2025 AAdvantage Term Loan Facility and $629 million under a senior unsecured short-term term loan facility due January 2026. Additionally, we had $840 million in net proceeds from fuel financing transactions.

Our principal financing activities in 2024 included $4.5 billion in long-term debt and finance lease repayments, consisting of $3.7 billion in scheduled repayments and the early repayments of $487 million of the outstanding principal amount of the 3.75% Senior Notes and $263 million toward portions of the outstanding principal amounts of the 10.75% Senior Secured Notes. These cash outflows were offset in part by $1.7 billion of proceeds from issuance of long-term debt, consisting of $990 million from the issuance of equipment loans and other notes payable and $684 million from the issuance of EETCs in connection with the financing of certain aircraft that had previously been delivered.

American

Operating Activities

American's net cash provided by operating activities was $1.9 billion and $3.4 billion in 2025 and 2024, respectively, a $1.5 billion year-over-year decrease driven by a net increase in receivables from related parties, including the scheduled repayment of AAG's $1.0 billion 6.50% convertible senior notes. Excluding this net increase in receivables from related parties, American's operating cash flows decreased $877 million compared to 2024 due to lower profitability and net changes in working capital.

Investing Activities

American's net cash used in investing activities was $1.8 billion and $909 million in 2025 and 2024, respectively.

American's principal investing activities in 2025 included $3.7 billion of capital expenditures, which primarily related to the purchase of 23 Boeing 737 MAX aircraft, 12 Embraer E175 aircraft, eight Bombardier CRJ900 aircraft, six Boeing 787-9 aircraft, five Airbus A321XLR aircraft, two Boeing 737-800 aircraft lease repurchases, one Airbus A321neo aircraft, one Airbus A320 aircraft lease repurchase and eight aircraft engines. These cash outflows were offset in part by $1.3 billion in net sales of short-term investments and $343 million in proceeds from sale-leaseback transactions and sale of property and equipment, which primarily related to the modernization of Terminals 4 and 5 at LAX and sale of certain of American's A330 aircraft. Additionally, American had $328 million in net proceeds from the issuance of the TMAT special facility revenue bonds.

American's principal investing activities in 2024 included $2.6 billion of capital expenditures, which primarily related to the purchase of 16 Embraer E175 aircraft, six Boeing 737 MAX aircraft, four Airbus A321neo aircraft**,** four Boeing 737-800 aircraft lease repurchases, two Bombardier CRJ900 aircraft, one Airbus A320 aircraft lease repurchase, 48 aircraft engines and aircraft purchase deposits. These cash outflows were offset in part by $819 million in net sales of short-term investments and $654 million of proceeds from sale-leaseback transactions and sale of property and equipment, which primarily related to the modernization of Terminals 4 and 5 at LAX.

Financing Activities

American's net cash used in financing activities was $47 million and $2.3 billion in 2025 and 2024, respectively.

American's principal financing activities in 2025 included $4.5 billion in long-term debt and finance lease repayments, consisting of $3.1 billion in scheduled repayments and the early repayments of $937 million for the outstanding principal amounts of the 10.75% Senior Secured Notes and $487 million for the outstanding principal amount of equipment notes issued under EETCs. These cash outflows were offset in part by $3.8 billion of proceeds from issuance of long-term debt, consisting of $1.2 billion from the issuance of equipment loans and other notes payable, $978 million from the issuance of EETCs in connection with the financing of certain aircraft, $1.0 billion from the issuance of the 2025 AAdvantage Term Loan Facility and $629 million under a senior unsecured short-term term loan facility due January 2026. Additionally, American had $840 million in net proceeds from fuel financing transactions.

American's principal financing activities in 2024 included $4.0 billion in long-term debt and finance lease repayments, consisting of $3.7 billion in scheduled repayments and the early repayment of $263 million toward portions of the outstanding principal amounts of the 10.75% Senior Secured Notes. These cash outflows were offset in part by $1.7 billion of proceeds from issuance of long-term debt, consisting of $990 million from the issuance of equipment loans and other notes payable and $684 million from the issuance of EETCs in connection with the financing of certain aircraft that had previously been delivered.

Commitments

For further information regarding our commitments, see the Notes to AAG's Consolidated Financial Statements in Part II, Item 8A and the Notes to American's Consolidated Financial Statements in Part II, Item 8B at the referenced footnotes below.

	AAG	American
Debt	Note 4	Note 3
Leases	Note 5	Note 4
Employee Benefit Plans	Note 9	Note 8
Commitments, Contingencies and Guarantees	Note 11	Note 10

Off-Balance Sheet Arrangements

An off-balance sheet arrangement is any transaction, agreement or other contractual arrangement involving an unconsolidated entity under which a company has (1) made guarantees, (2) a retained or a contingent interest in transferred assets, (3) an obligation under derivative instruments classified as equity or (4) any obligation arising out of a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support to us, or that engages in leasing, hedging or research and development arrangements with us.

We have no off-balance sheet arrangements of the types described in the first three categories above that we believe may have a material current or future effect on financial condition, liquidity or results of operations.

Pass-Through Trusts

American currently has 280 owned aircraft and 60 owned spare aircraft engines, which in each case were financed with EETCs issued by pass-through trusts. These trusts are off-balance sheet entities, the primary purpose of which is to finance the acquisition of flight equipment or to permit issuance of debt backed by existing flight equipment. In the case of aircraft EETCs, rather than finance each aircraft separately when such aircraft is purchased, delivered or refinanced, these trusts allow American to raise the financing for a number of aircraft at one time and, if applicable, place such funds in escrow pending a future purchase, delivery or refinancing of the relevant aircraft. Similarly, in the case of spare engine EETCs, the trusts allow American to use its existing pool of spare engines to raise financing under a single facility. The trusts have also been structured to provide for certain credit enhancements, such as liquidity facilities to cover certain interest payments, that reduce the risks to the purchasers of the trust certificates and, as a result, reduce the cost of aircraft financing to American.

Each trust covers a set number of aircraft or spare engines scheduled to be delivered, financed or refinanced upon the issuance of the EETC or within a specific period of time thereafter. At the time of each covered aircraft or spare engine financing, the relevant trust used the proceeds from the issuance of the EETC (which may have been available at the time of issuance thereof or held in escrow until financing of the applicable aircraft following its delivery) to purchase equipment notes relating to the financed aircraft or engines. The equipment notes are issued, at American's election, in connection with a mortgage financing of the aircraft or spare engines. The equipment notes are secured by a security interest in the aircraft or engines, as applicable. The pass-through trust certificates are not direct obligations of, nor are they guaranteed by, AAG or American. However, the equipment notes issued to the trusts are direct obligations of American and, in certain instances, have been guaranteed by AAG. As of December 31, 2025, $6.9 billion associated with these mortgage financings is reflected as debt in the accompanying consolidated balance sheet.

Letters of Credit and Other

We provide financial assurance, such as letters of credit and surety bonds, primarily to support projected workers' compensation obligations and airport commitments. As of December 31, 2025, we had $412 million of letters of credit and surety bonds securing various obligations, of which $97 million is collateralized with our restricted cash. The letters of credit and surety bonds that are subject to expiration will expire on various dates through 2037.

Contractual Obligations

The following table provides details of our estimated material cash requirements from contractual obligations as of December 31, 2025 (in millions). The table does not include commitments that are contingent on events or other factors that are uncertain or unknown at this time and is subject to other conventions as set forth in the applicable accompanying footnotes.

	Payments Due by Period						
	2026	2027	2028	2029	2030	2031 and Thereafter	Total
American [(a)]							
Long-term debt:							
Principal amount [(b), (d)] (See Note 3)	$ 3,641	$ 4,455	$ 7,324	$ 4,045	$ 730	$ 4,653	$24,848
Interest obligations [(c), (d)]	1,267	1,039	739	420	276	770	4,511
Finance lease obligations (See Note 4)	161	152	110	102	100	310	935
Aircraft and engine purchase commitments [(e)] (See Note 10(a))	2,931	2,468	4,021	4,921	3,151	6,696	24,188
Operating lease commitments (See Note 4)	1,487	1,358	1,238	1,131	948	2,987	9,149
Regional capacity purchase agreements [(f)] (See Note 10(b))	1,159	1,156	1,082	900	457	399	5,153
Minimum pension obligations [(g)] (See Note 8)	236	89	21	—	—	—	346
Retiree medical and other postretirement benefits [(g)] (See Note 8)	111	113	116	115	112	588	1,155
Other purchase obligations [(h)] (See Note 10(a))	4,112	1,803	1,557	493	615	3,724	12,304
Total American Contractual Obligations	15,105	12,633	16,208	12,127	6,389	20,127	82,589
AAG Parent and Other AAG Subsidiaries [(a)]							
Long-term debt:							
Principal amount [(b)] (See Note 4)	—	—	—	—	1,757	1,989	3,746
Interest obligations [(c)]	172	197	201	208	171	49	998
Finance lease obligations (See Note 5)	3	—	—	—	—	—	3
Operating lease commitments (See Note 5)	14	9	8	7	6	35	79
Minimum pension obligations [(g)] (See Note 9)	2	1	1	1	1	1	7
Other purchase obligations (See Note 11(a))	14	12	5	2	—	—	33
Total AAG Contractual Obligations	$15,310	$12,852	$16,423	$12,345	$ 8,324	$ 22,201	$87,455

(a) For additional information, see the Notes to AAG's and American's Consolidated Financial Statements in Part II, Items 8A and 8B, respectively, referenced in the table above.

(b) Amounts represent contractual amounts due. Excludes $313 million and $1 million of unamortized debt discount, premium and issuance costs as of December 31, 2025 for American and AAG Parent, respectively.

(c) For variable-rate debt, future interest obligations are estimated using the current forward rates at December 31, 2025.

(d) Includes $6.9 billion of future principal payments and $1.0 billion of future interest payments as of December 31, 2025, related to EETCs associated with mortgage financings of certain aircraft and spare engines.

(e) See Part I, Item 2. Properties – *"Aircraft and Engine Purchase Commitments"* for additional information about the firm commitments for the acquisition of aircraft and engines, including the anticipated aircraft delivery schedule. Due to uncertainty surrounding the timing of delivery of certain aircraft, the amounts in the table represent our most current estimate based on contractual delivery schedules adjusted for updates and revisions to such schedules communicated to management by the applicable equipment manufacturer and certain management assumptions. However, the actual delivery schedule may differ, potentially materially, based on various potential factors including production delays by the equipment manufacturers and regulatory concerns.

(f) These commitments are estimates of costs based on assumed minimum levels of flying under the capacity purchase agreements and American's actual payments could differ materially.

(g) Represents minimum pension contributions and expected contributions to our retiree medical and other post-retirement plans based on actuarially determined estimates as of December 31, 2025 and is based on estimated payments through 2035. In January 2026, we made required contributions of $236 million and a supplemental contribution of $50 million to our defined benefit pension plans.

(h) Includes purchase commitments for aircraft fuel, flight equipment maintenance and information technology support and excludes obligations under certain fuel offtake agreements or other agreements for which the timing of the related expenditure is uncertain, or which are subject to material contingencies, such as the construction of a production facility.

Capital Raising Activity and Other Possible Actions

In light of our significant financial commitments related to, among other things, the servicing and amortization of existing debt and equipment leasing arrangements and new flight equipment, we and our subsidiaries will regularly consider, and enter into negotiations related to, capital raising and liability management activity, which may include the entry into leasing transactions and future issuances of, and transactions designed to manage the timing and amount of, secured or unsecured debt obligations or additional equity or equity-linked securities in public or private offerings or otherwise. The cash available from operations (if any) and these sources, however, may not be sufficient to cover our cash obligations because economic factors may reduce the amount of cash generated by operations or increase costs. For instance, an economic downturn or general global instability caused by governmental actions, military actions, terrorism, disease outbreaks, natural disasters or other causes could reduce the demand for air travel, which would reduce the amount of cash generated by operations. See Part I, Item 1A. Risk Factors – *"Downturns in economic conditions could adversely affect our business"* for additional discussion. An increase in costs, either due to an increase in borrowing costs caused by a reduction in credit ratings or a general increase in interest rates, due to an increase in the cost of fuel, maintenance, aircraft, aircraft engines or parts, or due to an increase in tariffs, could decrease the amount of cash available to cover cash contractual obligations. Moreover, certain of our financing arrangements contain significant minimum cash balance or similar liquidity requirements. As a result, we cannot use all of our available cash to fund operations, capital expenditures and cash obligations without violating these requirements. See Note 4 to AAG's Consolidated Financial Statements in Part II, Item 8A and Note 3 to American's Consolidated Financial Statements in Part II, Item 8B for information regarding our financing arrangements.

In the past, we have from time to time refinanced, redeemed or repurchased our debt and taken other steps to reduce or otherwise manage the aggregate amount and cost of our debt, lease and other obligations or otherwise improve our balance sheet. Going forward, depending on market conditions, our cash position and other considerations, we may continue to take such actions, and the amounts involved may be material.

OTHER INFORMATION

Basis of Presentation

See Note 1 to each of AAG's and American's Consolidated Financial Statements in Part II, Items 8A and 8B, respectively, for information regarding the basis of presentation.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities at the date of the financial statements. We believe our estimates and assumptions are reasonable; however, actual results could differ from those estimates. Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties and could potentially result in materially different results under different assumptions and conditions. We have identified the following critical accounting policies that impact the preparation of our consolidated financial statements. See the "*Basis of Presentation and Summary of Significant Accounting Policies*" included in Note 1 to each of AAG's and American's Consolidated Financial Statements in Part II, Items 8A and 8B, respectively, for additional discussion of the application of these estimates and other accounting policies.

Passenger Revenue

We recognize all revenues generated from transportation on American and our regional flights operated under the brand name American Eagle, including associated baggage fees and other inflight services, as passenger revenue when transportation is provided. Ticket and other related sales for transportation that has not yet been provided are initially deferred and recorded as air traffic liability on our consolidated balance sheets. The air traffic liability principally represents tickets sold for future travel on American, American Eagle and partner airlines.

The contract duration of passenger tickets is generally one year. The majority of tickets sold are nonrefundable. A small percentage of tickets, some of which are partially used tickets, expire unused. The estimate for tickets expected to expire unused is generally based on an analysis of our historical data and other current applicable factors such as policy changes. We have consistently applied this accounting method to estimate and recognize revenue from unused tickets at the date of travel. This estimate is periodically evaluated based on subsequent activity to validate its accuracy. Any adjustments resulting from periodic evaluations of the estimated air traffic liability are included in passenger revenue during the period in which the evaluations are completed.

Loyalty Revenue

We currently operate the loyalty program, AAdvantage. This program awards mileage credits to passengers who fly on American, American Eagle, any **one**world airline or other partner airlines, or by using the services of other program participants, such as our co-branded credit cards, and certain hotels and car rental companies. Mileage credits can be redeemed for travel on American, American Eagle and other participating partner airlines, as well as for other non-air travel awards such as car rentals, hotel stays, cruises and retail goods from program partners. For mileage credits earned by AAdvantage program members, we apply the deferred revenue method.

Mileage credits earned through travel

For mileage credits earned through travel, we apply a relative selling price approach whereby the total amount collected from each passenger ticket sale is allocated between the air transportation and the mileage credits earned. The portion of each passenger ticket sale attributable to mileage credits earned is initially deferred and then recognized in passenger revenue when mileage credits are redeemed and transportation is provided. The estimated selling price of mileage credits is determined using an equivalent ticket value approach, which uses historical data, including award redemption patterns by geographic region and class of service, as well as similar cash fares as those used to settle award redemptions. The estimated selling price of mileage credits is adjusted for an estimate of mileage credits that will not be redeemed using a statistical model based on historical redemption patterns to develop an estimate of the likelihood of future redemption. For the year ended December 31, 2025, a hypothetical 10% increase in the estimated selling price of mileage credits would have decreased revenues by approximately $155 million primarily as a result of additional amounts deferred from passenger ticket sales to be recognized in future periods.

Mileage credits sold to co-branded credit card and other partners

We sell mileage credits to participating airline partners and non-airline business partners, including our co-branded credit card partner, under contracts with remaining terms generally from one to 10 years as of December 31, 2025. Consideration received from the sale of mileage credits is predominantly variable and payment terms typically are within 30 days subsequent to the month of mileage sale. Sales of mileage credits to co-branded credit card and non-airline business partners are comprised of two revenue elements: a transportation component and a marketing component. We allocate the consideration received from these sales of mileage credits based on the relative selling price of each product or service delivered.

Our most significant mileage credit partner agreement is our co-branded credit card agreement with Citi. In December 2024, we announced a 10-year agreement with Citi and Citi became the exclusive issuer of the AAdvantage co-branded credit card portfolio in the U.S. starting in 2026.

The transportation component represents the estimated selling price of future travel awards and is determined using the same equivalent ticket value approach described above. The portion of each mileage credit sold attributable to transportation is initially deferred and then recognized in passenger revenue when mileage credits are redeemed and transportation is provided.

The marketing component includes the use of intellectual property, including the American brand and access to loyalty program member lists, which is the predominant element in these agreements, as well as advertising and other travel-related benefits. We recognize the marketing component in other revenue in the period of the mileage credit sale following the sales-based royalty method.

For the portion of our outstanding mileage credits that we estimate will not be redeemed, we recognize the associated value proportionally as the remaining mileage credits are redeemed. Our estimates use a statistical model based on historical redemption patterns to develop an estimate of the likelihood of future redemption. For the year ended December 31, 2025, a hypothetical 10% increase in our estimate of mileage credits not expected to be redeemed would have increased revenues by approximately $140 million.

Pensions and Retiree Medical and Other Postretirement Benefits

We recognize the funded status (i.e., the difference between the fair value of plan assets and the projected benefit obligations) of our pension and retiree medical and other postretirement benefits plans on the consolidated balance sheets with a corresponding adjustment to accumulated other comprehensive income (loss).

Our pension and retiree medical and other postretirement benefits costs and liabilities are calculated using various actuarial assumptions and methodologies. We use certain assumptions including, but not limited to, the selection of the discount rate and expected return on plan assets.

As of December 31, 2025, our weighted average discount rate assumptions were 5.5% and 5.3% for our pension and retiree medical and other postretirement benefits obligations, respectively. When establishing the discount rate to measure our obligations, we match high quality corporate bonds available in the marketplace whose cash flows approximate our projected benefit disbursements. Lowering the discount rate by 50 basis points as of December 31, 2025 would increase our pension and retiree medical and other postretirement benefits obligations by approximately $635 million and $40 million, respectively, and decrease estimated 2026 pension and retiree medical and other postretirement benefits expense by approximately $10 million and $1 million, respectively.

As of January 1, 2026, our expected rate of return on plan assets is 7.3%. The expected rate of return on plan assets is based upon an evaluation of our historical trends and experience, taking into account current and expected market conditions and our target asset allocation of 45% U.S. fixed income securities, 18% U.S. stocks, 25% private investments, 9% international developed market stocks and 3% emerging market stocks. The expected rate of return on plan assets component of our net periodic benefit cost is calculated based on the fair value of plan assets and our target asset allocation. Lowering the expected long-term rate of return on plan assets by 50 basis points would increase estimated 2026 pension expense by approximately $60 million.

Annually, we review and revise certain economic and demographic assumptions including the pension and retiree medical and other postretirement benefits discount rates, health care costs and certain other retirement assumptions. The net effect of changing these assumptions for the pension plans resulted in an increase of $238 million in the projected benefit obligation at December 31, 2025. The net effect of changing these assumptions for retiree medical and other postretirement benefits plans resulted in a decrease of $10 million in the accumulated postretirement benefit obligation at December 31, 2025.

See Note 9 to AAG's Consolidated Financial Statements in Part II, Item 8A and Note 8 to American's Consolidated Financial Statements in Part II, Item 8B for additional information regarding our employee benefit plans.

Income Taxes

Our ability to use our NOLs and other carryforwards depends on the amount of taxable income generated in future periods. We provide a valuation allowance for our deferred tax assets, which include our NOLs and other carryforwards, when it is more likely than not that some portion, or all of our deferred tax assets, will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. We consider all available positive and negative evidence and make certain assumptions in evaluating the realizability of our deferred tax assets. Many factors are considered that impact our assessment of future profitability, including conditions which are beyond our control, such as the health of the economy, the availability and price volatility of aircraft fuel and travel demand. We have determined that positive factors outweigh negative factors in the determination of the realizability of our deferred tax assets. There can be no assurance that an additional valuation allowance on our net deferred tax assets will not be required. Such valuation allowance could be material.

Recent Accounting Pronouncements

Accounting Standards Update (ASU) 2024-03: Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-04) Disaggregation of Income Statement Expenses

This standard enhances transparency in reporting by requiring disaggregation of certain costs and expenses in the notes to financial statements. This update is effective for annual periods beginning after December 15, 2026 and interim periods within annual periods beginning after December 15, 2027, and early adoption is permitted. We are currently evaluating how the adoption of this standard may impact our disclosures.

ASU 2025-06: Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40) Targeted Improvements to the Accounting for Internal-Use Software

This standard modernizes the accounting for costs related to internal-use software by removing references to project stages and by clarifying the thresholds entities apply to begin capitalizing costs. The amendments in this update are effective for interim and annual periods beginning after December 15, 2027, and early adoption is permitted. We are currently evaluating how the adoption of this standard may impact our consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The risk inherent in our market risk sensitive instruments and positions is the potential loss arising from adverse changes in the price of aircraft fuel, foreign currency exchange rates and interest rates as discussed below. The sensitivity analyses presented do not consider the effects that such adverse changes may have on overall economic activity, nor do they consider additional actions we may take to mitigate our exposure to such changes. Therefore, actual results may differ.

Aircraft Fuel

Our operating results are materially impacted by changes in the availability, price volatility and cost of aircraft fuel, which represents one of the largest single cost items in our business. Because of the amount of fuel needed to operate our business, even a relatively small increase or decrease in the price of aircraft fuel can have a material effect on our operating results and liquidity. Market prices for aircraft fuel have fluctuated substantially over the past several years and prices continue to be highly volatile, with market spot prices ranging from a low of approximately $1.83 per gallon to a high of approximately $3.82 per gallon during the period from January 1, 2023 to December 31, 2025.

As of December 31, 2025, we did not have any fuel hedging contracts outstanding to hedge our fuel consumption. Our current policy is not to enter into transactions to hedge our fuel consumption, although we review this policy from time to time based on market conditions and other factors. As such, and assuming we do not enter into any future transactions to hedge our fuel consumption, we will continue to be fully exposed to fluctuations in fuel prices. Based on our 2026 forecasted fuel consumption, we estimate that a one cent per gallon increase in the price of aircraft fuel would increase our 2026 annual fuel expense by approximately $50 million.

Foreign Currency

We are exposed to the effect of foreign exchange rate fluctuations on the U.S. dollar value of foreign currency-denominated transactions. Our largest exposure comes from the Euro, Canadian dollar, British pound sterling and various Latin American currencies (primarily the Brazilian real). We do not currently have a foreign currency hedge program. We estimate a uniform 10% strengthening in the value of the U.S. dollar from 2025 levels relative to each of the currencies in which we have foreign currency exposure would have resulted in a decrease in pre-tax income of approximately $140 million for the year ended December 31, 2025.

Generally, fluctuations in foreign currencies, including devaluations, cannot be predicted by us and can significantly affect the value of our assets located outside the United States. These conditions, devaluations or imposition of more stringent repatriation restrictions, may materially adversely affect our business, results of operations and financial condition. See Part I, Item 1A. Risk Factors – *"We operate a global business with international operations that are subject to economic and political instability and have been, and in the future may continue to be, adversely affected by numerous events, circumstances or government actions beyond our control"* for additional discussion of this and other currency risks.

Interest

Our earnings and cash flow are affected by changes in interest rates due to the impact those changes have on our interest expense from variable-rate debt instruments and our interest income from short-term, interest-bearing investments.

Our largest exposure with respect to variable-rate debt comes from changes in the relevant benchmark rate underlying such debt financings, principally the Secured Overnight Financing Rate (SOFR). Variable-rate debt instruments represented 47% of our total long-term debt as of December 31, 2025. We currently do not have an interest rate hedge program to hedge our exposure to floating interest rates on our variable-rate debt obligations. If annual interest rates increase 100 basis points, based on our December 31, 2025 variable-rate debt and short-term investments balances, annual interest expense on variable-rate debt would increase by approximately $130 million and annual interest income on short-term investments would increase by approximately $60 million. Additionally, the fair value of fixed-rate debt would have decreased by approximately $410 million for AAG and $320 million for American.

ITEM 8A. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA OF AMERICAN AIRLINES GROUP INC.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
American Airlines Group Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of American Airlines Group Inc. and subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, cash flows, and stockholders' deficit for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, 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, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 18, 2026 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a 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.

Sufficiency of audit evidence over the realizability of tax net operating loss and other carryforwards

As discussed in Notes 1(i) and 6 to the consolidated financial statements, the Company had $4.1 billion of tax net operating loss and other carryforwards, which are recorded as deferred tax assets at December 31, 2025. Deferred tax assets are recognized related to tax net operating loss and other carryforwards that will reduce future taxable income. The Company provides a valuation allowance for deferred tax assets when it is more likely than not that some portion, or all of the deferred tax assets, will not be realized. In evaluating the need for a valuation allowance, management considers the weighting of all available positive and negative evidence.

We identified the evaluation of the sufficiency of audit evidence over the realizability of federal tax net operating loss and other carryforwards as a critical audit matter. Evaluating the sufficiency of audit evidence required subjective auditor judgment in order to assess the extent of procedures performed in assessing the realizability of the federal tax net operating loss and other carryforwards.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company's deferred tax asset valuation allowance process, including controls related to the realizability of federal tax net operating loss and other carryforwards. We evaluated positive and negative evidence used in assessing whether the federal tax net operating loss and other carryforwards were more likely than not to be realized in the future. We evaluated the reasonableness of management's projections of future profitability considering historical profitability of the Company, and consistency with industry data. We involved tax professionals with specialized skills and knowledge, who assisted in evaluating the application of tax law. We assessed the sufficiency of audit evidence obtained over the realizability of the federal tax net operating loss and other carryforwards by evaluating the cumulative results of the audit procedures.

/s/ KPMG LLP

We have served as the Company's auditor since 2014.

Dallas, Texas
February 18, 2026

AMERICAN AIRLINES GROUP INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except share and per share amounts)

	Year Ended December 31,		
	2025	2024	2023
Operating revenues:			
Passenger	$ 49,643	$ 49,586	$ 48,512
Cargo	839	804	812
Other	4,151	3,821	3,464
Total operating revenues	54,633	54,211	52,788
Operating expenses:			
Aircraft fuel and related taxes	10,718	11,418	12,257
Salaries, wages and benefits	17,566	16,021	14,580
Regional expenses	5,448	5,042	4,643
Maintenance, materials and repairs	3,844	3,794	3,265
Other rent and landing fees	3,476	3,303	2,928
Aircraft rent	1,220	1,242	1,369
Selling expenses	1,997	1,812	1,799
Depreciation and amortization	1,890	1,926	1,936
Special items, net	159	610	971
Other	6,848	6,429	6,006
Total operating expenses	53,166	51,597	49,754
Operating income	1,467	2,614	3,034
Nonoperating income (expense):			
Interest income	357	468	591
Interest expense, net	(1,716)	(1,934)	(2,145)
Other income (expense), net	82	6	(359)
Total nonoperating expense, net	(1,277)	(1,460)	(1,913)
Income before income taxes	190	1,154	1,121
Income tax provision	79	308	299
Net income	$ 111	$ 846	$ 822
Earnings per common share:			
Basic	$ 0.17	$ 1.29	$ 1.26
Diluted	$ 0.17	$ 1.24	$ 1.21
Weighted average shares outstanding (in thousands):			
Basic	659,964	656,996	653,612
Diluted	661,052	721,300	719,669

See accompanying notes to consolidated financial statements.

AMERICAN AIRLINES GROUP INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Year Ended December 31,		
	2025	2024	2023
Net income	$ 111	$ 846	$ 822
Other comprehensive income (loss), net of tax:			
Pension, retiree medical and other postretirement benefits	176	327	(312)
Investments	—	2	3
Total other comprehensive income (loss), net of tax	176	329	(309)
Total comprehensive income	$ 287	$ 1,175	$ 513

See accompanying notes to consolidated financial statements.

AMERICAN AIRLINES GROUP INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except share and par value amounts)

	December 31,	
	2025	2024
ASSETS		
Current assets		
Cash	$ 954	$ 804
Short-term investments	4,882	6,180
Restricted cash and short-term investments	735	732
Accounts receivable, net	2,075	2,006
Aircraft fuel, spare parts and supplies, net	2,792	2,638
Prepaid expenses and other	767	794
Total current assets	12,205	13,154
Operating property and equipment		
Flight equipment	46,597	43,521
Ground property and equipment	10,479	10,202
Equipment purchase deposits	656	1,012
Total property and equipment, at cost	57,732	54,735
Less accumulated depreciation and amortization	(25,192)	(23,608)
Total property and equipment, net	32,540	31,127
Operating lease right-of-use assets	7,091	7,333
Other assets		
Goodwill	4,091	4,091
Intangibles, net of accumulated amortization of $848 and $841, respectively	2,066	2,044
Deferred tax asset	2,368	2,485
Other assets	1,413	1,549
Total other assets	9,938	10,169
Total assets	$ 61,774	$ 61,783
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Current maturities of long-term debt and finance leases	$ 3,753	$ 5,322
Accounts payable	2,840	2,455
Accrued salaries and wages	2,128	2,150
Air traffic liability	7,158	6,759
Loyalty program liability	3,725	3,556
Operating lease liabilities	1,058	1,092
Fuel financing	914	74
Other accrued liabilities	2,916	2,887
Total current liabilities	24,492	24,295
Noncurrent liabilities		
Long-term debt and finance leases, net of current maturities	25,254	25,154
Pension and postretirement benefits	1,568	2,128
Loyalty program liability	6,839	6,498
Operating lease liabilities	5,905	5,976
Other liabilities	1,443	1,709
Total noncurrent liabilities	41,009	41,465
Commitments and contingencies (Note 11)		
Stockholders' equity (deficit)		
Common stock, $0.01 par value; 1,750,000,000 shares authorized, 660,301,080 shares issued and outstanding at December 31, 2025; 657,566,166 shares issued and outstanding at December 31, 2024	7	7
Additional paid-in capital	7,387	7,424
Accumulated other comprehensive loss	(4,389)	(4,565)
Retained deficit	(6,732)	(6,843)
Total stockholders' deficit	(3,727)	(3,977)
Total liabilities and stockholders' equity (deficit)	$ 61,774	$ 61,783

See accompanying notes to consolidated financial statements.

AMERICAN AIRLINES GROUP INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Year Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net income	$ 111	$ 846	$ 822
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,219	2,245	2,254
Debt extinguishment costs	20	9	267
Special items, net non-cash	(17)	(1)	41
Pension and postretirement	(31)	(82)	(13)
Deferred income tax provision	79	308	299
Share-based compensation, non-cash	57	92	102
Other, net	(85)	(249)	(205)
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable	(74)	35	95
Increase in other assets	(218)	(314)	(11)
Increase in accounts payable	335	257	209
Increase (decrease) in air traffic liability	399	559	(545)
Increase in loyalty program liability	510	727	182
Contributions to pension plans	(228)	(300)	(73)
Increase (decrease) in other liabilities	22	(149)	379
Net cash provided by operating activities	3,099	3,983	3,803
Cash flows from investing activities:			
Capital expenditures and aircraft purchase deposits	(3,779)	(2,683)	(2,596)
Proceeds from sale-leaseback transactions and sale of property and equipment	344	654	230
Sales of short-term investments	6,189	8,013	8,861
Purchases of short-term investments	(4,905)	(7,194)	(7,323)
Decrease in restricted short-term investments	3	177	51
Other investing activities	254	65	275
Net cash used in investing activities	(1,894)	(968)	(502)
Cash flows from financing activities:			
Payments on long-term debt and finance leases	(5,504)	(4,467)	(7,718)
Proceeds from issuance of long-term debt	3,773	1,670	4,822
Net proceeds from fuel financing	840	74	—
Other financing activities	(160)	(71)	(310)
Net cash used in financing activities	(1,051)	(2,794)	(3,206)
Net increase in cash and restricted cash	154	221	95
Cash and restricted cash at beginning of year	902	681	586
Cash and restricted cash at end of year [(a)]	$ 1,056	$ 902	$ 681

[(a)] The following table provides a reconciliation of cash and restricted cash to amounts reported within the consolidated balance sheets:

Cash	$ 954	$ 804	$ 578
Restricted cash included in restricted cash and short-term investments	102	98	103
Total cash and restricted cash	$ 1,056	$ 902	$ 681

See accompanying notes to consolidated financial statements.

AMERICAN AIRLINES GROUP INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT
(In millions, except share amounts)

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Deficit	Total
Balance at December 31, 2022	$ 6	$ 7,291	$ (4,585)	$ (8,511)	$ (5,799)
Net income	—	—	—	822	822
Other comprehensive loss, net	—	—	(309)	—	(309)
Issuance of 3,630,731 shares of AAG common stock pursuant to employee stock plans net of shares withheld for cash taxes	1	(23)	—	—	(22)
Share-based compensation expense	—	102	—	—	102
Settlement of single-dip unsecured claims held in Disputed Claims Reserve	—	4	—	—	4
Balance at December 31, 2023	7	7,374	(4,894)	(7,689)	(5,202)
Net income	—	—	—	846	846
Other comprehensive income, net	—	—	329	—	329
Issuance of 3,292,974 shares of AAG common stock pursuant to employee stock plans net of shares withheld for cash taxes	—	(22)	—	—	(22)
Share-based compensation expense	—	92	—	—	92
Modification of share-based awards	—	(20)	—	—	(20)
Balance at December 31, 2024	7	7,424	(4,565)	(6,843)	(3,977)
Net income	—	—	—	111	111
Other comprehensive income, net	—	—	176	—	176
Settlement of PSP1 and Treasury Loan Warrants (see Note 3)	—	(79)	—	—	(79)
Issuance of 2,734,914 shares of AAG common stock pursuant to employee stock plans net of shares withheld for cash taxes	—	(18)	—	—	(18)
Share-based compensation expense	—	60	—	—	60
Balance at December 31, 2025	$ 7	$ 7,387	$ (4,389)	$ (6,732)	$ (3,727)

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS OF AMERICAN AIRLINES GROUP INC.

1. Basis of Presentation and Summary of Significant Accounting Policies

(a) Basis of Presentation

American Airlines Group Inc. (we, us, our and similar terms, or AAG), a Delaware corporation, is a holding company whose primary business activity is the operation of a major network air carrier, providing scheduled air transportation for passengers and cargo through its mainline operating subsidiary, American Airlines, Inc. (American) and its wholly-owned regional airline subsidiaries, Envoy Aviation Group Inc., PSA Airlines, Inc. (PSA) and Piedmont Airlines, Inc. (Piedmont), that operate under the brand American Eagle. All significant intercompany transactions have been eliminated.

The preparation of financial statements in accordance with accounting principles generally accepted in the United States (GAAP) requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. The most significant areas of judgment relate to passenger revenue recognition, the loyalty program, deferred tax assets, as well as pension and retiree medical and other postretirement benefits.

(b) Recent Accounting Pronouncements

Accounting Standards Update (ASU) 2024-03: Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-04) Disaggregation of Income Statement Expenses

This standard enhances transparency in reporting by requiring disaggregation of certain costs and expenses in the notes to financial statements. This update is effective for annual periods beginning after December 15, 2026 and interim periods within annual periods beginning after December 15, 2027, and early adoption is permitted. We are currently evaluating how the adoption of this standard may impact our disclosures.

ASU 2025-06: Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40) Targeted Improvements to the Accounting for Internal-Use Software

This standard modernizes the accounting for costs related to internal-use software by removing references to project stages and by clarifying the thresholds entities apply to begin capitalizing costs. The amendments in this update are effective for interim and annual periods beginning after December 15, 2027, and early adoption is permitted. We are currently evaluating how the adoption of this standard may impact our consolidated financial statements.

(c) Investments

Short-term investments primarily include debt securities and are classified as available-for-sale and stated at fair value. Realized gains and losses are recorded as part of interest income within total nonoperating expense, net on our consolidated statements of operations. Unrealized gains and losses are recorded as a component of accumulated other comprehensive loss on our consolidated balance sheets. For investments in an unrealized loss position, we determine whether a credit loss exists by considering information about the collectability of the instrument, current market conditions and reasonable and supportable forecasts of economic conditions. There have been no credit losses.

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). Our equity investments are reflected in other assets on our consolidated balance sheets. Our share of equity method investees' financial results and changes in fair value are recorded in nonoperating other income (expense), net on the consolidated statements of operations. See Note 8 for additional information related to our equity investments.

(d) Restricted Cash and Short-term Investments

We have restricted cash and short-term investments related primarily to collateral held to support workers' compensation obligations, collateral associated with the payment of interest for the AAdvantage Financing and money market funds to be used to finance the cost of improvements at the overhaul and maintenance base at Tulsa International Airport (Tulsa Maintenance Base). See Note 4 and Note 11 for further information on the AAdvantage Financing and Tulsa Maintenance Base, respectively.

(e) Accounts Receivable, Net

Accounts receivable primarily consist of amounts due from credit card processing companies for tickets sold to individual passengers, amounts due from airline and non-airline business partners, including our co-branded credit card partner and cargo customers. Receivables from ticket sales are short-term, mostly settled within seven days after sale. Receivables from our business partners are typically settled within 30 days. All accounts receivable are reported net of an allowance for credit losses, which was not material as of December 31, 2025 and 2024. We consider past and future financial and qualitative factors, including aging, payment history and other credit monitoring indicators, when establishing the allowance for credit losses.

(f) Aircraft Fuel, Spare Parts and Supplies, Net

Aircraft fuel is recorded on a first-in, first-out basis. Spare parts and supplies are recorded at average costs less an allowance for obsolescence, which is recognized over the weighted average remaining useful life of the related fleet. We also provide an allowance for spare parts and supplies identified as excess or obsolete to reduce the carrying cost to the lower of cost or net realizable value. Aircraft fuel, spare parts and supplies are expensed when used.

(g) Operating Property and Equipment

Operating property and equipment is recorded at cost and depreciated or amortized to residual values over the asset's estimated useful life or the lease term, whichever is less, using the straight-line method. Costs of major improvements that enhance the usefulness of the asset are capitalized and depreciated or amortized over the estimated useful life of the asset or the lease term, whichever is less. Effective January 1, 2025, we adjusted the estimated useful lives of our mainline and regional aircraft, engines and related rotable parts by three years to align with the extended lives of aircraft included in our long-term fleet plan. In conjunction with this change, we also reduced the salvage values for most of these assets from 10% to 5% of original cost to more closely reflect the estimated value at the end of the useful life. Accordingly, the estimated useful lives for the principal property and equipment classification are as follows:

Principal Property and Equipment Classification	Estimated Useful Life
Aircraft, engines and related rotable parts	20 – 33 years
Buildings and improvements	5 – 30 years
Furniture, fixtures and other equipment	3 – 15 years
Capitalized software	5 – 10 years

The effect of these changes did not have a material impact to depreciation and amortization expense in the consolidated statement of operations for the year ended December 31, 2025. Total mainline and regional depreciation and amortization expense was $2.2 billion for each of the years ended December 31, 2025 and 2024 and $2.3 billion for the year ended December 31, 2023.

We assess impairment of operating property and equipment when events and circumstances indicate that the assets may be impaired. An impairment of an asset or group of assets exists only when the sum of the estimated undiscounted cash flows expected to be generated directly by the assets are less than the carrying value of the assets. We group assets principally by fleet-type when estimating future cash flows, which is generally the lowest level for which identifiable cash flows exist. Estimates of future cash flows are based on historical results adjusted to reflect management's best estimate of future market and operating conditions, including our current fleet plan. If such assets are impaired, the impairment charge recognized is the amount by which the carrying value of the assets exceed their fair value. Fair value reflects management's best estimate including inputs from published pricing guides and bids from third parties as well as contracted sales agreements when applicable.

(h) Leases

We determine if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (ROU) assets, current operating lease liabilities and noncurrent operating lease liabilities on our consolidated balance sheets. Finance leases are included in property and equipment, current maturities of long-term debt and finance leases and long-term debt and finance leases, net of current maturities, on our consolidated balance sheets. See Note 5 for further information on our operating and finance leases.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term.

We use our estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments. We give consideration to our recent debt issuances as well as publicly available data for instruments with similar characteristics when calculating our incremental borrowing rates.

Our lease term includes options to extend the lease when it is reasonably certain that we will exercise that option. Leases with a term of 12 months or less are not recorded on our consolidated balance sheets.

Under certain of our capacity purchase agreements with third-party regional carriers, we do not own the underlying aircraft. However, since we control the marketing, scheduling, ticketing, pricing and seat inventories of these aircraft and therefore control the asset, the aircraft is deemed to be leased for accounting purposes. For these capacity purchase agreements, we account for the lease and non-lease components separately. The lease component consists of the aircraft and the non-lease components consist of services, such as the crew and maintenance. Where applicable, we allocate the consideration in the capacity purchase agreements to the lease and non-lease components using their estimated relative standalone prices. See Note 11(b) for additional information on our capacity purchase agreements.

For real estate, we account for the lease and non-lease components as a single lease component.

(i) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are recorded net as noncurrent on our consolidated balance sheets.

We provide a valuation allowance for our deferred tax assets, which include our net operating losses (NOLs) and other carryforwards, when it is more likely than not that some portion, or all of our deferred tax assets, will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. We consider all available positive and negative evidence and make certain assumptions in evaluating the realizability of our deferred tax assets. Many factors are considered that impact our assessment of future profitability, including conditions which are beyond our control, such as the health of the economy, the availability and price volatility of aircraft fuel and travel demand. We have determined that positive factors outweigh negative factors in the determination of the realizability of our deferred tax assets.

(j) Goodwill

Goodwill represents the purchase price in excess of the fair value of the net assets acquired and liabilities assumed in connection with the 2013 merger with US Airways Group, Inc. (US Airways Group). We have one reporting unit. We assess goodwill for impairment annually or more frequently if events or circumstances indicate that the fair value of goodwill may be lower than the carrying value. Our annual assessment date is October 1.

Goodwill is assessed for impairment by initially performing a qualitative assessment. If we determine that it is more likely than not that our goodwill may be impaired, we use a quantitative approach to assess the asset's fair value and the amount of the impairment, if any. Based upon our annual assessment, there was no goodwill impairment in 2025. The carrying value of our goodwill on our consolidated balance sheets was $4.1 billion as of December 31, 2025 and 2024.

(k) Other Intangibles, Net

Intangible assets consist of certain domestic airport slots and gate leasehold rights, international slots and route authorities, commercial agreements, marketing agreements, customer relationships and tradenames.

Definite-Lived Intangible Assets

Definite-lived intangible assets are originally recorded at their acquired fair values, subsequently amortized over their respective estimated useful lives and are assessed for impairment whenever events and circumstances indicate that the assets may be impaired. Certain domestic airport slots and airport gate leasehold rights are amortized on a straight-line

basis over 25 years. Certain marketing agreements were identified as intangible assets subject to amortization and are amortized on a straight-line basis over approximately 30 years.

We had $124 million and $101 million of definite-lived intangible assets, net of accumulated amortization on our consolidated balance sheets as of December 31, 2025 and 2024, respectively. We expect to record amortization expense related to these assets of approximately $7 million for each of the years in 2026 through 2030, and $88 million of amortization expense in 2031 and thereafter until fully amortized.

Indefinite-Lived Intangible Assets

Indefinite-lived intangible assets include certain domestic airport slots, international slots and route authorities and our commercial agreement with GOL Linhas Aéreas Inteligentes S.A. (GOL). We assess indefinite-lived intangible assets for impairment annually or more frequently if events or circumstances indicate that the fair values of indefinite-lived intangible assets may be lower than their carrying values. Our annual assessment date is October 1.

Indefinite-lived intangible assets are assessed for impairment by initially performing a qualitative assessment. If we determine that it is more likely than not that our indefinite-lived intangible assets may be impaired, we use a quantitative approach to assess the asset's fair value and the amount of the impairment, if any. Based upon our annual assessment, there were no indefinite-lived intangible asset impairments in 2025. We had $1.9 billion of indefinite-lived intangible assets on our consolidated balance sheets as of December 31, 2025 and 2024.

(l) Fuel Financing

In December 2024, we entered into a fuel financing facility with a bank pursuant to which the bank pays certain fuel invoices on our behalf. The agreement contains a maximum allowable outstanding principal balance at any time of $1.0 billion and is required to be repaid at least quarterly. The fuel financing facility bears interest at a base rate equal to one-month Secured Overnight Financing Rate (SOFR), plus a margin of 3.75%. Our obligations to the counterparty are secured on a second-priority basis by certain intellectual property of American, including the "American Airlines" trademark and the "aa.com" domain name in the United States and certain foreign jurisdictions, as provided in, and subject to the covenants and conditions of, the Second Lien Brand Collateral Security Agreement. Either American or the bank may terminate this agreement at any time and with immediate effect upon sixty days' prior written notice to the other party. As of December 31, 2025 and 2024, we had $914 million and $74 million, respectively, in fuel financing obligations included on our consolidated balance sheets.

The following is a rollforward of our outstanding fuel financing obligation during the years ended December 31, 2025 and 2024 (in millions):

	2025	2024
Balance at beginning of year	$ 74	$ —
Proceeds	1,217	74
Payments	(377)	—
Balance at end of year	$ 914	$ 74

We include payments to designated fuel suppliers as an operating activity in the consolidated statement of cash flows. Proceeds and payments related to fuel financing transactions are presented net as a financing activity in the consolidated statement of cash flows.

(m) Revenue Recognition

Revenue

The following are the significant categories comprising our operating revenues (in millions):

	Year Ended December 31,		
	2025	2024	2023
Passenger revenue:			
Passenger travel	$ 45,607	$ 45,743	$ 44,914
Loyalty revenue - travel [1]	4,036	3,843	3,598
Total passenger revenue	49,643	49,586	48,512
Cargo	839	804	812
Other:			
Loyalty revenue - marketing services	3,511	3,257	2,929
Other revenue	640	564	535
Total other revenue	4,151	3,821	3,464
Total operating revenues	$ 54,633	$ 54,211	$ 52,788

(1) Loyalty revenue included in passenger revenue is principally comprised of mileage credit redemptions, which were earned from travel or co-branded credit card and other partners. See "*Loyalty Revenue*" below for further discussion on these mileage credits.

The following is our total passenger revenue by geographic region (in millions):

	Year Ended December 31,		
	2025	2024	2023
Domestic	$ 35,201	$ 35,336	$ 34,592
Latin America	6,444	6,560	6,719
Atlantic	6,583	6,445	6,205
Pacific	1,415	1,245	996
Total passenger revenue	$ 49,643	$ 49,586	$ 48,512

We attribute passenger revenue by geographic region based upon the origin and destination of each flight segment.

Passenger Revenue

We recognize all revenues generated from transportation on American and our regional flights operated under the brand name American Eagle, including associated baggage fees and other inflight services, as passenger revenue when transportation is provided. Ticket and other related sales for transportation that has not yet been provided are initially deferred and recorded as air traffic liability on our consolidated balance sheets. The air traffic liability principally represents tickets sold for future travel on American, American Eagle and partner airlines.

The majority of tickets sold are nonrefundable. A small percentage of tickets, some of which are partially used tickets, expire unused. The estimate for tickets expected to expire unused is generally based on an analysis of our historical data and other current applicable factors such as policy changes. We have consistently applied this accounting method to estimate and recognize revenue from unused tickets at the date of travel. This estimate is periodically evaluated based on subsequent activity to validate its accuracy. Any adjustments resulting from periodic evaluations of the estimated air traffic liability are included in passenger revenue during the period in which the evaluations are completed.

Various taxes and fees assessed on the sale of tickets to end customers are collected by us as an agent and remitted to taxing authorities. These taxes and fees have been presented on a net basis in the accompanying consolidated statements of operations and recorded as a liability until remitted to the appropriate taxing authority.

Loyalty Revenue

We currently operate the loyalty program, AAdvantage®. This program awards mileage credits to passengers who fly on American, American Eagle, any **one**world airline or other partner airlines, or by using the services of other program participants, such as our co-branded credit cards, and certain hotels and car rental companies. Mileage credits can be redeemed for travel on American, American Eagle and other participating partner airlines, as well as for other non-air travel awards such as car rentals, hotel stays, cruises and retail goods from program partners. For mileage credits earned by AAdvantage program members, we apply the deferred revenue method.

Mileage credits earned through travel

For mileage credits earned through travel, we apply a relative selling price approach whereby the total amount collected from each passenger ticket sale is allocated between the air transportation and the mileage credits earned. The portion of each passenger ticket sale attributable to mileage credits earned is initially deferred and then recognized in passenger revenue when mileage credits are redeemed and transportation is provided. The estimated selling price of mileage credits is determined using an equivalent ticket value approach, which uses historical data, including award redemption patterns by geographic region and class of service, as well as similar cash fares as those used to settle award redemptions. The estimated selling price of mileage credits is adjusted for an estimate of mileage credits that will not be redeemed using a statistical model based on historical redemption patterns to develop an estimate of the likelihood of future redemption.

Mileage credits sold to co-branded credit card and other partners

We sell mileage credits to participating airline partners and non-airline business partners, including our co-branded credit card partner, under contracts with remaining terms generally from one to 10 years as of December 31, 2025. Consideration received from the sale of mileage credits is predominantly variable and payment terms typically are within 30 days subsequent to the month of mileage sale. Sales of mileage credits to co-branded credit card and non-airline business partners are comprised of two revenue elements: a transportation component and a marketing component. We allocate the consideration received from these sales of mileage credits based on the relative selling price of each product or service delivered.

Our most significant mileage credit partner agreement is our co-branded credit card agreement with Citibank N.A. (Citi). In December 2024, we announced a 10-year agreement with Citi and Citi became the exclusive issuer of the AAdvantage co-branded credit card portfolio in the U.S. starting in 2026.

The transportation component represents the estimated selling price of future travel awards and is determined using the same equivalent ticket value approach described above. The portion of each mileage credit sold attributable to transportation is initially deferred and then recognized in passenger revenue when mileage credits are redeemed and transportation is provided.

The marketing component includes the use of intellectual property, including the American brand and access to loyalty program member lists, which is the predominant element in these agreements, as well as advertising and other travel-related benefits. We recognize the marketing component in other revenue in the period of the mileage credit sale following the sales-based royalty method.

For the portion of our outstanding mileage credits that we estimate will not be redeemed, we recognize the associated value proportionally as the remaining mileage credits are redeemed. Our estimates use a statistical model based on historical redemption patterns to develop an estimate of the likelihood of future redemption.

Cargo Revenue

Cargo revenue is recognized when we provide the transportation.

Other Revenue

Other revenue includes revenue associated with our loyalty program, which is comprised principally of the marketing component of mileage credit sales to co-branded credit card and other partners and other marketing related payments. The accounting and recognition for the loyalty program marketing services are discussed above in "*Loyalty Revenue*." The remaining amounts included within other revenue relate to airport clubs, other commission revenue, advertising and vacation-related services.

Contract Balances

Our significant contract liabilities are comprised of (1) outstanding loyalty program mileage credits that may be redeemed for future air travel, non-air travel and other awards, reported as loyalty program liability on our consolidated balance sheets and (2) ticket sales for transportation that has not yet been provided, reported as air traffic liability on our consolidated balance sheets.

	December 31,	
	2025	2024
	(In millions)	
Loyalty program liability	$ 10,564	$ 10,054
Air traffic liability	7,158	6,759
Total	$ 17,722	$ 16,813

The balance of the loyalty program liability fluctuates based on seasonal patterns, which impact the volume of mileage credits issued through travel or sold to co-branded credit card and other partners (deferral of revenue) and mileage credits redeemed (recognition of revenue). Changes in loyalty program liability are as follows (in millions):

Balance at December 31, 2024	$ 10,054
Deferral of revenue	4,445
Recognition of revenue [1]	(3,935)
Balance at December 31, 2025 [2]	$ 10,564

(1) Principally relates to revenue recognized from the redemption of mileage credits for air travel, non-air travel and other awards. Mileage credits are combined in one homogenous pool and are not separately identifiable. As such, the revenue is comprised of mileage credits that were part of the loyalty program deferred revenue balance at the beginning of the period, as well as mileage credits that were issued during the period.

(2) Mileage credits can be redeemed at any time and generally do not expire as long as the AAdvantage member has any type of qualifying activity at least every 24 months or if the AAdvantage member is the primary holder of a co-branded credit card. As of December 31, 2025, our current loyalty program liability was $3.7 billion and represents our current estimate of revenue expected to be recognized in the next 12 months based on historical trends, with the balance reflected in long-term loyalty program liability expected to be recognized as revenue in periods thereafter.

Additionally, as of December 31, 2025 and 2024, our loyalty program liability includes a one-time cash payment related to the new co-branded credit card agreement announced in December 2024, which will be amortized over the life of the new agreement beginning in 2026.

The air traffic liability principally represents tickets sold for future travel on American, American Eagle and partner airlines. The balance in our air traffic liability also fluctuates with seasonal travel patterns. The contract duration of passenger tickets is generally one year. Accordingly, any revenue associated with tickets sold for future travel will be recognized within 12 months. For 2025, $5.1 billion of revenue was recognized in passenger revenue that was included in our air traffic liability at December 31, 2024.

(n) Maintenance, Materials and Repairs

Maintenance and repair costs for owned and leased flight equipment are charged to operating expense as incurred, except costs incurred for maintenance and repair under certain power-by-the-hour maintenance agreements, which are charged to operating expense based on contractual terms when an obligation exists.

(o) Selling Expenses

Selling expenses include credit card fees, commissions, third party distribution channel fees and advertising. Selling expenses associated with passenger revenue are expensed when the transportation or service is provided. Advertising costs are expensed as incurred. Advertising expense was $200 million, $143 million and $114 million for the years ended December 31, 2025, 2024 and 2023, respectively.

(p) Share-based Compensation

We account for our share-based compensation expense based on the fair value of the equity award at the time of grant, which is recognized ratably over the vesting period of the award. Certain awards have performance conditions that must be achieved prior to vesting and are expensed based on the expected achievement at each reporting period. The majority of our equity awards are time vested restricted stock units. For equity-classified awards, the fair value of such awards is based on the market price of the underlying shares of AAG common stock on the date of grant and is not subsequently remeasured unless modified. For liability-classified awards, the fair value of such awards is remeasured at the end of each reporting period until settled. See Note 14 for further discussion of share-based compensation.

(q) Foreign Currency Gains and Losses

Foreign currency gains and losses are recorded as part of other income (expense), net within total nonoperating expense, net on our consolidated statements of operations. For the years ended December 31, 2025, 2024 and 2023, foreign currency losses were $15 million, $48 million and $30 million, respectively.

(r) Other Operating Expenses

Other operating expenses includes costs associated with onboard food and catering, crew travel, ground and cargo handling, passenger accommodation, international navigation fees, aircraft cleaning, airport lounge operations and certain general and administrative expenses.

(s) Regional Expenses

Our regional carriers provide scheduled air transportation under the brand name “American Eagle.” The American Eagle carriers include our wholly-owned regional carriers as well as third-party regional carriers. Our regional carrier arrangements are principally in the form of capacity purchase agreements with our third-party regional partners and similar arrangements with our wholly-owned regional affiliates. Expenses, excluding fuel expense, associated with American Eagle operations are classified as regional expenses on the consolidated statements of operations.

Regional expenses for the years ended December 31, 2025, 2024 and 2023 include $329 million, $319 million and $318 million of depreciation and amortization, respectively. Regional expenses also include $9 million of aircraft rent for each of the years ended December 31, 2025 and 2024 and $7 million for the year ended December 31, 2023.

In 2025, 2024 and 2023, we recognized $658 million, $612 million and $636 million, respectively, of expense under our capacity purchase agreement with Republic Airways Inc. (Republic). We hold a 20.8% equity interest in Republic Airways Holdings Inc. (Republic Holdings), the parent company of Republic.

2. Special Items, Net

Special items, net on our consolidated statements of operations consisted of the following (in millions):

	Year Ended December 31,		
	2025	2024	2023
Litigation reserve adjustments	$ 77	$ —	$ —
Labor contract expenses [1]	31	605	989
Severance expenses	44	13	23
A330 fleet-related adjustments [2]	—	(42)	—
Other operating special items, net	7	34	(41)
Mainline operating special items, net	159	610	971
Regional operating special items, net [3]	3	33	8
Operating special items, net	162	643	979
Mark-to-market adjustments on equity investments, net [4]	(40)	8	82
Debt refinancing and extinguishment [5]	22	16	280
Other nonoperating special items, net	18	—	—
Nonoperating special items, net	—	24	362

(1) Labor contract expenses for 2025 included a one-time charge resulting from adjustments to vacation accruals due to pay rate increases effective January 1, 2025, following the ratification of the contract extension in the fourth quarter of 2024 with our mainline maintenance and fleet service team members.

Labor contract expenses for 2024 included one-time charges resulting from the ratifications of new collective bargaining agreements (CBAs) with our mainline flight attendants and passenger service team members, including one-time payments and adjustments to vacation accruals resulting from pay rate increases.

Labor contract expenses for 2023 included one-time charges resulting from the ratification of a new CBA with our mainline pilots, including a one-time payment of $754 million as well as adjustments to other benefit-related items of $235 million.

(2) In 2024, we entered into a sales agreement for certain Airbus A330 aircraft, resulting in a $42 million gain. These aircraft were previously retired in 2020 as a result of the decline in demand for air travel due to the COVID-19 pandemic.

(3) Regional operating special items, net for 2024 included a $33 million non-cash write down of regional aircraft resulting from the decision to permanently park 43 Embraer ERJ145 aircraft.

(4) Mark-to-market adjustments on equity investments, net included net unrealized gains and losses associated with certain equity investments. See Note 8 for further information related to our equity investments.

(5) Debt refinancing and extinguishment costs in 2023 primarily included cash charges for premiums paid in connection with the early repayment of debt.

3. Earnings Per Common Share

The following table provides the computation of basic and diluted earnings per common share (EPS) (in millions, except share and per share amounts):

	Year Ended December 31,		
	2025	2024	2023
Basic EPS:			
Net income	$ 111	$ 846	$ 822
Weighted average common shares outstanding (in thousands)	659,964	656,996	653,612
Basic EPS	$ 0.17	$ 1.29	$ 1.26
Diluted EPS:			
Net income	$ 111	$ 846	$ 822
Interest expense on 6.50% convertible senior notes	—	51	46
Net income for purposes of computing diluted EPS	$ 111	$ 897	$ 868
Share computation for diluted EPS (in thousands):			
Basic weighted average common shares outstanding	659,964	656,996	653,612
Dilutive effect of restricted stock unit awards	763	1,121	1,830
Dilutive effect of certain PSP Warrants and Treasury Loan Warrants	325	1,455	2,499
Assumed conversion of 6.50% convertible senior notes	—	61,728	61,728
Diluted weighted average common shares outstanding	661,052	721,300	719,669
Diluted EPS	$ 0.17	$ 1.24	$ 1.21

The following were excluded from the calculation of diluted EPS because inclusion of such shares would be antidilutive (in thousands):

	Year Ended December 31,		
	2025	2024	2023
6.50% convertible senior notes [1]	15,432	—	—
Restricted stock unit awards	1,188	2,350	4,371

[1] On March 27, 2025, we provided notice to the holders of our 6.50% convertible senior notes due 2025 (Convertible Notes) that we would settle our Convertible Notes at their maturity in cash on July 1, 2025. As a result, we have excluded the Convertible Notes from the calculation of diluted EPS for the quarterly periods ending after March 31, 2025.

In addition, excluded from the calculation of diluted EPS because inclusion of such shares would be antidilutive, are certain shares underlying the warrants issued pursuant to (i) the payroll support program established under the Coronavirus Aid, Relief, and Economic Security Act (PSP1), (ii) the payroll support program established under the Subtitle A of Title IV of Division N of the Consolidated Appropriations Act, 2021 (PSP2), (iii) the payroll support program established under the American Rescue Plan Act of 2021 (PSP3, and together with PSP1 and PSP2, the PSP Warrants) and (iv) the Loan and Guarantee Agreement with the U.S. Department of Treasury (Treasury Loan Warrants).

During the first quarter of 2025, all of the PSP1 Warrants and Treasury Loan Warrants, 14.0 million shares and 4.4 million shares, respectively, were exercised at an exercise price of $12.51 per share and net settled in cash for $79 million, reflected within other financing activities in the consolidated statement of cash flows.

The table below provides a summary of the warrants outstanding as of December 31, 2025:

Warrants	Warrants Issued (shares, in thousands) [1]	Exercise Price ($)	Expiration
PSP2 Warrants	6,576	15.66	January 2026 [2] to April 2026
PSP3 Warrants	4,407	21.75	April 2026 to June 2026

[1] The PSP2 Warrants and PSP3 Warrants are subject to certain anti-dilution provisions, do not have any voting rights and are freely transferable, with registration rights. Each warrant will be exercisable either through net share settlement or cash, at our option. The warrants were issued solely as compensation to the U.S. Government related to entry into the payroll support program agreements. No separate proceeds (apart from the financial assistance previously received in 2021) were received upon issuance of the warrants or will be received upon exercise thereof.

[2] In January 2026, 2.8 million shares of the PSP2 Warrants were exercised at an exercise price of $15.66 per share and net settled in cash for a nominal amount.

4. Debt

Debt included on our consolidated balance sheets consisted of (in millions):

	December 31, 2025	December 31, 2024
Secured		
2013 Term Loan Facility, variable interest rate of 6.00%, installments until due in February 2028 [a]	$ 970	$ 980
2014 Term Loan Facility, variable interest rate of 5.69%, installments until due in January 2027 [a]	1,159	1,171
2023 Term Loan Facility, variable interest rate of 6.26%, installments until due in June 2029 [a]	1,078	1,089
10.75% senior secured IP notes [b]	—	781
10.75% senior secured LGA/DCA notes [b]	—	156
7.25% senior secured notes, interest only payments until due in February 2028 [b]	750	750
8.50% senior secured notes, interest only payments until due in May 2029 [b]	1,000	1,000
5.50% senior secured notes, installments until due in April 2026 [c]	583	1,750
5.75% senior secured notes, installments beginning in July 2026 until due in April 2029 [c]	3,000	3,000
2021 AAdvantage Term Loan Facility, variable interest rate of 6.13%, installments until due in April 2028 [c]	2,264	2,450
2025 AAdvantage Term Loan Facility, variable interest rate of 7.13%, installments until due in May 2032 [c]	995	—
Enhanced equipment trust certificates (EETCs), fixed interest rates ranging from 2.88% to 7.15%, averaging 3.95%, maturing from 2026 to 2038 [d]	6,912	7,271
Equipment loans and other notes payable, fixed and variable interest rates ranging from 2.55% to 6.56%, averaging 5.57%, maturing from 2026 to 2037 [e]	4,719	4,094
Special facility revenue bonds, fixed interest rates ranging from 2.25% to 5.38%, maturing from 2026 to 2036	789	880
	24,219	25,372
Unsecured		
PSP1 Promissory Note, variable interest rate of 5.92%, interest only payments until due in April 2030 [f]	1,757	1,757
PSP2 Promissory Note, interest only payments until due in January 2031 [f]	1,030	1,030
PSP3 Promissory Note, interest only payments until due in April 2031 [f]	959	959
6.50% convertible senior notes [g]	—	1,000
Senior short-term term loan facility, variable interest rate of 6.11%, interest only payments until due in January 2026 [h]	629	—
	4,375	4,746
Total	28,594	30,118
Less: Total unamortized debt discount, premium and issuance costs	314	305
Less: Current maturities	3,641	5,196
Long-term debt, net of current maturities	$ 24,639	$ 24,617

As of December 31, 2025, the maximum availability under our revolving credit and other facilities is as follows (in millions):

2013 Revolving Facility [1]	$	519
2014 Revolving Facility [1]		1,557
2023 Revolving Facility [1]		924
Other facilities [2]		397
Total	$	3,397

[1] On April 21, 2025, the aggregate revolving commitments under the 2013, 2014 and 2023 Revolving Facilities were increased from approximately $2.9 billion to $3.0 billion upon the upsize of commitments by certain existing lenders. No other terms were changed and there are no borrowings outstanding under the facilities.

[2] Includes a revolving credit facility that provides for borrowing capacity of up to $350 million, maturing in March 2027 with an option to extend for an additional year. Additionally, American currently has $47 million of available borrowing base under a cargo receivables facility that is scheduled to expire in December 2026. There are no amounts drawn under these facilities.

Secured financings, including revolving credit and other facilities, are collateralized by assets, consisting primarily of aircraft, engines, simulators, airport gate leasehold rights, route authorities, airport slots, certain receivables, certain intellectual property and certain loyalty program assets.

At December 31, 2025, the maturities of long-term debt are as follows (in millions):

2026	$	3,641
2027		4,455
2028		7,324
2029		4,045
2030		2,487
2031 and thereafter		6,642
Total	$	28,594

(a) 2013, 2014 and 2023 Credit Facilities

2013 Credit Facilities

The Amended and Restated Credit and Guaranty Agreement dated as of May 21, 2015, as amended (the 2013 Credit Agreement), includes a revolving credit facility (the 2013 Revolving Facility) and term loan facility (the 2013 Term Loan Facility), collectively referred to as the 2013 Credit Facilities. The 2013 Term Loan Facility matures in February 2028 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 1.25% per annum or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of 0.00%), plus an applicable margin of 2.25% per annum. SOFR borrowings under the 2013 Term Loan Facility are not subject to a credit spread adjustment. As of December 31, 2025, the margin elected was 2.25% per annum.

The 2013 Revolving Facility matures in June 2029 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 2.00%, 2.25% or 2.50%, depending on AAG's public corporate credit rating, or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of 0.00%), plus an applicable margin of 3.00%, 3.25% or 3.50%, depending on AAG's public corporate credit rating. SOFR borrowings under the 2013 Revolving Facility are not subject to a credit spread adjustment. The 2013 Revolving Facility has aggregate commitments of $519 million, with the ability to issue letters of credit up to an aggregate amount of $100 million. As of December 31, 2025, there were no borrowings or letters of credit outstanding under the 2013 Revolving Facility.

2014 Credit Facilities

The Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, as amended (the 2014 Credit Agreement), includes a revolving credit facility (the 2014 Revolving Facility) and term loan facility (the 2014 Term Loan Facility), collectively referred to as the 2014 Credit Facilities. The 2014 Term Loan Facility matures in January 2027 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 0.75% or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American, plus the SOFR adjustment applicable to such interest period (with such SOFR rate plus SOFR adjustment being subject to a floor of 0.00%) plus an applicable margin of 1.75%. As of December 31, 2025, the margin elected was 1.75% per annum.

The 2014 Revolving Facility matures in June 2029 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 2.00%, 2.25% or 2.50%, depending on AAG's public corporate credit rating, or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of —%), plus an applicable margin of 3.00%, 3.25% or 3.50%, depending on AAG's public corporate credit rating. SOFR borrowings under the 2014 Revolving Facility are not subject to a credit spread adjustment. The 2014 Revolving Facility has aggregate commitments of $1.6 billion, with the ability to issue letters of credit up to an aggregate amount of $200 million. As of December 31, 2025, there were no borrowings or letters of credit outstanding under the 2014 Revolving Facility.

2023 Credit Facilities

The Credit and Guaranty Agreement, dated as of December 4, 2023, as amended (the 2023 Credit Agreement), includes a revolving credit facility (the 2023 Revolving Facility) and term loan facility (the 2023 Term Loan Facility), collectively referred to as the 2023 Credit Facilities. The 2023 Term Loan Facility matures in June 2029 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 1.25% per annum or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of 0.00%), plus an applicable margin of 2.25% per annum. SOFR borrowings under the 2023 Term Loan Facility are not subject to a credit spread adjustment. As of December 31, 2025, the margin elected was 2.25% per annum.

The 2023 Revolving Facility matures in June 2029 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 2.00%, 2.25% or 2.50%, depending on AAG's public corporate credit rating, or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of 0.00%), plus an applicable margin of 3.00%, 3.25% or 3.50%, depending on AAG's public corporate credit rating. SOFR borrowings under the 2023 Revolving Facility are not subject to a credit spread adjustment. The 2023 Revolving Facility has aggregate commitments of $924 million. As of December 31, 2025, there were no borrowings outstanding under the 2023 Revolving Facility.

Other Terms of the 2013, 2014 and 2023 Credit Facilities

The term loans under the 2013, 2014 and 2023 Credit Facilities (collectively referred to as the Credit Facilities) are repayable in annual installments, in an amount equal to 1.00% of the aggregate principal amount issued, with any unpaid balance due on the respective maturity dates. Voluntary prepayments may be made by American at any time.

The 2013, 2014 and 2023 Revolving Facilities provide that American may from time to time borrow, repay and reborrow loans thereunder. The 2013, 2014 and 2023 Revolving Facilities are each subject to an undrawn annual fee of 0.75%.

Subject to certain limitations and exceptions, the Credit Facilities are secured by collateral, including certain slots, route authorities, simulators and leasehold rights. American has the ability to make modifications to the collateral pledged, subject to certain restrictions. American's obligations under the Credit Facilities are guaranteed by AAG, and such guarantee is AAG's senior unsecured obligations (all of the collateral is owned by American, and AAG has not granted a security interest in any assets to secure any of the foregoing obligations). The Credit Facilities contain events of default customary for similar financings, including cross default and cross-acceleration to other material indebtedness.

(b) Senior Secured Notes

10.75% Senior Secured Notes

On September 25, 2020 (the 10.75% Senior Secured Notes Closing Date), American issued $1.0 billion in initial principal amount of senior secured IP notes (the IP Notes) and $200 million in initial principal amount of senior secured LGA/DCA notes (the LGA/DCA Notes and together with the IP Notes, the 10.75% Senior Secured Notes). In February 2025, American prepaid $308 million toward portions of the outstanding principal amounts of the 10.75% Senior Secured

Notes. In October 2025, American redeemed in full the $629 million in aggregate principal amount of 10.75% Senior Secured Notes in advance of maturity at par, plus accrued and unpaid interest thereon, using amounts borrowed under a senior unsecured short-term term loan facility, described further below.

7.25% Senior Secured Notes

On February 15, 2023, American issued $750 million aggregate principal amount of 7.25% senior secured notes due 2028 (the 7.25% Senior Secured Notes) in a private offering. The 7.25% Senior Secured Notes were issued at par and bear interest at a rate of 7.25% per annum (subject to increase if the collateral coverage ratio described below is not met). Interest on the 7.25% Senior Secured Notes is payable semiannually in arrears on February 15 and August 15 of each year, which began on August 15, 2023. The 7.25% Senior Secured Notes will mature on February 15, 2028. The obligations of American under the 7.25% Senior Secured Notes are fully and unconditionally guaranteed on a senior unsecured basis by AAG.

The 7.25% Senior Secured Notes were issued pursuant to an indenture, dated as of February 15, 2023 (the 7.25% Senior Secured Notes Indenture), by and among American, AAG and Wilmington Trust, National Association, as trustee and collateral agent. The 7.25% Senior Secured Notes are American's senior secured obligations and are secured on a first lien basis by security interests in certain assets, rights and properties that American uses to provide non-stop scheduled air carrier services between (a) certain airports in the United States and (b) airports in certain countries in South America and New Zealand (collectively, the 7.25% Senior Secured Notes Collateral). The 7.25% Senior Secured Notes Collateral also secures, on a first lien, pari passu basis with the 7.25% Senior Secured Notes, the 2013 Credit Facilities.

American may redeem the 7.25% Senior Secured Notes, in whole or in part, at the redemption prices described in the 7.25% Senior Secured Notes Indenture, plus any accrued and unpaid interest thereon to but excluding the date of redemption.

Twice per year, American is required to deliver an appraisal of the 7.25% Senior Secured Notes Collateral and an officer's certificate demonstrating the calculation of a collateral coverage ratio in relation to the 7.25% Senior Secured Notes Collateral (the 7.25% Senior Secured Notes Collateral Coverage Ratio) as of the date of delivery of the appraisal for the applicable period. If the 7.25% Senior Secured Notes Collateral Coverage Ratio is less than 1.6 to 1.0 as of the date of delivery of the appraisal for the applicable period, then, subject to a cure period in which additional collateral can be provided or debt repaid such that American meets the required 7.25% Senior Secured Notes Collateral Coverage Ratio, American will be required to pay special interest in an additional amount equal to 2.00% per annum of the principal amount of the 7.25% Senior Secured Notes until the 7.25% Senior Secured Notes Collateral Coverage Ratio is established to be at least 1.6 to 1.0.

8.50% Senior Secured Notes

On December 4, 2023, American issued $1.0 billion aggregate principal amount of 8.50% senior secured notes due 2029 (the 8.50% Senior Secured Notes) in a private offering. The 8.50% Senior Secured Notes were issued at par and bear interest at a rate of 8.50% per annum (subject to increase if the collateral coverage ratio described below is not met). Interest on the 8.50% Senior Secured Notes is payable semiannually in arrears on May 15 and November 15 of each year, which began on May 15, 2024. The 8.50% Senior Secured Notes will mature on May 15, 2029. The obligations of American under the 8.50% Senior Secured Notes are fully and unconditionally guaranteed on a senior unsecured basis by AAG.

The 8.50% Senior Secured Notes were issued pursuant to an indenture, dated as of December 4, 2023 (the 8.50% Senior Secured Notes Indenture), by and among American, AAG and Wilmington Trust, National Association, as trustee and collateral agent. The 8.50% Senior Secured Notes are American's senior secured obligations and are secured on a first lien basis by security interests in certain assets, rights and properties that American uses to provide non-stop scheduled air carrier services between (a) certain airports in the United States and (b) certain airports in Australia, Canada, the Caribbean, Central America, China, Hong Kong, Japan, Mexico, South Korea and Switzerland (collectively, the 8.50% Senior Secured Notes Collateral). The 8.50% Senior Secured Notes Collateral also secures, on a first lien, pari passu basis with the 8.50% Senior Secured Notes, the 2023 Term Loan Facility.

American may redeem the 8.50% Senior Secured Notes, in whole or in part, at the redemption prices described in the 8.50% Senior Secured Notes Indenture, plus any accrued and unpaid interest thereon to but excluding the date of redemption.

Twice per year, American is required to deliver an appraisal of the 8.50% Senior Secured Notes Collateral and an officer's certificate demonstrating the calculation of a collateral coverage ratio in relation to the 8.50% Senior Secured Notes Collateral (the 8.50% Senior Secured Notes Collateral Coverage Ratio) as of the date of delivery of the appraisal for the applicable period. If the 8.50% Senior Secured Notes Collateral Coverage Ratio is less than 1.6 to 1.0 as of the date of delivery of the appraisal for the applicable period, then, subject to a cure period in which additional collateral can be provided or debt repaid such that American meets the required 8.50% Senior Secured Notes Collateral Coverage Ratio, American will be required to pay special interest in an additional amount equal to 2.00% per annum of the principal amount of the 8.50% Senior Secured Notes until the 8.50% Senior Secured Notes Collateral Coverage Ratio is established to be at least 1.6 to 1.0.

(c) AAdvantage Financing

On March 24, 2021 (the 2021 AAdvantage Financing Closing Date), American and AAdvantage Loyalty IP Ltd., a Cayman Islands exempted company incorporated with limited liability and an indirect wholly-owned subsidiary of American (Loyalty Issuer and, together with American, the AAdvantage Issuers), completed the offering of $3.5 billion aggregate principal amount of 5.50% Senior Secured Notes due 2026 (the 2026 Notes) and $3.0 billion aggregate principal amount of 5.75% Senior Secured Notes due 2029 (the 2029 Notes, and together with the 2026 Notes, the AAdvantage Notes). The AAdvantage Notes are fully and unconditionally guaranteed (the AAdvantage Note Guarantees) by an indirect, wholly-owned subsidiary of American, and other wholly-owned subsidiaries (together, the SPV Guarantors) and AAG.

Concurrent with the issuance of the AAdvantage Notes, the AAdvantage Issuers, as co-borrowers, entered into a term loan credit and guaranty agreement, dated March 24, 2021, as amended, providing for a $3.5 billion term loan facility (the 2021 AAdvantage Term Loan Facility). On March 24, 2025, the AAdvantage Issuers entered into a second amendment to the term loan credit and guaranty agreement dated March 24, 2021 (the Second Amendment). As a result of the Second Amendment, the term loans outstanding with a principal amount of approximately $2.3 billion were replaced with new term loans in the same principal amount. The terms of the new term loans are substantially similar to the prior term loans; however, the new term loans bear interest at a base rate (subject to a floor of 0.00%) plus an applicable margin of 1.25% per annum or, at the AAdvantage Issuers' option, the SOFR rate for a tenor of three months (subject to a floor of 0.00%), plus an applicable margin of 2.25% per annum. Additionally, the scheduled quarterly principal amortization amount was reduced to 0.25% of the principal amount of term loans outstanding as of March 24, 2025 (approximately $6 million each quarter), which began in July 2025, and the remaining balance is due at maturity in April 2028. Pursuant to the Second Amendment, the new term loans are not subject to a cost spread adjustment. As of December 31, 2025, the margin elected for the 2021 AAdvantage Term Loan Facility was 2.25%.

On May 28, 2025, the AAdvantage Issuers entered into a third amendment to the term loan credit and guaranty agreement dated March 24, 2021 (the Third Amendment). As a result of the Third Amendment, the AAdvantage Issuers incurred $1.0 billion of incremental term loans (the 2025 AAdvantage Term Loan Facility) due on May 28, 2032. The terms of the 2025 AAdvantage Term Loan Facility are substantially similar to the 2021 AAdvantage Term Loan Facility; however, the 2025 AAdvantage Term Loan Facility bears interest at a base rate (subject to a floor of 0.00%) plus an applicable margin of 2.25% per annum or, at the AAdvantage Issuers' option, the SOFR rate for a tenor of three months (subject to a floor of 0.00%), plus an applicable margin of 3.25% per annum. Additionally, the scheduled quarterly principal amortization amount is equal to 0.25% of the original aggregate principal amount of the 2025 AAdvantage Term Loan Facility (approximately $3 million each quarter), which began in July 2025, and the remaining balance is due at maturity in May 2032. Pursuant to the Third Amendment, the 2025 AAdvantage Term Loan Facility is not subject to a cost spread adjustment. The net proceeds from the 2025 AAdvantage Term Loan Facility were used, in part, to repay the Convertible Notes described further below. As of December 31, 2025, the margin elected for the 2025 AAdvantage Term Loan Facility was 3.25%.

The AAdvantage Notes, 2021 AAdvantage Term Loan Facility and 2025 AAdvantage Term Loan Facility are collectively referred to as the AAdvantage Financing. The term loans drawn under the 2021 AAdvantage Term Loan Facility and 2025 AAdvantage Term Loan Facility (collectively, the AAdvantage Loans) are fully and unconditionally guaranteed (together with the AAdvantage Note Guarantees, the AAdvantage Guarantees) by the SPV Guarantors and AAG.

Subject to certain permitted liens and other exceptions, the AAdvantage Notes, AAdvantage Loans and AAdvantage Guarantees provided by the SPV Guarantors are secured by a first-priority security interest in, and pledge of, various agreements with respect to the AAdvantage program (the AAdvantage Agreements) (including all payments thereunder) and certain intellectual property licenses, certain deposit accounts that will receive cash under the AAdvantage Agreements, certain reserve accounts, the equity of each of Loyalty Issuer and the SPV Guarantors and substantially all other assets of Loyalty Issuer and the SPV Guarantors, including American's rights to certain data and other intellectual property used in the AAdvantage program (subject to certain exceptions) (collectively, the AAdvantage Collateral).

Payment Terms of the AAdvantage Financing

Interest on the AAdvantage Notes is payable in cash, quarterly in arrears on the 20th day of each January, April, July and October (each, an AAdvantage Payment Date), which began on July 20, 2021. The 2026 Notes will mature on April 20, 2026, and the 2029 Notes will mature on April 20, 2029. The outstanding principal on the 2026 Notes are repaid in quarterly installments of $292 million on each AAdvantage Payment Date, which began in July 2023. The outstanding principal on the 2029 Notes will be repaid in quarterly installments of $250 million on each AAdvantage Payment Date, beginning on July 20, 2026.

The AAdvantage Issuers may redeem the AAdvantage Notes, at their option, in whole or in part, at a redemption price equal to 100% of the principal amount of the AAdvantage Notes redeemed plus a "make-whole" premium, together with accrued and unpaid interest to the date of redemption.

The scheduled maturity date of the term loans under the 2021 AAdvantage Term Loan Facility is April 20, 2028. The outstanding principal on the loans due under such facility will be repaid in quarterly installments of approximately $6 million, on each AAdvantage Payment Date. The scheduled maturity date of the term loans under the 2025 AAdvantage Term Loan Facility is May 28, 2032. The outstanding principal on the loans due under such facility will be repaid in quarterly installments of approximately $3 million, on each AAdvantage Payment Date. These amortization payments (as well as those for the AAdvantage Notes) will be subject to the occurrence of certain early amortization events, including the failure to satisfy a minimum debt service coverage ratio at specified determination dates.

Prepayment of some or all of the outstanding amounts under the AAdvantage Loans is permitted, although payment of an applicable premium is required as specified in the term loans of the AAdvantage Loans.

The AAdvantage Indenture and the AAdvantage Loans contain mandatory prepayment provisions triggered upon (i) the issuance or incurrence by Loyalty Issuer or the SPV Guarantors of certain indebtedness or (ii) the receipt by American or its subsidiaries of net proceeds from pre-paid frequent flyer (i.e., AAdvantage) mileage credit sales exceeding $505 million. Each of these prepayments would also require payment of an applicable premium. Certain other events, including the occurrence of a change of control with respect to AAG and certain AAdvantage Collateral sales exceeding a specified threshold, will also trigger mandatory repurchase or mandatory prepayment provisions under the AAdvantage Indenture and the AAdvantage Loans, respectively.

(d) EETCs issued in 2025

2025-1 Aircraft EETCs

In November 2025, American created two pass-through trusts which issued approximately $1.1 billion aggregate face amount of Series 2025-1 Class A and Class B EETCs (the 2025-1 Aircraft EETCs) in connection with the financing of 25 aircraft delivered or to be delivered to American from October 2025 through March 2026 (the 2025-1 Aircraft). As of December 31, 2025, approximately $978 million of the proceeds had been used to purchase equipment notes issued by American in connection with the financing of 21 aircraft under the 2025-1 Aircraft EETCs. Interest and principal payments on equipment notes issued in connection with the 2025-1 Aircraft EETCs are payable semi-annually in May and November each year, with interest payments scheduled to begin in May 2026 and principal payments scheduled to begin in November 2026. The remaining proceeds of approximately $127 million as of December 31, 2025 were being held in escrow with a depositary for the benefit of the holders of the 2025-1 Aircraft EETCs until such time as American issues additional equipment notes with respect to the remaining 2025-1 Aircraft to the pass-through trusts, which will purchase such additional equipment notes with the escrowed funds. These escrowed funds are not guaranteed by American and are not reported as debt on its consolidated balance sheet because the proceeds held by the depositary for the benefit of the holders of the 2025-1 Aircraft EETCs are not American's assets.

Certain information regarding the 2025-1 Aircraft EETC equipment notes, as of December 31, 2025, is set forth in the table below:

	2025-1 Aircraft EETCs	
	Series A	Series B
Aggregate principal issued	$884 million	$221 million
Remaining escrowed proceeds	$102 million	$25 million
Fixed interest rate per annum	4.90%	5.65%
Maturity date	May 2038	November 2034

(e) Equipment Loans and Other Notes Payable Issued in 2025

In 2025, American entered into agreements under which it borrowed $1.2 billion in connection with the financing of certain aircraft. Debt incurred under these agreements matures in 2036 through 2037 and bears interest at variable rates (comprised of SOFR plus an applicable margin) averaging 5.72% as of December 31, 2025.

(f) PSP Promissory Notes

As partial compensation to the U.S. Government for the provision of financial assistance under the various payroll support program agreements, AAG issued promissory notes to Treasury (PSP1 Promissory Note, PSP2 Promissory Note and PSP3 Promissory Note, collectively the PSP Promissory Notes), in the aggregate principal amount of $3.7 billion which provides for the guarantee of our obligations under the PSP Promissory Notes by AAG's subsidiaries American, Envoy Air Inc., Piedmont and PSA (together, the Subsidiaries).

The PSP1 Promissory Note bears interest at 2.00% plus an interest rate based on SOFR. The PSP2 Promissory Note and PSP3 Promissory Note bear interest at a fixed interest rate of 1.00% until the first and second quarters of 2026, respectively. Thereafter, the notes bear interest at 2.00% plus an interest rate based on SOFR. Interest accrued thereon is payable in arrears on the last business day of March and September of each year. The aggregate principal amount outstanding under the PSP Promissory Notes, together with all accrued and unpaid interest thereon and all other amounts payable under the PSP Promissory Notes, will be due and payable on the applicable maturity date.

The PSP Promissory Notes are our senior unsecured obligation and each guarantee of the PSP Promissory Notes is the senior unsecured obligation of each of the Subsidiaries, respectively.

We may, at any time and from time to time, voluntarily prepay amounts outstanding under the PSP Promissory Notes, in whole or in part, without penalty or premium. Within 30 days of the occurrence of certain change of control triggering events, we are required to prepay the aggregate outstanding principal amount of the PSP Promissory Notes at such time, together with any accrued interest or other amounts owing under the PSP Promissory Notes at such time.

(g) 6.50% Convertible Senior Notes

In June 2020, AAG completed the public offering of $1.0 billion aggregate principal amount of AAG's 6.50% convertible senior notes due 2025 (the Convertible Notes). On March 27, 2025, we provided notice to the holders of our Convertible Notes that we would settle our Convertible Notes at their maturity in cash (including any conversions up to a price per share of AAG common stock of approximately $22.00) if the volume-weighted average price per share of AAG common stock did not exceed approximately $22.00 on any trading day of the 20-trading day "observation period" over which the consideration due upon conversion is calculated and determined. On July 1, 2025, the volume-weighted average price per share of AAG common stock did not exceed $22.00 on any trading day of the 20-trading day "observation period" and therefore the Convertible Notes were settled at their maturity in cash for $1.0 billion.

(h) Short-Term Term Loan Facility

In October 2025, American borrowed $629 million under a senior unsecured short-term term loan facility to refinance in full the $629 million outstanding principal amount of the 10.75% Senior Secured Notes, described above. Term loans under the facility were scheduled to mature on January 21, 2026 and bore interest at SOFR for a tenor of one month plus an applicable margin of 2.375% per annum, payable monthly. The term loans were fully and unconditionally guaranteed by AAG. On January 2, 2026, American voluntarily prepaid the remaining outstanding principal amount of the short-term term loan facility.

Other Financing Activities

In 2025, American prepaid $487 million of the outstanding principal amounts of certain equipment notes issued under EETCs, and these amounts were applied to repay the related trust certificates.

Guarantees

As of December 31, 2025, AAG had issued guarantees covering approximately $14.1 billion of American's debt (and interest thereon), including the Credit Facilities, the AAdvantage Financing, senior secured notes, certain equipment loans and special facility revenue bonds.

Certain Covenants

Our debt agreements contain customary terms and conditions as well as various affirmative, negative and financial covenants that, among other things, may restrict our ability and that of our subsidiaries to incur additional indebtedness, pay dividends or repurchase stock. Our debt agreements also contain customary change of control provisions, which may require us to repay or redeem such indebtedness upon certain events constituting a change of control under the relevant agreement, in certain cases at a premium. Additionally, certain of our debt financing agreements (including our secured notes, term loans, revolving credit facilities and spare engine EETCs) contain loan to value (LTV) or collateral coverage ratio covenants and certain agreements require us to appraise the related collateral annually or semiannually. Pursuant to such agreements, if the applicable LTV or collateral coverage ratio exceeds or falls below a specified threshold, as the case may be, we will be required, as applicable, to pledge additional qualifying collateral (which in some cases may include cash or investment securities), withhold additional cash in certain accounts, or pay down such financing, in whole or in part, or the interest rate for the relevant financing will be increased. Additionally, a significant portion of our debt financing agreements contain covenants requiring us to maintain an aggregate of at least $2.0 billion of unrestricted cash and cash equivalents and amounts available to be drawn under revolving credit facilities, and our AAdvantage Financing contains a peak debt service coverage ratio, pursuant to which failure to comply with a certain threshold may result in early repayment, in whole or in part, of the AAdvantage Financing.

Specifically, we are required to meet certain collateral coverage tests for our Credit Facilities, 7.25% Senior Secured Notes and 8.50% Senior Secured Notes, as described below:

	2013 Credit Facilities	7.25% Senior Secured Notes	2014 Credit Facilities	2023 Credit Facilities	8.50% Senior Secured Notes
LTV Requirement	1.6x Collateral valuation to amount of debt outstanding (62.5% LTV)				
LTV as of Last Measurement Date	38.4%		15.3%	25.4%	
Frequency of Appraisals of Appraised Collateral	Semi-Annual				
Collateral Description	Generally, certain slots, route authorities and airport gate leasehold rights used by American to operate certain services between the U.S. and South America and New Zealand		Generally, certain slots, route authorities and airport gate leasehold rights used by American to operate certain services between the U.S. and European Union (including London Heathrow)	Generally, certain slots, route authorities and airport gate leasehold rights used by American to operate certain services between the U.S. and Australia, Canada, the Caribbean, Central America, China, Hong Kong, Japan, Mexico, South Korea and Switzerland	

At December 31, 2025, we were in compliance with the applicable collateral coverage tests as of the most recent measurement dates.

5. Leases

We lease certain aircraft and engines, including aircraft under capacity purchase agreements. As of December 31, 2025, we operated 677 leased aircraft, including 171 aircraft leased under capacity purchase agreements, with remaining terms ranging from less than one year to approximately 13 years.

At each airport where we conduct flight operations, we have agreements, generally with a governmental unit or authority, for the use of passenger, operations and baggage handling space as well as runways and taxiways. These agreements, particularly in the U.S., often contain provisions for periodic adjustments to rates and charges applicable under such agreements. These rates and charges also vary with our level of operations and the operations of the airport. Because of the variable nature of these rates, these leases are not recorded on our consolidated balance sheets as a ROU asset or a lease liability. Additionally, at our hub locations and in certain other cities we serve, we lease administrative offices, catering, cargo, training, maintenance and other facilities.

The components of lease expense were as follows (in millions):

	Year Ended December 31,		
	2025	2024	2023
Operating lease cost	$ 1,704	$ 1,851	$ 2,016
Finance lease cost:			
Amortization of assets	128	132	128
Interest on lease liabilities	48	39	45
Variable lease cost	3,395	3,075	2,720
Total net lease cost	$ 5,275	$ 5,097	$ 4,909

Included in the table above are $248 million, $225 million and $274 million of lease costs under our capacity purchase agreement with Republic for the years ended December 31, 2025, 2024 and 2023, respectively. We hold a 20.8% equity interest in Republic Holdings, the parent company of Republic.

Supplemental balance sheet information related to leases was as follows (in millions, except lease term and discount rate):

	December 31,	
	2025	2024
Operating leases:		
Operating lease ROU assets	$ 7,091	$ 7,333
Current operating lease liabilities	$ 1,058	$ 1,092
Noncurrent operating lease liabilities	5,905	5,976
Total operating lease liabilities	$ 6,963	$ 7,068
Finance leases:		
Property and equipment, at cost	$ 1,445	$ 1,632
Accumulated amortization	(673)	(952)
Property and equipment, net	$ 772	$ 680
Current finance lease liabilities	$ 117	$ 132
Noncurrent finance lease liabilities	610	531
Total finance lease liabilities	$ 727	$ 663
Weighted average remaining lease term (in years):		
Operating leases	8.4	8.2
Finance leases	7.8	7.4
Weighted average discount rate:		
Operating leases	7.4 %	7.5 %
Finance leases	7.1 %	7.0 %

Supplemental cash flow and other information related to leases was as follows (in millions):

	Year Ended December 31,		
	2025	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	$ 1,647	$ 1,830	$ 2,033
Operating cash flows from finance leases	48	40	48
Financing cash flows from finance leases	122	152	265
Gain (loss) on sale leaseback transactions, net	(13)	76	12

Maturities of lease liabilities were as follows (in millions):

	December 31, 2025	
	Operating Leases	Finance Leases
2026	$ 1,501	$ 164
2027	1,367	152
2028	1,246	110
2029	1,138	102
2030	954	100
2031 and thereafter	3,022	310
Total lease payments	9,228	938
Less: Imputed interest	(2,265)	(211)
Total lease obligations	6,963	727
Less: Current obligations	(1,058)	(117)
Long-term lease obligations	$ 5,905	$ 610

6. Income Taxes

The significant components of the income tax provision were (in millions):

	Year Ended December 31,		
	2025	2024	2023
Deferred income tax provision:			
Federal	$ 72	$ 285	$ 268
State and local	7	23	31
Deferred income tax provision	79	308	299
Total income tax provision	$ 79	$ 308	$ 299

The income tax provision differed from amounts computed at the U.S. federal statutory income tax rate as follows (amounts in millions):

	Year Ended December 31,					
	2025		2024		2023	
	Amount	Rate	Amount	Rate	Amount	Rate
U.S. federal statutory income tax rate	$ 40	21.0 %	$ 242	21.0 %	$ 236	21.0 %
Domestic federal:						
Nontaxable or nondeductible items						
Nondeductible meals and other nondeductible employee benefits	28	15.3 %	22	1.9 %	22	2.0 %
Nondeductible officer compensation	10	5.2 %	12	1.1 %	11	1.0 %
Other nontaxable and nondeductible items	—	— %	11	0.9 %	9	0.8 %
Other	(6)	(3.3)%	—	— %	—	— %
Domestic state and local income taxes, net of federal effect	7	3.0 %	21	1.8 %	21	1.9 %
Effective tax rate	$ 79	41.2 %	$ 308	26.7 %	$ 299	26.7 %

The components of our deferred tax assets and liabilities were (in millions):

	December 31,	
	2025	2024
Deferred tax assets:		
Net operating loss and other carryforwards	$ 4,095	$ 4,292
Loyalty program liability	1,949	1,799
Leases	1,566	1,596
Pension benefits	109	234
Postretirement benefits other than pension benefits	260	270
Rent expense	37	60
Other	676	775
Total deferred tax assets	8,692	9,026
Valuation allowance	(22)	(22)
Net deferred tax assets	8,670	9,004
Deferred tax liabilities:		
Accelerated depreciation and amortization	(4,543)	(4,620)
Leases	(1,594)	(1,656)
Other	(174)	(252)
Total deferred tax liabilities	(6,311)	(6,528)
Net deferred tax asset	$ 2,359	$ 2,476

At December 31, 2025, we had approximately $11.9 billion of gross federal NOLs and $6.0 billion of other carryforwards available to reduce future federal taxable income, of which $1.6 billion will expire beginning in 2033 if unused and $16.3 billion can be carried forward indefinitely. We also had approximately $5.0 billion of NOL carryforwards to reduce future state taxable income at December 31, 2025, which will expire in taxable years 2025 through 2045 if unused.

Our ability to use our NOLs and other carryforwards depends on the amount of taxable income generated in future periods. We provide a valuation allowance for our deferred tax assets, which include our NOLs and other carryforwards, when it is more likely than not that some portion, or all of our deferred tax assets, will not be realized. We consider all available positive and negative evidence and make certain assumptions in evaluating the realizability of our deferred tax assets. Many factors are considered that impact our assessment of future profitability, including conditions which are beyond our control, such as the health of the economy, the availability and price volatility of aircraft fuel and travel demand. We have determined that positive factors outweigh negative factors in the determination of the realizability of our deferred tax assets.

In 2025, we recorded an income tax provision of $79 million with an effective rate of approximately 41.2%, which was substantially non-cash. Substantially all of our income before income taxes is attributable to the United States.

We file our tax returns as prescribed by the tax laws of the jurisdictions in which we operate. Our 2022 through 2024 tax years are still subject to examination by the Internal Revenue Service. Various state, local and foreign jurisdiction tax years remain open to examination, and we are under examination, in administrative appeals or engaged in tax litigation in certain jurisdictions. We believe that the effect of any assessments will not be material to our consolidated financial statements.

The amount of, and changes to, our uncertain tax positions were not material in any of the years presented. We accrue interest and penalties related to unrecognized tax benefits in interest expense and operating expense, respectively.

7. Fair Value Measurements

Assets Measured at Fair Value on a Recurring Basis

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (i.e., an exit price) on the measurement date in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability. Accounting standards include disclosure requirements around fair values used for certain financial instruments and establish a fair value hierarchy. The hierarchy prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of three levels:

- Level 1 – Observable inputs such as quoted prices in active markets;
- Level 2 – Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

When available, we use quoted market prices to determine the fair value of our financial assets. If quoted market prices are not available, we measure fair value using valuation techniques that use, when possible, current market-based or independently-sourced market parameters, such as interest rates and currency rates.

We utilize the market approach to measure the fair value of our financial assets. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets. Our short-term investments, restricted cash and restricted short-term investments classified as Level 2 utilize significant observable inputs, other than quoted prices in active markets, for valuation of these securities. No changes in valuation techniques or inputs occurred during the year ended December 31, 2025.

Assets measured at fair value on a recurring basis are summarized below (in millions):

	Fair Value Measurements as of December 31, 2025			
	Total	Level 1	Level 2	Level 3
Short-term investments [1], [2]:				
Money market funds	$ 829	$ 829	$ —	$ —
Corporate obligations	3,063	—	3,063	—
Bank notes/certificates of deposit/time deposits	590	—	590	—
Repurchase agreements	400	—	400	—
	4,882	829	4,053	—
Restricted cash and short-term investments [1], [3]	735	425	310	—
Long-term investments [4]	209	209	—	—
Total	$ 5,826	$ 1,463	$ 4,363	$ —

	Fair Value Measurements as of December 31, 2024			
	Total	Level 1	Level 2	Level 3
Short-term investments [1]:				
Money market funds	$ 680	$ 680	$ —	$ —
Corporate obligations	2,909	—	2,909	—
Bank notes/certificates of deposit/time deposits	2,041	—	2,041	—
Repurchase agreements	550	—	550	—
	6,180	680	5,500	—
Restricted cash and short-term investments [1], [3]	732	442	290	—
Long-term investments [4]	161	161	—	—
Total	$ 7,073	$ 1,283	$ 5,790	$ —

(1) All short-term investments are classified as available-for-sale and stated at fair value. Unrealized gains and losses are recorded in accumulated other comprehensive loss at each reporting period. There were no credit losses.

(2) Our short-term investments as of December 31, 2025 mature in one year or less.

(3) Restricted cash and short-term investments primarily include collateral held to support workers' compensation obligations, collateral associated with the payment of interest for the AAdvantage Financing and money market funds to be used to finance the cost of improvements at the Tulsa Maintenance Base. Restricted short-term investments principally mature in one year or less.

(4) Long-term investments primarily include our equity investment in China Southern Airlines Company Limited (China Southern Airlines). See Note 8 for further information on our equity investments.

Fair Value of Debt

The fair value of our long-term debt was estimated using quoted market prices or discounted cash flow analyses based on our current estimated incremental borrowing rates for similar types of borrowing arrangements. The fair value of the Convertible Notes, which would have been classified as Level 2, was $1.2 billion as of December 31, 2024.

The carrying value and estimated fair value of our long-term debt, including current maturities, were as follows (in millions):

	December 31, 2025				
	Carrying Value	Fair Value			
		Total	Level 1	Level 2	Level 3
Long-term debt, including current maturities	$ 28,280	$ 28,582	$ —	$ 25,051	$ 3,531

	December 31, 2024				
	Carrying Value	Fair Value			
		Total	Level 1	Level 2	Level 3
Long-term debt, including current maturities	$ 29,813	$ 30,010	$ —	$ 26,402	$ 3,608

8. Investments

To help expand our network and as part of our ongoing commitment to sustainability, we enter into various commercial relationships or other strategic partnerships, including equity investments, with other airlines and companies.

Our equity investments, ownership interest and carrying value were as follows:

		Ownership Interest		Carrying Value (in millions)	
		December 31,		December 31,	
	Accounting Treatment	2025	2024	2025	2024
Republic Holdings (1)	Equity Method	20.8 %	25.0 %	$ 254	$ 253
China Southern Airlines	Fair Value	1.5 %	1.5 %	203	142
Other investments (2)	Various			146	120
Total				$ 603	$ 515

(1) In November 2025, Republic Holdings completed a merger with Mesa Air Group, Inc. As a result, our equity interest in Republic Holdings decreased from 25.0% to 20.8%.

(2) Primarily includes our investment in JetSMART Holdings Limited, which is accounted for under the equity method.

9. Employee Benefit Plans

We sponsor defined benefit and defined contribution pension plans for eligible employees. The defined benefit pension plans provide benefits for participating employees based on years of service and average compensation for a specified period of time before retirement. Effective November 1, 2012, substantially all of our defined benefit pension plans were frozen and we began providing enhanced benefits under our defined contribution pension plans for certain employee groups. We use a December 31 measurement date for all of our defined benefit pension plans. We also provide certain retiree medical and other postretirement benefits, including health care and life insurance benefits to retired employees and notional retiree health reimbursement arrangements for eligible participants.

Benefit Obligations, Fair Value of Plan Assets and Funded Status

The following tables provide a reconciliation of the changes in the pension and retiree medical and other postretirement benefits obligations, fair value of plan assets and funded status as of December 31, 2025 and 2024:

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
	(In millions)			
Benefit obligation at beginning of period	$ 13,349	$ 14,410	$ 1,308	$ 1,325
Service cost	3	2	23	29
Interest cost	730	723	69	64
Actuarial loss (gain) [1], [2]	168	(741)	(11)	(58)
Plan amendments [3]	—	—	—	55
Benefit payments	(919)	(913)	(130)	(107)
Other	—	(132)	—	—
Benefit obligation at end of period	$ 13,331	$ 13,349	$ 1,259	$ 1,308
Fair value of plan assets at beginning of period	$ 12,254	$ 12,431	$ 128	$ 133
Actual return on plan assets	1,229	568	15	9
Employer contributions [4]	228	300	105	93
Benefit payments	(919)	(913)	(130)	(107)
Other	—	(132)	—	—
Fair value of plan assets at end of period	$ 12,792	$ 12,254	$ 118	$ 128
Funded status at end of period	$ (539)	$ (1,095)	$ (1,141)	$ (1,180)

(1) The 2025 and 2024 pension actuarial loss (gain) primarily relates to the change in our weighted average discount rate assumption.

(2) The 2025 and 2024 retiree medical and other postretirement benefits actuarial gain primarily relates to changes in certain retirement assumptions, offset in part by increases in health care premiums and health care cost assumptions. Changes in our weighted average discount rate assumption also impacted the net actuarial gain in 2025 and 2024.

(3) In 2024 we remeasured our retiree medical and other postretirement benefits to account for enhanced retirement benefits pursuant to the ratification of new CBAs. As a result, we increased our postretirement benefits obligation by $55 million, which was included as a component of prior service cost in accumulated other comprehensive loss.

(4) In 2025 and 2024, we made required contributions of $224 million and $285 million, respectively, to our defined benefit pension plans.

Balance Sheet Position

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
	(In millions)			
As of December 31:				
Current liability	$ 4	$ 5	$ 108	$ 142
Noncurrent liability	535	1,090	1,033	1,038
Total liabilities	$ 539	$ 1,095	$ 1,141	$ 1,180

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
	(In millions)			
As of December 31:				
Net actuarial loss (gain)	$ 2,907	$ 3,128	$ (395)	$ (408)
Prior service cost	—	1	220	238
Total accumulated other comprehensive loss (income), pre-tax	$ 2,907	$ 3,129	$ (175)	$ (170)

Plans with Projected Benefit Obligations Exceeding Fair Value of Plan Assets

	Pension Benefits	
	2025	2024
	(In millions)	
As of December 31:		
Projected benefit obligation	$ 8,820	$ 13,349
Fair value of plan assets	8,221	12,254

Plans with Accumulated Benefit Obligations Exceeding Fair Value of Plan Assets

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
	(In millions)			
As of December 31:				
Accumulated benefit obligation	$ 8,814	$ 13,341	$ —	$ —
Accumulated postretirement benefit obligation	—	—	1,259	1,308
Fair value of plan assets	8,221	12,254	118	128

Net Periodic Benefit Cost (Income)

	Pension Benefits			Retiree Medical and Other Postretirement Benefits		
	2025	2024	2023	2025	2024	2023
	(In millions)					
For the years ended December 31:						
Defined benefit plans:						
Service cost	$ 3	$ 2	$ 2	$ 23	$ 29	$ 17
Interest cost	730	723	758	69	64	55
Expected return on assets	(929)	(978)	(918)	(9)	(10)	(11)
Amortization of:						
Prior service cost (benefit)	1	—	18	17	14	(6)
Unrecognized net loss (gain)	91	105	106	(27)	(31)	(34)
Net periodic benefit cost (income)	$ (104)	$ (148)	$ (34)	$ 73	$ 66	$ 21

The service cost component of net periodic benefit cost (income) is included in operating expenses and the other components of net periodic benefit cost (income) are included in nonoperating other income (expense), net on our consolidated statements of operations.

Assumptions

The following actuarial assumptions were used to determine our benefit obligations and net periodic benefit cost (income) for the periods presented:

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
Benefit obligations as of December 31:				
Weighted average discount rate	5.5%	5.7%	5.3%	5.6%

	Pension Benefits			Retiree Medical and Other Postretirement Benefits		
	2025	2024	2023	2025	2024	2023
Net periodic benefit cost (income) for the years ended December 31:						
Weighted average discount rate	5.7%	5.2%	5.6%	5.6%	5.3%	5.7%
Weighted average expected rate of return on plan assets	7.75%	8.0%	8.0%	7.75%	8.0%	8.0%
Weighted average health care cost trend rate assumed for next year [1]	N/A	N/A	N/A	7.0%	6.5%	6.5%

(1) The weighted average health care cost trend rate at December 31, 2025 is assumed to decline gradually to 4.5% by 2036 and remain level thereafter.

As of January 1, 2026, our estimate of the long-term rate of return on plan assets is 7.3% based on the target asset allocation. Expected returns on long duration bonds are based on yields to maturity of the bonds held at year-end. Expected returns on other assets are based on a combination of long-term historical returns, actual returns on plan assets achieved over the last 10 years, current and expected market conditions, and expected value to be generated through active management and securities lending programs.

Minimum Contributions

We are required to make minimum contributions to our defined benefit pension plans under the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (ERISA) and various other laws for U.S. based plans as well as underfunding rules specific to countries where we maintain defined benefit pension plans. Based on current funding assumptions, we have minimum required contributions of $238 million for 2026 including contributions to defined benefit pension plans for our wholly-owned subsidiaries. Our future funding obligations will depend on the performance of our investments held in a trust by the pension plans, interest rates for determining funding targets, the amount of and timing of any supplemental contributions and our actuarial experience.

In January 2026, we made required contributions of $236 million and a supplemental contribution of $50 million to our defined benefit pension plans.

Benefit Payments

The following benefit payments, which reflect expected future service as appropriate, are expected to be paid (approximately, in millions):

	2026	2027	2028	2029	2030	2031-2035
Pension benefits	$ 984	$ 999	$ 1,012	$ 1,023	$ 1,029	$ 5,113
Retiree medical and other postretirement benefits	136	138	140	139	137	610

Plan Assets

The objectives of our investment policies are to: maintain sufficient income and liquidity to pay retirement benefits; produce a long-term rate of return that meets or exceeds the assumed rate of return for plan assets; limit the volatility of asset performance and funded status; and diversify assets among asset classes and investment managers.

Based on these investment objectives, a long-term strategic asset allocation has been established. This strategic allocation seeks to balance the potential benefit of improving the funded position with the potential risk that the funded position would decline. The current strategic target asset allocation with the corresponding allowed range is as follows:

Asset Class/Sub-Class	Target Allocation	Allowed Range
Equity	45%	10% - 80%
Public:		
U.S.	18%	5% - 40%
International developed markets	9%	0% - 20%
Emerging markets	3%	0% - 10%
Private equity	15%	5% - 35%
Fixed income	55%	15% - 90%
Public U.S. fixed income	45%	15% - 70%
Private income	10%	0% - 20%
Other	0%	0% - 5%
Cash equivalents	0%	0% - 20%

Public equity investments are intended to provide a real return over a full market cycle and, therefore, to contribute to the pension plan's long-term objective. Public fixed income investments are intended to provide income to the plan and offer the potential for long term capital appreciation. Private investments, such as private equity and private income, are used to provide higher expected returns than public markets over the long-term by assuming reduced levels of liquidity and higher levels of risk. The pension plan's master trust participates in securities lending programs to generate additional income by loaning plan assets to borrowers on a fully collateralized basis. The pension plan's master trust will also engage in derivative instruments to equitize residual levels of cash as well as hedge the pension plan's exposure to interest rates. Such programs are subject to market risk and counterparty risk.

Investments in securities traded on recognized securities exchanges are valued at the last reported sales price on the last business day of the year. Securities traded in the over-the-counter market are valued at the last bid price. Investments in limited partnerships are carried at estimated net asset value (NAV) as determined by and reported by the general partners of the partnerships and represent the proportionate share of the estimated fair value of the underlying assets of the limited partnerships. Mutual funds are valued once daily through a NAV calculation provided at the end of each trade day. Common/collective trusts are valued at NAV based on the fair values of the underlying investments of the trusts as determined by the sponsor of the trusts. No changes in valuation techniques or inputs occurred during the year.

Benefit Plan Assets Measured at Fair Value on a Recurring Basis

The fair value of our pension plan assets at December 31, 2025 and 2024, by asset category, were as follows (in millions) [1]:

	December 31, 2025				December 31, 2024			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Equity [2]	$ 2,087	$ —	$ —	$ 2,087	$ 2,498	$ —	$ —	$ 2,498
Fixed income [3]	476	5,390	—	5,866	439	3,723	—	4,162
Other, net [4]	144	288	63	495	91	144	68	303
Measured at NAV [5]:								
Common collective trusts [6]	—	—	—	273	—	—	—	1,153
Private investments [7]	—	—	—	4,071	—	—	—	4,138
Total plan assets	$ 2,707	$ 5,678	$ 63	$ 12,792	$ 3,028	$ 3,867	$ 68	$ 12,254

(1) See Note 7 for a description of the levels within the fair value hierarchy.

(2) Equity investments primarily include domestic and international common stock.

(3) Fixed income investments primarily include corporate and government bonds, as well as mutual funds invested in fixed income securities.

(4) Other primarily includes a short-term investment fund, net receivables and payables of the pension plan's master trust for dividends, interest and amounts due to or from the sale and purchase of securities and cash and cash equivalents.

(5) Includes investments that were measured at NAV per share (or its equivalent) as a practical expedient that have not been classified in the fair value hierarchy.

(6) Common collective trusts include commingled funds primarily invested in equity securities.

(7) Private investments include limited partnerships that invest primarily in domestic private equity and private income opportunities. The pension plan's master trust does not have the right to redeem its limited partnership investment at its NAV, but rather receives distributions as the underlying assets are liquidated. It is estimated that the underlying assets of these funds will be gradually liquidated over the next 10 years. As of December 31, 2025, the pension plan's master trust has future funding commitments to these limited partnerships of approximately $1.0 billion, most of which are expected to be called over the next seven years.

Changes in fair value measurements of Level 3 investments during the years ended December 31, 2025 and 2024, were as follows (in millions):

	2025	2024
Balance at beginning of year	$ 68	$ 84
Actual gain (loss) on plan assets:		
Relating to assets still held at the reporting date	(8)	(25)
Purchases	5	9
Sales	(2)	—
Balance at end of year	$ 63	$ 68

Plan assets in the retiree medical and other postretirement benefits plans are primarily Level 2 mutual funds valued by quoted prices on the active market, which is fair value, and represents the NAV of the shares of such funds as of the close of business at the end of the period. NAV is based on the fair market value of the funds' underlying assets and liabilities at the date of determination.

Defined Contribution and Multiemployer Plans

The costs associated with our defined contribution plans were $1.6 billion, $1.4 billion and $1.1 billion for the years ended December 31, 2025, 2024 and 2023, respectively.

We participate in the International Association of Machinists & Aerospace Workers (IAM) National Pension Fund, Employer Identification No. 51-6031295 and Plan No. 002 (the IAM Pension Fund). Our contributions to the IAM Pension Fund were $63 million, $57 million and $52 million for the years ended December 31, 2025, 2024 and 2023, respectively. The IAM Pension Fund reported $640 million in employers' contributions for the year ended December 31, 2024, which is the most recent year for which such information is available. For 2024 and 2023, our contributions represented more than 5% of total contributions to the IAM Pension Fund.

On March 29, 2019, the actuary for the IAM Pension Fund certified that the fund was in "endangered" status despite reporting a funded status of over 80%. Additionally, the IAM Pension Fund's Board voluntarily elected to enter into "critical" status on April 17, 2019. Upon entry into critical status, the IAM Pension Fund was required by law to adopt a rehabilitation plan aimed at restoring the financial health of the pension plan and did so on April 17, 2019 (the Rehabilitation Plan). Under the Rehabilitation Plan, we were subject to an immaterial contribution surcharge, which ceased to apply June 14, 2019 upon our mandatory adoption of a contribution schedule under the Rehabilitation Plan. The contribution schedule requires 2.5% annual increases to our contribution rate. This contribution schedule will remain in effect through the earlier of December 31, 2031 or the date the IAM Pension Fund emerges from critical status. As of the most recent data available, the IAM Pension Fund remains in critical status.

Profit Sharing Program

Our annual profit sharing program is funded by 10% of adjusted pre-tax earnings up to $2.5 billion and 20% of earnings above that threshold. Adjusted pre-tax earnings exclude net special items and certain other amounts, as defined by the plan. For the year ended December 31, 2025, we accrued $55 million for this program, which will be distributed to employees in the first quarter of 2026.

10. Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive income (loss) (AOCI) are as follows (in millions):

	Pension, Retiree Medical and Other Postretirement Benefits	Unrealized Gain (Loss) on Investments	Income Tax Provision [1]	Total
Balance at December 31, 2023	$ (3,380)	$ (2)	$ (1,512)	$ (4,894)
Other comprehensive income (loss) before reclassifications	333	2	(74)	261
Amounts reclassified from AOCI	88	—	(20)	68
Net current-period other comprehensive income (loss)	421	2	(94)	329
Balance at December 31, 2024	(2,959)	—	(1,606)	(4,565)
Other comprehensive income (loss) before reclassifications	145	—	(33)	112
Amounts reclassified from AOCI	82	—	(18)	64
Net current-period other comprehensive income (loss)	227	—	(51)	176
Balance at December 31, 2025	$ (2,732)	$ —	$ (1,657)	$ (4,389)

(1) Relates principally to pension, retiree medical and other postretirement benefits obligations that will not be recognized in net income until the obligations are fully extinguished. Amounts reclassified from AOCI are recognized within the income tax provision on our consolidated statements of operations.

Reclassifications out of AOCI for the years ended December 31, 2025 and 2024 are as follows (in millions):

AOCI Components	Amounts reclassified from AOCI Year Ended December 31, 2025	2024	Affected line items on the consolidated statements of operations
Amortization of pension, retiree medical and other postretirement benefits:			
Prior service cost	$ 14	$ 11	Nonoperating other income (expense), net
Actuarial loss	50	57	Nonoperating other income (expense), net
Total reclassifications for the period, net of tax	$ 64	$ 68	

11. Commitments, Contingencies and Guarantees

(a) Aircraft, Engine and Other Purchase Commitments

Under all of our aircraft and engine purchase agreements, our total future commitments as of December 31, 2025 are expected to be as follows (approximately, in millions):

	2026	2027	2028	2029	2030	2031 and Thereafter	Total
Payments for aircraft and engine commitments [1]	$ 2,931	$ 2,468	$ 4,021	$ 4,921	$ 3,151	$ 6,696	$24,188

(1) These amounts are net of purchase deposits currently held by the equipment manufacturers. Our purchase deposits held by such manufacturers totaled $656 million and $1.0 billion as of December 31, 2025 and 2024, respectively.

Due to uncertainty surrounding the timing of delivery of certain aircraft, the amounts in the table represent our most current estimate based on contractual delivery schedules adjusted for updates and revisions to such schedules communicated to management by the applicable equipment manufacturer and certain management assumptions. However, the actual delivery schedule may differ, potentially materially, based on various potential factors including production delays by the equipment manufacturers and regulatory concerns.

Additionally, we have other purchase commitments primarily related to aircraft fuel, flight equipment maintenance and information technology support as follows (approximately): $4.1 billion in 2026, $1.8 billion in 2027, $1.6 billion in 2028, $495 million in 2029, $615 million in 2030 and $3.7 billion in 2031 and thereafter. These amounts exclude obligations under certain fuel offtake agreements or other agreements for which the timing of the related expenditure is uncertain, or which are subject to material contingencies, such as the construction of a production facility.

(b) Capacity Purchase Agreements with Third-Party Regional Carriers

American has capacity purchase agreements with third-party regional carriers. The capacity purchase agreements provide that all revenues, including passenger, in-flight, ancillary, mail and freight revenues, go to American. American controls marketing, scheduling, ticketing, pricing and seat inventories. In return, American agrees to pay predetermined fees to these airlines for operating an agreed-upon number of aircraft, without regard to the number of passengers on board. In addition, these agreements provide that American either reimburses or pays 100% of certain variable costs, such as airport landing fees, fuel and passenger liability insurance.

As of December 31, 2025, American's capacity purchase agreements with third-party regional carriers had expiration dates ranging from 2032 to 2033, with rights of American to extend the respective terms of certain agreements.

As of December 31, 2025, American's commitments under its capacity purchase agreements with third-party regional carriers are expected to be as follows (approximately, in millions):

	2026	2027	2028	2029	2030	2031 and Thereafter	Total
Regional capacity purchase agreements [1]	$ 1,159	$ 1,156	$ 1,082	$ 900	$ 457	$ 399	$ 5,153

(1) These commitments are estimates of costs based on assumed minimum levels of flying under the capacity purchase agreements and American's actual payments could differ materially.

(c) Construction Projects

Los Angeles International Airport (LAX)

In 2018, we executed a lease agreement with Los Angeles World Airports (LAWA), which owns and operates LAX, in connection with a $1.6 billion modernization project related to LAX Terminals 4 and 5. Construction started in October 2018 and is expected to be completed in 2028 in a phased approach. Under the lease agreement and subsequent project component approvals, the City of Los Angeles Board of Airport Commissioners has appropriated approximately $1.6 billion to purchase completed project assets, representing the maximum allowable reimbursement by LAWA. In September 2024, we executed an agreement to where a substantial majority of the non-proprietary project costs will be funded through the Regional Airports Improvement Corporation (RAIC), a quasigovernmental special purpose entity that acts as a conduit borrower under a syndicated credit facility provided by a group of lenders in the form of a $250 million revolving credit facility. Loans made under the credit facility are being repaid with the proceeds from LAWA's purchase of completed project assets. We guarantee the obligation of the RAIC under the credit facility associated with the Terminals 4 and 5 lease. As of December 31, 2025, our outstanding guaranteed obligation under the credit facility for the Terminals 4 and 5 project was $135 million. Additionally, we have recovered $1.3 billion since project inception through the end of 2025 and expect to receive approximately $292 million in additional reimbursements by the end of 2028.

As we control the assets during construction, they are recognized on our consolidated balance sheets within operating property and equipment until the assets are sold and transferred. For the years ended December 31, 2025, 2024 and 2023, we have sold and transferred $163 million, $588 million and $170 million of non-proprietary improvements, respectively, which are included within proceeds from sale-leaseback transactions and sale of property and equipment on our consolidated statements of cash flows. For the years ended December 31, 2025, 2024 and 2023, we incurred $107 million, $187 million and $283 million, respectively, of non-proprietary improvement costs relating to the LAX modernization project. Cash payments related to these improvements are included within other investing activities on our consolidated statements of cash flows.

Tulsa Maintenance Base

Improvements to the Tulsa Maintenance Base include the design, construction and renovation of various facilities therein. The Tulsa Maintenance Base is American's largest maintenance facility and is an integral part of operating its mainline fleet. We have concluded that we do not control the underlying assets being constructed, and therefore, we recognize operating lease liabilities with corresponding ROU assets on the consolidated balance sheet as individual project stages are completed and leases commence.

In May 2025, the Tulsa Municipal Airport Trust (TMAT) issued $400 million aggregate principal amount of special facility revenue bonds on behalf of American, with $300 million maturing on December 1, 2035 and $100 million maturing on December 1, 2040 (collectively, the 2025 TMAT Bonds). The 2025 TMAT Bond due December 1, 2035 was priced at 109% of par value and the 2025 TMAT Bond due December 1, 2040 was priced at 107% of par value. The gross proceeds from the issuance of the 2025 TMAT Bonds were approximately $432 million. Of this amount, $104 million was used to fund the redemption of the aggregate principal amount of TMAT's outstanding 2015 special facility revenue bonds (the 2015 TMAT Bonds), and the remaining $328 million will be used to finance the cost of improvements at the Tulsa Maintenance Base, which are expected to be completed in 2028. The net proceeds received from the 2025 TMAT Bonds, offset by related project spend, are reflected within other investing activities in the consolidated statement of cash flows.

The 2025 TMAT Bonds bear interest at 6.25% per annum commencing on May 8, 2025, until the day preceding the applicable maturity date, on which date the bonds will be subject to mandatory tender for purchase by American. American is required to pay rent equal to the annual principal and interest requirement on the 2025 TMAT Bonds through payments under a sublease agreement with TMAT (as amended), and AAG guarantees the 2025 TMAT Bonds. American's obligations under both the sublease agreement with TMAT and the 2025 TMAT Bonds are secured by a leasehold mortgage on American's lease of the Tulsa Maintenance Base.

(d) Off-Balance Sheet Arrangements

Pass-Through Trusts

American currently has 280 owned aircraft and 60 owned spare aircraft engines, which in each case were financed with EETCs issued by pass-through trusts. These trusts are off-balance sheet entities, the primary purpose of which is to finance the acquisition of flight equipment or to permit issuance of debt backed by existing flight equipment. In the case of aircraft EETCs, rather than finance each aircraft separately when such aircraft is purchased, delivered or refinanced, these trusts allow American to raise the financing for a number of aircraft at one time and, if applicable, place such funds in escrow pending a future purchase, delivery or refinancing of the relevant aircraft. Similarly, in the case of spare engine EETCs, the trusts allow American to use its existing pool of spare engines to raise financing under a single facility. The trusts have also been structured to provide for certain credit enhancements, such as liquidity facilities to cover certain interest payments, that reduce the risks to the purchasers of the trust certificates and, as a result, reduce the cost of aircraft financing to American.

Each trust covers a set number of aircraft or spare engines scheduled to be delivered, financed or refinanced upon the issuance of the EETC or within a specific period of time thereafter. At the time of each covered aircraft or spare engine financing, the relevant trust used the proceeds from the issuance of the EETC (which may have been available at the time of issuance thereof or held in escrow until financing of the applicable aircraft following its delivery) to purchase equipment notes relating to the financed aircraft or engines. The equipment notes are issued, at American's election, in connection with a mortgage financing of the aircraft or spare engines. The equipment notes are secured by a security interest in the aircraft or engines, as applicable. The pass-through trust certificates are not direct obligations of, nor are they guaranteed by, AAG or American. However, the equipment notes issued to the trusts are direct obligations of American and, in certain instances, have been guaranteed by AAG. As of December 31, 2025, $6.9 billion associated with these mortgage financings is reflected as debt in the accompanying consolidated balance sheet.

Letters of Credit and Other

We provide financial assurance, such as letters of credit and surety bonds, primarily to support projected workers' compensation obligations and airport commitments. As of December 31, 2025, we had $412 million of letters of credit and surety bonds securing various obligations, of which $97 million is collateralized with our restricted cash. The letters of credit and surety bonds that are subject to expiration will expire on various dates through 2037.

(e) Legal Proceedings

Private Party Antitrust Actions Related to the Northeast Alliance (NEA). On December 5, 2022 and December 7, 2022, two private party plaintiffs filed putative class action antitrust complaints against AAG and JetBlue Airways Corporation (JetBlue) in the U.S. District Court for the Eastern District of New York alleging that AAG and JetBlue violated U.S. antitrust law in connection with the previously disclosed NEA. These actions were consolidated on January 10, 2023. The private party plaintiffs filed an amended consolidated complaint on February 3, 2023. On February 2, 2023 and February 15, 2023, private party plaintiffs filed two additional putative class action antitrust complaints against AAG and JetBlue in the U.S. District Court for the District of Massachusetts and the U.S. District Court for the Eastern District of New York, respectively. In March 2023, AAG filed a motion in the U.S. District Court for the District of Massachusetts case asking to transfer the case to the U.S. District Court for the Eastern District of New York and consolidate it with the cases pending in that venue. The U.S. District Court for the District of Massachusetts granted that motion. The remaining cases were consolidated with the other actions in the Eastern District of New York. In June 2023, the private party plaintiffs filed a second amended consolidated complaint, followed by a third amended complaint filed in August 2023. In September 2023, AAG, together with JetBlue, filed a motion to dismiss the third amended complaint. In September 2024, the court denied that motion. AAG and JetBlue filed answers to the private party plaintiffs' third amended complaint in October 2024. We believe these lawsuits are without merit and are defending against them vigorously.

Securities and Stockholder Derivative Litigation. On July 18, 2024, AAG and certain of its current and former officers were named as defendants in a putative class action lawsuit filed in the U.S. District Court for the Northern District of Texas, captioned *Qawasmi v. American Airlines Group Inc., et al*. The *Qawasmi* plaintiff purported to represent investors who acquired AAG securities between January 25, 2024 and May 28, 2024. On August 28, 2024, AAG and certain of its current and former officers were named as defendants in a second putative class action lawsuit filed in the same court, captioned *Thornburg v. American Airlines Group Inc., et al*. The *Thornburg* plaintiff purported to represent investors who acquired AAG securities between July 20, 2023 and May 28, 2024. Both the *Qawasmi* and *Thornburg* complaints asserted violations of Sections 10(b) and 20(a) of the Exchange Act based on allegations that, during the relevant periods, AAG misrepresented and/or omitted material facts related to its financial outlook and certain commercial initiatives. On

November 22, 2024, the *Qawasmi* and *Thornburg* complaints were consolidated into a single action bearing the caption *In re American Airlines Group Inc. Securities Litigation.* The court also appointed co-lead plaintiffs and lead counsel to represent the putative class in the consolidated action. Plaintiffs filed a consolidated complaint on January 21, 2025, and an amended consolidated complaint on March 19, 2025. The consolidated complaint made similar factual allegations to the prior complaints regarding AAG's financial outlook and certain commercial initiatives. AAG and the individual defendants filed a joint motion to dismiss on March 21, 2025. On November 15, 2025, the court granted AAG's motion in full, dismissing the complaint with prejudice. The court entered final judgment in favor of defendants on November 18, 2025. Plaintiffs did not appeal the order, and the case is closed.

Additionally, on September 19, 2024, certain of AAG's current and former directors and officers were named as defendants in a shareholder derivative lawsuit (in which AAG is a nominal defendant) filed in the U.S. District Court for the Northern District of Texas, captioned *Hollin v. Isom, et al*. The *Hollin* complaint asserted violations of Section 10(b) of the Exchange Act, breach of fiduciary duty, and claims for unjust enrichment and corporate waste. On September 26, 2024, a second derivative complaint was filed in the same court, similarly naming certain of AAG's current and former directors and officers (as well as AAG as a nominal defendant), captioned *Leon v. Isom, et al*. The *Leon* complaint asserted violations of Section 14(a) of the Exchange Act, breaches of fiduciary duty, claims of unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, and a claim for contribution. The *Hollin* and *Leon* complaints generally alleged the same purported misconduct as alleged in the securities class action. On November 25, 2024, the *Hollin* and *Leon* complaints were consolidated into a single action bearing the caption *In re American Airlines Group Inc. Stockholder Derivative Litigation*. Plaintiffs and AAG filed a joint motion to voluntarily dismiss the consolidated derivative action without prejudice on February 5, 2026, and on February 6, 2026, the court granted AAG's motion in full, dismissing all claims in the matter without prejudice and entering final judgment in favor of defendants.

American Eagle Flight 5342 Accident Litigation. On January 29, 2025, American Eagle flight 5342 was involved in a fatal accident in Washington, D.C. The Bombardier CRJ700 aircraft operated by PSA was en route to Washington, D.C. from Wichita, Kansas when it was involved in a midair collision near Ronald Reagan Washington National Airport. Beginning on September 24, 2025, multiple wrongful death and survival actions have been filed in the U.S. District Court for the District of Columbia related to the accident. We expect additional actions will continue to be filed. All cases have been assigned to the same judge and are subject to streamlined pleading and discovery procedures. The court required plaintiffs to file a single consolidated Master Complaint (MC), with later joining plaintiffs to file short form complaints adopting the MC and adding any plaintiff-specific information. The MC alleges that the U.S. Government, American and PSA negligently caused or contributed to the accident. In December 2025, American and PSA filed motions to dismiss asserting several defenses. Briefing on the motions to dismiss is ongoing, with a hearing set for February 27, 2026. Discovery is ongoing pursuant to an expedited 18-month discovery and pre-trial calendar, which sets the trial date for April 12, 2027. We believe these lawsuits are without merit as to American and PSA and are defending against them vigorously.

General. In addition to the specifically identified legal proceedings, we and our subsidiaries are also engaged in other legal proceedings from time to time. Legal proceedings can be complex and take many months, or even years, to reach resolution, with the final outcome depending on a number of variables, some of which are not within our control. Therefore, although we will vigorously defend ourselves in each of the actions described above and such other legal proceedings, their ultimate resolution and potential financial and other impacts on us are uncertain but could be material.

(f) Guarantees and Indemnifications

We are party to many routine contracts in which we provide general indemnities in the normal course of business to third parties for various risks. We are not able to estimate the potential amount of any liability resulting from the indemnities. These indemnities are discussed in the following paragraphs.

In our aircraft financing agreements, we generally indemnify the financing parties, trustees acting on their behalf and other relevant parties against liabilities (including certain taxes) resulting from the financing, manufacture, design, ownership, operation and maintenance of the aircraft regardless of whether these liabilities (including certain taxes) relate to the negligence of the indemnified parties.

Our loan agreements and certain other financing transactions may obligate us to reimburse the applicable lender for incremental costs due to a change in law that imposes (i) any reserve or special deposit requirement against assets of, deposits with or credit extended by such lender related to the loan, (ii) any tax, duty or other charge with respect to the loan (except standard income tax) or (iii) capital adequacy requirements. In addition, our loan agreements and other financing arrangements typically contain a withholding tax provision that requires us to pay additional amounts to the

applicable lender or other financing party, generally if withholding taxes are imposed on such lender or other financing party as a result of a change in the applicable tax law.

In certain transactions, including certain aircraft financing leases and loans, the lessors, lenders and/or other parties have rights to terminate the transaction based on changes in foreign tax law, illegality or certain other events or circumstances. In such a case, we may be required to make a lump sum payment to terminate the relevant transaction.

We have general indemnity clauses in many of our airport and other real estate leases where we as lessee indemnify the lessor (and related parties) against liabilities related to our use of the leased property. Generally, these indemnifications cover liabilities resulting from the negligence of the indemnified parties, but not liabilities resulting from the gross negligence or willful misconduct of the indemnified parties. In addition, we provide environmental indemnities in many of these leases for contamination related to our use of the leased property.

Under certain contracts with third parties, we indemnify the third-party against legal liability arising out of an action by the third-party, or certain other parties. The terms of these contracts vary and the potential exposure under these indemnities cannot be determined. We have liability insurance protecting us from some of the obligations we have undertaken under these indemnities.

American is required to make principal and interest payments for certain special facility revenue bonds issued by municipalities primarily to build or improve airport facilities and purchase equipment, which are leased to American. The payment of principal and interest of certain special facility revenue bonds is guaranteed by AAG. As of December 31, 2025, the remaining lease payments through 2040 guaranteeing the principal and interest on these bonds are $703 million and the current carrying amount of the associated operating lease liability in the accompanying consolidated balance sheet is $427 million.

As of December 31, 2025, AAG had issued guarantees covering approximately $14.1 billion of American’s debt (and interest thereon), including the Credit Facilities, the AAdvantage Financing, senior secured notes, certain equipment loans and special facility revenue bonds.

(g) Credit Card Processing Agreements

We have agreements with companies that process customer credit card transactions for the sale of air travel and other services. Our agreements allow these credit card processing companies, under certain conditions, to hold an amount of our cash (referred to as a holdback) equal to all or a portion of advance ticket sales that have been processed by that company, but for which we have not yet provided the air transportation. These holdback requirements can be implemented at the discretion of the credit card processing companies upon the occurrence of specific events, including material adverse changes in our financial condition or the triggering of a liquidity covenant. The imposition of holdback requirements would reduce our liquidity.

(h) Labor Contracts

As of December 31, 2025, we employed approximately 139,100 active full-time equivalent (FTE) employees, of which 33,100 were employed by our wholly-owned regional subsidiaries. Of the total active FTE employees, 86% are covered by CBAs with various labor unions and 15% are covered by CBAs that are currently amendable or that will become amendable within one year.

12. Supplemental Cash Flow Information

Supplemental disclosure of cash flow information and non-cash investing and financing activities are as follows (in millions):

	Year Ended December 31,		
	2025	2024	2023
Non-cash investing and financing activities:			
ROU assets acquired through operating leases	$ 889	$ 637	$ 1,180
Operating leases converted to finance leases	269	293	5
Finance leases converted to operating leases	127	50	42
Property and equipment acquired through debt, finance leases and other	70	152	317
Supplemental information:			
Interest paid, net	1,696	1,933	2,180

13. Segment Disclosures

Operating segments are defined as components of an enterprise for which separate financial information is available and regularly reviewed by the chief operating decision maker (CODM) in deciding how to allocate resources and in assessing performance. Our Chief Executive Officer is considered to be our CODM. We are managed as a single operating segment that provides scheduled air transportation for passengers and cargo, and includes our loyalty program. Along with our extensive domestic network, we provide international service to Canada, Mexico, the Caribbean, Central and South America, Europe, Qatar, China, Japan, Korea, India, Australia and New Zealand. See Note 1(m) for our passenger revenue by geographic region. Managing the business activities on a consolidated basis allows us to benefit from an integrated revenue pricing and route network that includes American and our wholly-owned and third-party regional carriers that fly under capacity purchase agreements operating as American Eagle. The flight equipment of all these carriers is combined to form one fleet that is deployed through a single route scheduling system. Our tangible assets consist primarily of flight equipment, which are mobile across geographic markets and, therefore, have not been allocated by geographic region. The measure of segment assets is reported on the balance sheet as total consolidated assets.

Financial information and operational plans and forecasts are provided to and reviewed by our CODM at the consolidated level and are used to monitor forecast and budget versus actual results. Our CODM assesses performance and decides how to allocate resources based on net income which is reported on the statement of operations as consolidated net income. When making operational and resource allocation decisions, our CODM is indifferent to the results on a geographic region or on a mainline and regional carrier basis. The objective in making resource allocation decisions is to maximize consolidated financial results.

14. Share-based Compensation

In May 2023, the stockholders of AAG approved the 2023 Incentive Award Plan (the 2023 Plan). The 2023 Plan replaces and supersedes AAG's 2013 Incentive Award Plan (the 2013 Plan). No further awards will be granted under the 2013 Plan; however, the terms and conditions of the 2013 Plan will continue to govern any outstanding awards granted thereunder. The 2023 Plan provides that an award may be in the form of a stock option, including an incentive stock option and nonqualified stock option, stock appreciation right, restricted stock, restricted stock unit, performance bonus award, performance stock unit, other stock or cash-based award and dividend equivalent to eligible individuals.

The 2023 Plan authorizes the grant of awards for the issuance of 17.2 million shares less any shares granted under the 2013 Plan after March 22, 2023, the date the Board of Directors of AAG approved the 2023 Plan. Any shares underlying awards granted under the 2023 Plan or 2013 Plan that are forfeited, terminate or are settled in cash (in whole or in part) without the delivery of shares will again be available for grant under the 2023 Plan.

Share-based compensation expense for our equity awards, including awards settled in AAG common stock or cash, was $112 million, $130 million and $102 million for the years ended December 31, 2025, 2024 and 2023, respectively, and is included in salaries, wages and benefits on our consolidated statements of operations.

During 2025, 2024 and 2023, we withheld approximately 2.0 million, 1.6 million and 1.5 million shares of AAG common stock, respectively, and paid approximately $28 million, $27 million and $23 million, respectively, in satisfaction of certain tax withholding obligations associated with employee equity awards.

Restricted Stock Unit Awards (RSUs)

We have granted RSUs with service conditions (time vested primarily over three years) and performance conditions. The grant-date fair value of these RSUs is equal to the market price of the underlying shares of AAG common stock on the date of grant. For time vested awards, the expense is recognized on a straight-line basis over the vesting period for the entire award. For awards with performance conditions, the expense is recognized based on the expected achievement at each reporting period. Stock-settled RSUs are equity-classified as the vesting results in the issuance of shares of AAG common stock. Cash-settled restricted stock unit awards (CRSUs) are liability-classified as the vesting results in payment of cash by AAG.

Stock-settled RSU award activity for all plans for the years ended December 31, 2025, 2024 and 2023 is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
	(In thousands)	
Outstanding at December 31, 2022	10,263	$ 17.51
Granted	9,834	14.54
Vested and released	(5,161)	17.81
Forfeited	(701)	20.49
Outstanding at December 31, 2023	14,235	$ 15.18
Granted	2,580	15.76
Modified [1]	(2,809)	16.18
Vested and released	(4,833)	15.91
Forfeited	(827)	15.83
Outstanding at December 31, 2024	8,346	$ 15.59
Granted	5,073	14.11
Vested and released	(3,949)	15.27
Forfeited	(2,337)	15.33
Outstanding at December 31, 2025	7,133	$ 14.27

(1) In 2024, the settlement terms of 2.8 million stock-settled RSUs were modified from settlement in AAG common stock to settlement in cash. This change in award settlement method was the only modification to these awards, and the vesting, forfeiture and all other terms and conditions were unchanged. The modification resulted in a $20 million reclassification from additional paid-in capital to accrued salaries and wages on our consolidated balance sheet.

As of December 31, 2025, there was $51 million of unrecognized compensation cost related to stock-settled RSUs. These costs are expected to be recognized over a weighted average period of one year. The total fair value of stock-settled RSUs vested during the years ended December 31, 2025, 2024 and 2023 was $57 million, $69 million and $78 million, respectively.

CRSU award activity for all plans for the years ended December 31, 2025 and 2024 is as follows:

	Number of Shares	Weighted Average Fair Value
	(In thousands)	
Outstanding at December 31, 2023	37	$ 13.74
Granted	5,634	17.43
Modified [1]	2,809	16.18
Vested and released	(1,337)	14.75
Forfeited	(136)	17.42
Outstanding at December 31, 2024	7,007	$ 17.43
Granted	6,009	15.33
Vested and released	(2,606)	16.43
Forfeited	(547)	15.60
Outstanding at December 31, 2025	9,863	$ 15.33

(1) In 2024, the settlement terms of 2.8 million stock-settled RSUs were modified from settlement in AAG common stock to settlement in cash. See table above for further discussion.

As of December 31, 2025 and 2024, the liability related to CRSUs was $53 million and $39 million, respectively. The CRSU related liability is remeasured at fair value at each reporting date until all awards are vested. As of December 31, 2025, there was $98 million of unrecognized compensation cost related to CRSUs. These costs are expected to be recognized over a weighted average period of one year. The total cash paid for CRSUs vested during the years ended December 31, 2025 and 2024 was $37 million and $18 million, respectively.

For the year ended December 31, 2023, CRSU award activity was nominal.

15. Valuation and Qualifying Accounts (in millions)

	Balance at Beginning of Year	Additions Charged to Statement of Operations Accounts	Deductions and Other	Balance at End of Year
Allowance for obsolescence of spare parts				
Year ended December 31, 2025	$ 797	$ 129	$ (26)	$ 900
Year ended December 31, 2024	728	116	(47)	797
Year ended December 31, 2023	616	98	14	728

16. Subsequent Events

8.50% Senior Secured Notes

In the first quarter of 2026, American sent irrevocable notice of redemption to prepay the outstanding principal amount of its 8.50% Senior Secured Notes. American intends to fund these prepayments with proceeds from anticipated debt issuances and cash on hand.

AAdvantage Financing

On February 12, 2026, the AAdvantage Issuers entered into a fourth amendment to the term loan credit and guaranty agreement dated March 24, 2021 (the Fourth Amendment). As a result of the Fourth Amendment, the term loans outstanding under the 2025 AAdvantage Term Loan Facility were replaced with new term loans in the same principal amount. Pursuant to the Fourth Amendment, the 2025 AAdvantage Term Loan Facility bears interest at a base rate (subject to a floor of 0.00%) plus an applicable margin of 1.75% per annum or, at the AAdvantage Issuers' option, the SOFR rate for a tenor of three months (subject to a floor of 0.00%), plus an applicable margin of 2.75% per annum. All other terms of the 2025 AAdvantage Term Loan Facility remain substantially similar.

ITEM 8B. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA OF AMERICAN AIRLINES, INC.

Report of Independent Registered Public Accounting Firm

To the Stockholder and Board of Directors
American Airlines, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of American Airlines, Inc. and subsidiaries (American) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, cash flows, and stockholder's equity for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of American as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, 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), American's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 18, 2026 expressed an unqualified opinion on the effectiveness of American's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of American's management. Our responsibility is to express an opinion on these consolidated 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 American 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 consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a 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.

Sufficiency of audit evidence over the realizability of tax net operating loss and other carryforwards

As discussed in Notes 1(i) and 5 to the consolidated financial statements, American had $3.6 billion of tax net operating loss and other carryforwards, which are recorded as deferred tax assets at December 31, 2025. Deferred tax assets are recognized related to tax net operating loss and other carryforwards that will reduce future taxable income. American provides a valuation allowance for deferred tax assets when it is more likely than not that some portion, or all of the deferred tax assets, will not be realized. In evaluating the need for a valuation allowance, management considers the weighting of all available positive and negative evidence.

We identified the evaluation of the sufficiency of audit evidence over the realizability of federal tax net operating loss and other carryforwards as a critical audit matter. Evaluating the sufficiency of audit evidence required subjective auditor judgment in order to assess the extent of procedures performed in assessing the realizability of the federal tax net operating loss and other carryforwards.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to American's deferred tax asset valuation allowance process, including controls related to the realizability of federal tax net operating loss and other carryforwards. We evaluated positive and negative evidence used in assessing whether the federal tax net operating loss and other carryforwards were more likely than not to be realized in the future. We evaluated the reasonableness of management's projections of future profitability considering historical profitability of American, and consistency with industry data. We involved tax professionals with specialized skills and knowledge, who assisted in evaluating the application of tax law. We assessed the sufficiency of audit evidence obtained over the realizability of the federal tax net operating loss and other carryforwards by evaluating the cumulative results of the audit procedures.

/s/ KPMG LLP

We have served as American's auditor since 2014.

Dallas, Texas
February 18, 2026

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

	Year Ended December 31,		
	2025	2024	2023
Operating revenues:			
Passenger	$ 49,643	$ 49,586	$ 48,512
Cargo	839	804	812
Other	4,144	3,814	3,460
Total operating revenues	54,626	54,204	52,784
Operating expenses:			
Aircraft fuel and related taxes	10,718	11,418	12,257
Salaries, wages and benefits	17,556	16,012	14,572
Regional expenses	5,406	5,009	4,619
Maintenance, materials and repairs	3,844	3,794	3,265
Other rent and landing fees	3,476	3,303	2,928
Aircraft rent	1,220	1,242	1,369
Selling expenses	1,997	1,812	1,799
Depreciation and amortization	1,884	1,919	1,927
Special items, net	159	610	971
Other	6,855	6,431	6,008
Total operating expenses	53,115	51,550	49,715
Operating income	1,511	2,654	3,069
Nonoperating income (expense):			
Interest income	949	1,058	1,078
Interest expense, net	(1,780)	(2,029)	(2,206)
Other income (expense), net	81	5	(359)
Total nonoperating expense, net	(750)	(966)	(1,487)
Income before income taxes	761	1,688	1,582
Income tax provision	197	426	394
Net income	$ 564	$ 1,262	$ 1,188

See accompanying notes to consolidated financial statements.

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

	Year Ended December 31,		
	2025	2024	2023
Net income	$ 564	$ 1,262	$ 1,188
Other comprehensive income (loss), net of tax:			
Pension, retiree medical and other postretirement benefits	170	320	(312)
Investments	—	2	3
Total other comprehensive income (loss), net of tax	170	322	(309)
Total comprehensive income	$ 734	$ 1,584	$ 879

See accompanying notes to consolidated financial statements.

AMERICAN AIRLINES, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except share and par value amounts)

	December 31, 2025	December 31, 2024
ASSETS		
Current assets		
Cash	$ 936	$ 795
Short-term investments	4,880	6,177
Restricted cash and short-term investments	735	732
Accounts receivable, net	2,041	1,977
Receivables from related parties, net	9,896	8,187
Aircraft fuel, spare parts and supplies, net	2,596	2,476
Prepaid expenses and other	645	675
Total current assets	21,729	21,019
Operating property and equipment		
Flight equipment	46,226	43,158
Ground property and equipment	9,954	9,709
Equipment purchase deposits	656	1,012
Total property and equipment, at cost	56,836	53,879
Less accumulated depreciation and amortization	(24,621)	(23,060)
Total property and equipment, net	32,215	30,819
Operating lease right-of-use assets	7,038	7,274
Other assets		
Goodwill	4,091	4,091
Intangibles, net of accumulated amortization of $848 and $841, respectively	2,066	2,044
Deferred tax asset	1,832	2,068
Other assets	1,276	1,440
Total other assets	9,265	9,643
Total assets	$ 70,247	$ 68,755
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities		
Current maturities of long-term debt and finance leases	$ 3,750	$ 4,326
Accounts payable	2,717	2,372
Accrued salaries and wages	1,957	1,995
Air traffic liability	7,158	6,759
Loyalty program liability	3,725	3,556
Operating lease liabilities	1,048	1,082
Fuel financing	914	74
Other accrued liabilities	2,768	2,738
Total current liabilities	24,037	22,902
Noncurrent liabilities		
Long-term debt and finance leases, net of current maturities	21,509	21,410
Pension and postretirement benefits	1,566	2,115
Loyalty program liability	6,839	6,498
Operating lease liabilities	5,860	5,926
Other liabilities	1,408	1,670
Total noncurrent liabilities	37,182	37,619
Commitments and contingencies (Note 10)		
Stockholder's equity		
Common stock, $1.00 par value; 1,000 shares authorized, issued and outstanding	—	—
Additional paid-in capital	17,468	17,408
Accumulated other comprehensive loss	(4,507)	(4,677)
Retained deficit	(3,933)	(4,497)
Total stockholder's equity	9,028	8,234
Total liabilities and stockholder's equity	$ 70,247	$ 68,755

See accompanying notes to consolidated financial statements.

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

	Year Ended December 31,		
	2025	2024	2023
Cash flows from operating activities:			
Net income	$ 564	$ 1,262	$ 1,188
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,177	2,198	2,198
Debt extinguishment costs	20	9	267
Special items, net non-cash	(17)	(1)	41
Pension and postretirement	(31)	(82)	(14)
Deferred income tax provision	197	426	394
Share-based compensation, non-cash	55	89	97
Other, net	(91)	(260)	(216)
Changes in operating assets and liabilities:			
Decrease (increase) in accounts receivable	(69)	33	104
Increase in other assets	(144)	(287)	(2)
Increase in accounts payable	274	284	147
Increase (decrease) in air traffic liability	399	559	(545)
Increase in receivables from related parties, net	(1,701)	(1,099)	(482)
Increase in loyalty program liability	510	727	182
Contributions to pension plans	(225)	(295)	(71)
Increase (decrease) in other liabilities	12	(154)	418
Net cash provided by operating activities	1,930	3,409	3,706
Cash flows from investing activities:			
Capital expenditures and aircraft purchase deposits	(3,716)	(2,624)	(2,542)
Proceeds from sale-leaseback transactions and sale of property and equipment	343	654	230
Sales of short-term investments	6,189	8,013	8,861
Purchases of short-term investments	(4,905)	(7,194)	(7,324)
Decrease in restricted short-term investments	3	177	51
Other investing activities	254	65	275
Net cash used in investing activities	(1,832)	(909)	(449)
Cash flows from financing activities:			
Payments on long-term debt and finance leases	(4,503)	(3,973)	(7,697)
Proceeds from issuance of long-term debt	3,773	1,670	4,822
Net proceeds from fuel financing	840	74	—
Other financing activities	(63)	(48)	(287)
Net cash provided by (used in) financing activities	47	(2,277)	(3,162)
Net increase in cash and restricted cash	145	223	95
Cash and restricted cash at beginning of year	893	670	575
Cash and restricted cash at end of year [(a)]	$ 1,038	$ 893	$ 670

[(a)] The following table provides a reconciliation of cash and restricted cash to amounts reported within the consolidated balance sheets:

Cash	$ 936	$ 795	$ 567
Restricted cash included in restricted cash and short-term investments	102	98	103
Total cash and restricted cash	$ 1,038	$ 893	$ 670

See accompanying notes to consolidated financial statements.

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

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Deficit	Total
Balance at December 31, 2022	$ —	$ 17,230	$ (4,690)	$ (6,947)	$ 5,593
Net income	—	—	—	1,188	1,188
Other comprehensive loss, net	—	—	(309)	—	(309)
Share-based compensation expense	—	97	—	—	97
Intercompany equity transfer	—	8	—	—	8
Balance at December 31, 2023	—	17,335	(4,999)	(5,759)	6,577
Net income	—	—	—	1,262	1,262
Other comprehensive income, net	—	—	322	—	322
Share-based compensation expense	—	89	—	—	89
Modification of share-based awards	—	(20)	—	—	(20)
Intercompany equity transfer	—	4	—	—	4
Balance at December 31, 2024	—	17,408	(4,677)	(4,497)	8,234
Net income	—	—	—	564	564
Other comprehensive income, net	—	—	170	—	170
Share-based compensation expense	—	58	—	—	58
Intercompany equity transfer	—	2	—	—	2
Balance at December 31, 2025	$ —	$ 17,468	$ (4,507)	$ (3,933)	$ 9,028

See accompanying notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS OF AMERICAN AIRLINES, INC.

1. Basis of Presentation and Summary of Significant Accounting Policies

(a) Basis of Presentation

American Airlines, Inc. (American) is a Delaware corporation whose primary business activity is the operation of a major network air carrier, providing scheduled air transportation for passengers and cargo. American is the principal wholly-owned subsidiary of American Airlines Group Inc. (AAG), which owns all of American's outstanding common stock, par value $1.00 per share. All significant intercompany transactions have been eliminated.

The preparation of financial statements in accordance with accounting principles generally accepted in the United States (GAAP) requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. The most significant areas of judgment relate to passenger revenue recognition, the loyalty program, deferred tax assets, as well as pension and retiree medical and other postretirement benefits.

(b) Recent Accounting Pronouncements

Accounting Standards Update (ASU) 2024-03: Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-04) Disaggregation of Income Statement Expenses

This standard enhances transparency in reporting by requiring disaggregation of certain costs and expenses in the notes to financial statements. This update is effective for annual periods beginning after December 15, 2026 and interim periods within annual periods beginning after December 15, 2027, and early adoption is permitted. American is currently evaluating how the adoption of this standard may impact its disclosures.

ASU 2025-06: Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40) Targeted Improvements to the Accounting for Internal-Use Software

This standard modernizes the accounting for costs related to internal-use software by removing references to project stages and by clarifying the thresholds entities apply to begin capitalizing costs. The amendments in this update are effective for interim and annual periods beginning after December 15, 2027, and early adoption is permitted. American is currently evaluating how the adoption of this standard may impact its consolidated financial statements.

(c) Investments

Short-term investments primarily include debt securities and are classified as available-for-sale and stated at fair value. Realized gains and losses are recorded as part of interest income within total nonoperating expense, net on American's consolidated statements of operations. Unrealized gains and losses are recorded as a component of accumulated other comprehensive loss on American's consolidated balance sheets. For investments in an unrealized loss position, American determines whether a credit loss exists by considering information about the collectability of the instrument, current market conditions and reasonable and supportable forecasts of economic conditions. There have been no credit losses.

Equity investments are accounted for under the equity method if American is able to exercise significant influence over an investee. Equity investments for which American does 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). American's equity investments are reflected in other assets on its consolidated balance sheets. American's share of equity method investees' financial results and changes in fair value are recorded in nonoperating other income (expense), net on the consolidated statements of operations. See Note 7 for additional information related to American's equity investments.

(d) Restricted Cash and Short-term Investments

American has restricted cash and short-term investments related primarily to collateral held to support workers' compensation obligations, collateral associated with the payment of interest for the AAdvantage Financing and money market funds to be used to finance the cost of improvements at the overhaul and maintenance base at Tulsa International Airport (Tulsa Maintenance Base). See Note 3 and Note 10 for further information on the AAdvantage Financing and Tulsa Maintenance Base, respectively.

(e) Accounts Receivable, Net

Accounts receivable primarily consist of amounts due from credit card processing companies for tickets sold to individual passengers, amounts due from airline and non-airline business partners, including American's co-branded credit card partner and cargo customers. Receivables from ticket sales are short-term, mostly settled within seven days after sale. Receivables from American's business partners are typically settled within 30 days. All accounts receivable are reported net of an allowance for credit losses, which was not material as of December 31, 2025 and 2024. American considers past and future financial and qualitative factors, including aging, payment history and other credit monitoring indicators, when establishing the allowance for credit losses.

(f) Aircraft Fuel, Spare Parts and Supplies, Net

Aircraft fuel is recorded on a first-in, first-out basis. Spare parts and supplies are recorded at average costs less an allowance for obsolescence, which is recognized over the weighted average remaining useful life of the related fleet. American also provides an allowance for spare parts and supplies identified as excess or obsolete to reduce the carrying cost to the lower of cost or net realizable value. Aircraft fuel, spare parts and supplies are expensed when used.

(g) Operating Property and Equipment

Operating property and equipment is recorded at cost and depreciated or amortized to residual values over the asset's estimated useful life or the lease term, whichever is less, using the straight-line method. Costs of major improvements that enhance the usefulness of the asset are capitalized and depreciated or amortized over the estimated useful life of the asset or the lease term, whichever is less. Effective January 1, 2025, American adjusted the estimated useful lives of its mainline and regional aircraft, engines and related rotable parts by three years to align with the extended lives of aircraft included in American's long-term fleet plan. In conjunction with this change, American also reduced the salvage values for most of these assets from 10% to 5% of original cost to more closely reflect the estimated value at the end of the useful life. Accordingly, the estimated useful lives for the principal property and equipment classification are as follows:

Principal Property and Equipment Classification	Estimated Useful Life
Aircraft, engines and related rotable parts	20 – 33 years
Buildings and improvements	5 – 30 years
Furniture, fixtures and other equipment	3 – 15 years
Capitalized software	5 – 10 years

The effect of these changes did not have a material impact to depreciation and amortization expense in the consolidated statement of operations for the year ended December 31, 2025. Total mainline and regional depreciation and amortization expense was $2.2 billion for each of the years ended December 31, 2025, 2024 and 2023.

American assesses impairment of operating property and equipment when events and circumstances indicate that the assets may be impaired. An impairment of an asset or group of assets exists only when the sum of the estimated undiscounted cash flows expected to be generated directly by the assets are less than the carrying value of the assets. American groups assets principally by fleet-type when estimating future cash flows, which is generally the lowest level for which identifiable cash flows exist. Estimates of future cash flows are based on historical results adjusted to reflect management's best estimate of future market and operating conditions, including American's current fleet plan. If such assets are impaired, the impairment charge recognized is the amount by which the carrying value of the assets exceed their fair value. Fair value reflects management's best estimate including inputs from published pricing guides and bids from third parties as well as contracted sales agreements when applicable.

(h) Leases

American determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use (ROU) assets, current operating lease liabilities and noncurrent operating lease liabilities on American's consolidated balance sheets. Finance leases are included in property and equipment, current maturities of long-term debt and finance leases and long-term debt and finance leases, net of current maturities, on American's consolidated balance sheets. See Note 4 for further information on American's operating and finance leases.

ROU assets represent American's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term.

American uses its estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments. American gives consideration to its recent debt issuances as well as publicly available data for instruments with similar characteristics when calculating its incremental borrowing rates.

American's lease term includes options to extend the lease when it is reasonably certain that it will exercise that option. Leases with a term of 12 months or less are not recorded on its consolidated balance sheets.

Under certain of American's capacity purchase agreements with third-party regional carriers, American does not own the underlying aircraft. However, since American controls the marketing, scheduling, ticketing, pricing and seat inventories of these aircraft and therefore control the asset, the aircraft is deemed to be leased for accounting purposes. For these capacity purchase agreements, American accounts for the lease and non-lease components separately. The lease component consists of the aircraft and the non-lease components consist of services, such as the crew and maintenance. Where applicable, American allocates the consideration in the capacity purchase agreements to the lease and non-lease components using their estimated relative standalone prices. See Note 10(b) for additional information on its capacity purchase agreements.

For real estate, American accounts for the lease and non-lease components as a single lease component.

(i) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are recorded net as noncurrent on American's consolidated balance sheets.

American provides a valuation allowance for its deferred tax assets, which include its net operating losses (NOLs) and other carryforwards, when it is more likely than not that some portion, or all of its deferred tax assets, will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. American considers all available positive and negative evidence and makes certain assumptions in evaluating the realizability of its deferred tax assets. Many factors are considered that impact American's assessment of future profitability, including conditions which are beyond its control, such as the health of the economy, the availability and price volatility of aircraft fuel and travel demand. American has determined that positive factors outweigh negative factors in the determination of the realizability of its deferred tax assets.

(j) Goodwill

Goodwill represents the purchase price in excess of the fair value of the net assets acquired and liabilities assumed in connection with the 2013 merger with US Airways Group, Inc. (US Airways Group). American has one reporting unit. American assesses goodwill for impairment annually or more frequently if events or circumstances indicate that the fair value of goodwill may be lower than the carrying value. American's annual assessment date is October 1.

Goodwill is assessed for impairment by initially performing a qualitative assessment. If American determines that it is more likely than not that its goodwill may be impaired, it uses a quantitative approach to assess the asset's fair value and the amount of the impairment, if any. Based upon American's annual assessment, there was no goodwill impairment in 2025. The carrying value of American's goodwill on its consolidated balance sheets was $4.1 billion as of December 31, 2025 and 2024.

(k) Other Intangibles, Net

Intangible assets consist of certain domestic airport slots and gate leasehold rights, international slots and route authorities, commercial agreements, marketing agreements, customer relationships and tradenames.

Definite-Lived Intangible Assets

Definite-lived intangible assets are originally recorded at their acquired fair values, subsequently amortized over their respective estimated useful lives and are assessed for impairment whenever events and circumstances indicate that the assets may be impaired. Certain domestic airport slots and airport gate leasehold rights are amortized on a straight-line basis over 25 years. Certain marketing agreements were identified as intangible assets subject to amortization and are amortized on a straight-line basis over approximately 30 years.

American had $124 million and $101 million of definite-lived intangible assets, net of accumulated amortization on its consolidated balance sheets as of December 31, 2025 and 2024, respectively. American expects to record amortization expense related to these assets of approximately $7 million for each of the years in 2026 through 2030, and $88 million of amortization expense in 2031 and thereafter until fully amortized.

Indefinite-Lived Intangible Assets

Indefinite-lived intangible assets include certain domestic airport slots, international slots and route authorities and American's commercial agreement with GOL Linhas Aéreas Inteligentes S.A. (GOL). American assesses indefinite-lived intangible assets for impairment annually or more frequently if events or circumstances indicate that the fair values of indefinite-lived intangible assets may be lower than their carrying values. American's annual assessment date is October 1.

Indefinite-lived intangible assets are assessed for impairment by initially performing a qualitative assessment. If American determines that it is more likely than not that its indefinite-lived intangible assets may be impaired, American uses a quantitative approach to assess the asset's fair value and the amount of the impairment, if any. Based upon American's annual assessment, there were no indefinite-lived intangible asset impairments in 2025. American had $1.9 billion of indefinite-lived intangible assets on its consolidated balance sheets as of December 31, 2025 and 2024.

(I) Fuel Financing

In December 2024, American entered into a fuel financing facility with a bank pursuant to which the bank pays certain fuel invoices on American's behalf. The agreement contains a maximum allowable outstanding principal balance at any time of $1.0 billion and is required to be repaid at least quarterly. The fuel financing facility bears interest at a base rate equal to one-month Secured Overnight Financing Rate (SOFR), plus a margin of 3.75%. American's obligations to the counterparty are secured on a second-priority basis by certain intellectual property of American, including the "American Airlines" trademark and the "aa.com" domain name in the United States and certain foreign jurisdictions, as provided in, and subject to the covenants and conditions of, the Second Lien Brand Collateral Security Agreement. Either American or the bank may terminate this agreement at any time and with immediate effect upon sixty days' prior written notice to the other party. As of December 31, 2025 and 2024, American had $914 million and $74 million, respectively, in fuel financing obligations included on American's consolidated balance sheets.

The following is a rollforward of American's outstanding fuel financing obligation during the years ended December 31, 2025 and 2024 (in millions):

	2025	2024
Balance at beginning of year	$ 74	$ —
Proceeds	1,217	74
Payments	(377)	—
Balance at end of year	$ 914	$ 74

American includes payments to designated fuel suppliers as an operating activity in the consolidated statement of cash flows. Proceeds and payments related to fuel financing transactions are presented net as a financing activity in the consolidated statement of cash flows.

(m) Revenue Recognition

Revenue

The following are the significant categories comprising American's operating revenues (in millions):

	Year Ended December 31,		
	2025	2024	2023
Passenger revenue:			
Passenger travel	$ 45,607	$ 45,743	$ 44,914
Loyalty revenue - travel [1]	4,036	3,843	3,598
Total passenger revenue	49,643	49,586	48,512
Cargo	839	804	812
Other:			
Loyalty revenue - marketing services	3,511	3,257	2,929
Other revenue	633	557	531
Total other revenue	4,144	3,814	3,460
Total operating revenues	$ 54,626	$ 54,204	$ 52,784

(1) Loyalty revenue included in passenger revenue is principally comprised of mileage credit redemptions, which were earned from travel or co-branded credit card and other partners. See "*Loyalty Revenue"* below for further discussion on these mileage credits.

The following is American's total passenger revenue by geographic region (in millions):

	Year Ended December 31,		
	2025	2024	2023
Domestic	$ 35,201	$ 35,336	$ 34,592
Latin America	6,444	6,560	6,719
Atlantic	6,583	6,445	6,205
Pacific	1,415	1,245	996
Total passenger revenue	$ 49,643	$ 49,586	$ 48,512

American attributes passenger revenue by geographic region based upon the origin and destination of each flight segment.

Passenger Revenue

American recognizes all revenues generated from transportation on American and its regional flights operated under the brand name American Eagle, including associated baggage fees and other inflight services, as passenger revenue when transportation is provided. Ticket and other related sales for transportation that has not yet been provided are initially deferred and recorded as air traffic liability on American's consolidated balance sheets. The air traffic liability principally represents tickets sold for future travel on American, American Eagle and partner airlines.

The majority of tickets sold are nonrefundable. A small percentage of tickets, some of which are partially used tickets, expire unused. The estimate for tickets expected to expire unused is generally based on an analysis of American's historical data and other current applicable factors such as policy changes. American has consistently applied this accounting method to estimate and recognize revenue from unused tickets at the date of travel. This estimate is periodically evaluated based on subsequent activity to validate its accuracy. Any adjustments resulting from periodic evaluations of the estimated air traffic liability are included in passenger revenue during the period in which the evaluations are completed.

Various taxes and fees assessed on the sale of tickets to end customers are collected by American as an agent and remitted to taxing authorities. These taxes and fees have been presented on a net basis in the accompanying consolidated statements of operations and recorded as a liability until remitted to the appropriate taxing authority.

Loyalty Revenue

American currently operates the loyalty program, AAdvantage®. This program awards mileage credits to passengers who fly on American, American Eagle, any **one**world airline or other partner airlines, or by using the services of other program participants, such as American's co-branded credit cards, and certain hotels and car rental companies. Mileage credits can be redeemed for travel on American, American Eagle and other participating partner airlines, as well as for other non-air travel awards such as car rentals, hotel stays, cruises and retail goods from program partners. For mileage credits earned by AAdvantage program members, American applies the deferred revenue method.

Mileage credits earned through travel

For mileage credits earned through travel, American applies a relative selling price approach whereby the total amount collected from each passenger ticket sale is allocated between the air transportation and the mileage credits earned. The portion of each passenger ticket sale attributable to mileage credits earned is initially deferred and then recognized in passenger revenue when mileage credits are redeemed and transportation is provided. The estimated selling price of mileage credits is determined using an equivalent ticket value approach, which uses historical data, including award redemption patterns by geographic region and class of service, as well as similar cash fares as those used to settle award redemptions. The estimated selling price of mileage credits is adjusted for an estimate of mileage credits that will not be redeemed using a statistical model based on historical redemption patterns to develop an estimate of the likelihood of future redemption.

Mileage credits sold to co-branded credit card and other partners

American sells mileage credits to participating airline partners and non-airline business partners, including American's co-branded credit card partner, under contracts with remaining terms generally from one to 10 years as of December 31, 2025. Consideration received from the sale of mileage credits is predominantly variable and payment terms typically are within 30 days subsequent to the month of mileage sale. Sales of mileage credits to co-branded credit card and non-airline business partners are comprised of two revenue elements: a transportation component and a marketing component. American allocates the consideration received from these sales of mileage credits based on the relative selling price of each product or service delivered.

American's most significant mileage credit partner agreement is its co-branded credit card agreement with Citibank N.A. (Citi). In December 2024, American announced a 10-year agreement with Citi and Citi became the exclusive issuer of the AAdvantage co-branded credit card portfolio in the U.S. starting in 2026.

The transportation component represents the estimated selling price of future travel awards and is determined using the same equivalent ticket value approach described above. The portion of each mileage credit sold attributable to transportation is initially deferred and then recognized in passenger revenue when mileage credits are redeemed and transportation is provided.

The marketing component includes the use of intellectual property, including the American brand and access to loyalty program member lists, which is the predominant element in these agreements, as well as advertising and other travel-related benefits. American recognizes the marketing component in other revenue in the period of the mileage credit sale following the sales-based royalty method.

For the portion of American's outstanding mileage credits that it estimates will not be redeemed, American recognizes the associated value proportionally as the remaining mileage credits are redeemed. American's estimates use a statistical model based on historical redemption patterns to develop an estimate of the likelihood of future redemption.

Cargo Revenue

Cargo revenue is recognized when American provides the transportation.

Other Revenue

Other revenue includes revenue associated with American's loyalty program, which is comprised principally of the marketing component of mileage credit sales to co-branded credit card and other partners and other marketing related payments. The accounting and recognition for the loyalty program marketing services are discussed above in "*Loyalty Revenue*." The remaining amounts included within other revenue relate to airport clubs, other commission revenue, advertising and vacation-related services.

Contract Balances

American's significant contract liabilities are comprised of (1) outstanding loyalty program mileage credits that may be redeemed for future air travel, non-air travel and other awards, reported as loyalty program liability on American's consolidated balance sheets and (2) ticket sales for transportation that has not yet been provided, reported as air traffic liability on American's consolidated balance sheets.

	December 31,	
	2025	2024
	(In millions)	
Loyalty program liability	$ 10,564	$ 10,054
Air traffic liability	7,158	6,759
Total	$ 17,722	$ 16,813

The balance of the loyalty program liability fluctuates based on seasonal patterns, which impact the volume of mileage credits issued through travel or sold to co-branded credit card and other partners (deferral of revenue) and mileage credits redeemed (recognition of revenue). Changes in loyalty program liability are as follows (in millions):

Balance at December 31, 2024	$ 10,054
Deferral of revenue	4,445
Recognition of revenue [1]	(3,935)
Balance at December 31, 2025 [2]	$ 10,564

(1) Principally relates to revenue recognized from the redemption of mileage credits for air travel, non-air travel and other awards. Mileage credits are combined in one homogenous pool and are not separately identifiable. As such, the revenue is comprised of mileage credits that were part of the loyalty program deferred revenue balance at the beginning of the period, as well as mileage credits that were issued during the period.

(2) Mileage credits can be redeemed at any time and generally do not expire as long as the AAdvantage member has any type of qualifying activity at least every 24 months or if the AAdvantage member is the primary holder of a co-branded credit card. As of December 31, 2025, American's current loyalty program liability was $3.7 billion and represents American's current estimate of revenue expected to be recognized in the next 12 months based on historical trends, with the balance reflected in long-term loyalty program liability expected to be recognized as revenue in periods thereafter.

Additionally, as of December 31, 2025 and 2024, American's loyalty program liability includes a one-time cash payment related to the new co-branded credit card agreement announced in December 2024, which will be amortized over the life of the new agreement beginning in 2026.

The air traffic liability principally represents tickets sold for future travel on American, American Eagle and partner airlines. The balance in American's air traffic liability also fluctuates with seasonal travel patterns. The contract duration of passenger tickets is generally one year. Accordingly, any revenue associated with tickets sold for future travel will be recognized within 12 months. For 2025, $5.1 billion of revenue was recognized in passenger revenue that was included in American's air traffic liability at December 31, 2024.

(n) Maintenance, Materials and Repairs

Maintenance and repair costs for owned and leased flight equipment are charged to operating expense as incurred, except costs incurred for maintenance and repair under certain power-by-the-hour maintenance agreements, which are charged to operating expense based on contractual terms when an obligation exists.

(o) Selling Expenses

Selling expenses include credit card fees, commissions, third party distribution channel fees and advertising. Selling expenses associated with passenger revenue are expensed when the transportation or service is provided. Advertising costs are expensed as incurred. Advertising expense was $200 million, $143 million and $114 million for the years ended December 31, 2025, 2024 and 2023, respectively.

(p) Share-based Compensation

American accounts for its share-based compensation expense based on the fair value of the equity award at the time of grant, which is recognized ratably over the vesting period of the award. Certain awards have performance conditions that must be achieved prior to vesting and are expensed based on the expected achievement at each reporting period. The majority of American's equity awards are time vested restricted stock units. For equity-classified awards, the fair value of such awards is based on the market price of the underlying shares of AAG common stock on the date of grant and is not subsequently remeasured unless modified. For liability-classified awards, the fair value of such awards is remeasured at the end of each reporting period until settled. See Note 13 for further discussion of share-based compensation.

(q) Foreign Currency Gains and Losses

Foreign currency gains and losses are recorded as part of other income (expense), net within total nonoperating expense, net on American's consolidated statements of operations. For the years ended December 31, 2025, 2024 and 2023, foreign currency losses were $15 million, $47 million and $30 million, respectively.

(r) Other Operating Expenses

Other operating expenses includes costs associated with onboard food and catering, crew travel, ground and cargo handling, passenger accommodation, international navigation fees, aircraft cleaning, airport lounge operations and certain general and administrative expenses.

(s) Regional Expenses

American's regional carriers provide scheduled air transportation under the brand name "American Eagle." The American Eagle carriers include AAG's wholly-owned regional carriers as well as third-party regional carriers. American's regional carrier arrangements are principally in the form of capacity purchase agreements with its third-party regional partners and similar arrangements with AAG's wholly-owned regional affiliates. Expenses, excluding fuel expense, associated with American Eagle operations are classified as regional expenses on the consolidated statements of operations.

Regional expenses for the years ended December 31, 2025, 2024 and 2023 include $293 million, $279 million and $271 million of depreciation and amortization, respectively. Regional expenses also include $9 million of aircraft rent for each of the years ended December 31, 2025 and 2024 and $7 million for the year ended December 31, 2023.

In 2025, 2024 and 2023, American recognized $658 million, $612 million and $636 million, respectively, of expense under its capacity purchase agreement with Republic Airways Inc. (Republic). American holds a 20.8% equity interest in Republic Airways Holdings Inc. (Republic Holdings), the parent company of Republic.

2. Special Items, Net

Special items, net on American's consolidated statements of operations consisted of the following (in millions):

	Year Ended December 31,		
	2025	2024	2023
Litigation reserve adjustments	$ 77	$ —	$ —
Labor contract expenses [1]	31	605	989
Severance expenses	44	13	23
A330 fleet-related adjustments [2]	—	(42)	—
Other operating special items, net	7	34	(41)
Mainline operating special items, net	159	610	971
Regional operating special items, net [3]	3	33	—
Operating special items, net	162	643	971
Mark-to-market adjustments on equity investments, net [4]	(40)	8	82
Debt refinancing and extinguishment [5]	22	16	280
Other nonoperating special items, net	18	—	—
Nonoperating special items, net	—	24	362

(1) Labor contract expenses for 2025 included a one-time charge resulting from adjustments to vacation accruals due to pay rate increases effective January 1, 2025, following the ratification of the contract extension in the fourth quarter of 2024 with American's mainline maintenance and fleet service team members.

Labor contract expenses for 2024 included one-time charges resulting from the ratifications of new collective bargaining agreements (CBAs) with American's mainline flight attendants and passenger service team members, including one-time payments and adjustments to vacation accruals resulting from pay rate increases.

Labor contract expenses for 2023 included one-time charges resulting from the ratification of a new CBA with American's mainline pilots, including a one-time payment of $754 million as well as adjustments to other benefit-related items of $235 million.

(2) In 2024, American entered into a sales agreement for certain Airbus A330 aircraft, resulting in a $42 million gain. These aircraft were previously retired in 2020 as a result of the decline in demand for air travel due to the COVID-19 pandemic.

(3) Regional operating special items, net for 2024 included a $33 million non-cash write down of regional aircraft resulting from the decision to permanently park 43 Embraer ERJ145 aircraft.

(4) Mark-to-market adjustments on equity investments, net included net unrealized gains and losses associated with certain equity investments. See Note 7 for further information related to American's equity investments.

(5) Debt refinancing and extinguishment costs in 2023 primarily included cash charges for premiums paid in connection with the early repayment of debt.

3. Debt

Debt included on American's consolidated balance sheets consisted of (in millions):

	December 31, 2025	December 31, 2024
Secured		
2013 Term Loan Facility, variable interest rate of 6.00%, installments until due in February 2028 [a]	$ 970	$ 980
2014 Term Loan Facility, variable interest rate of 5.69%, installments until due in January 2027 [a]	1,159	1,171
2023 Term Loan Facility, variable interest rate of 6.26%, installments until due in June 2029 [a]	1,078	1,089
10.75% senior secured IP notes [b]	—	781
10.75% senior secured LGA/DCA notes [b]	—	156
7.25% senior secured notes, interest only payments until due in February 2028 [b]	750	750
8.50% senior secured notes, interest only payments until due in May 2029 [b]	1,000	1,000
5.50% senior secured notes, installments until due in April 2026 [c]	583	1,750
5.75% senior secured notes, installments beginning in July 2026 until due in April 2029 [c]	3,000	3,000
2021 AAdvantage Term Loan Facility, variable interest rate of 6.13%, installments until due in April 2028 [c]	2,264	2,450
2025 AAdvantage Term Loan Facility, variable interest rate of 7.13%, installments until due in May 2032 [c]	995	—
Enhanced equipment trust certificates (EETCs), fixed interest rates ranging from 2.88% to 7.15%, averaging 3.95%, maturing from 2026 to 2038 [d]	6,912	7,271
Equipment loans and other notes payable, fixed and variable interest rates ranging from 2.55% to 6.56%, averaging 5.57%, maturing from 2026 to 2037 [e]	4,719	4,094
Special facility revenue bonds, fixed interest rates ranging from 2.25% to 5.38%, maturing from 2026 to 2036	789	880
	24,219	25,372
Unsecured		
Senior short-term term loan facility, variable interest rate of 6.11%, interest only payments until due in January 2026 [f]	629	—
Total	24,848	25,372
Less: Total unamortized debt discount, premium and issuance costs	313	300
Less: Current maturities	3,641	4,196
Long-term debt, net of current maturities	$ 20,894	$ 20,876

As of December 31, 2025, the maximum availability under American's revolving credit and other facilities is as follows (in millions):

2013 Revolving Facility [1]	$ 519
2014 Revolving Facility [1]	1,557
2023 Revolving Facility [1]	924
Other facilities [2]	397
Total	$ 3,397

[1] On April 21, 2025, the aggregate revolving commitments under the 2013, 2014 and 2023 Revolving Facilities were increased from approximately $2.9 billion to $3.0 billion upon the upsize of commitments by certain existing lenders. No other terms were changed and there are no borrowings outstanding under the facilities.

(2) Includes a revolving credit facility that provides for borrowing capacity of up to $350 million, maturing in March 2027 with an option to extend for an additional year. Additionally, American currently has $47 million of available borrowing base under a cargo receivables facility that is scheduled to expire in December 2026. There are no amounts drawn under these facilities.

Secured financings, including revolving credit and other facilities, are collateralized by assets, consisting primarily of aircraft, engines, simulators, airport gate leasehold rights, route authorities, airport slots, certain receivables, certain intellectual property and certain loyalty program assets.

At December 31, 2025, the maturities of long-term debt are as follows (in millions):

2026	$	3,641
2027		4,455
2028		7,324
2029		4,045
2030		730
2031 and thereafter		4,653
Total	$	24,848

(a) 2013, 2014 and 2023 Credit Facilities

2013 Credit Facilities

The Amended and Restated Credit and Guaranty Agreement dated as of May 21, 2015, as amended (the 2013 Credit Agreement), includes a revolving credit facility (the 2013 Revolving Facility) and term loan facility (the 2013 Term Loan Facility), collectively referred to as the 2013 Credit Facilities. The 2013 Term Loan Facility matures in February 2028 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 1.25% per annum or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of 0.00%), plus an applicable margin of 2.25% per annum. SOFR borrowings under the 2013 Term Loan Facility are not subject to a credit spread adjustment. As of December 31, 2025, the margin elected was 2.25% per annum.

The 2013 Revolving Facility matures in June 2029 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 2.00%, 2.25% or 2.50%, depending on AAG's public corporate credit rating, or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of 0.00%), plus an applicable margin of 3.00%, 3.25% or 3.50%, depending on AAG's public corporate credit rating. SOFR borrowings under the 2013 Revolving Facility are not subject to a credit spread adjustment. The 2013 Revolving Facility has aggregate commitments of $519 million, with the ability to issue letters of credit up to an aggregate amount of $100 million. As of December 31, 2025, there were no borrowings or letters of credit outstanding under the 2013 Revolving Facility.

2014 Credit Facilities

The Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, as amended (the 2014 Credit Agreement), includes a revolving credit facility (the 2014 Revolving Facility) and term loan facility (the 2014 Term Loan Facility), collectively referred to as the 2014 Credit Facilities. The 2014 Term Loan Facility matures in January 2027 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 0.75% or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American, plus the SOFR adjustment applicable to such interest period (with such SOFR rate plus SOFR adjustment being subject to a floor of 0.00%) plus an applicable margin of 1.75%. As of December 31, 2025, the margin elected was 1.75% per annum.

The 2014 Revolving Facility matures in June 2029 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 2.00%, 2.25% or 2.50%, depending on AAG's public corporate credit rating, or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of 0.00%), plus an applicable margin of 3.00%, 3.25% or 3.50%, depending on AAG's public corporate credit rating. SOFR borrowings under the 2014 Revolving Facility are not subject to a credit spread adjustment. The 2014 Revolving Facility has aggregate commitments of $1.6 billion, with the ability to issue letters of credit up to an aggregate

amount of $200 million. As of December 31, 2025, there were no borrowings or letters of credit outstanding under the 2014 Revolving Facility.

2023 Credit Facilities

The Credit and Guaranty Agreement, dated as of December 4, 2023, as amended (the 2023 Credit Agreement), includes a revolving credit facility (the 2023 Revolving Facility) and term loan facility (the 2023 Term Loan Facility), collectively referred to as the 2023 Credit Facilities. The 2023 Term Loan Facility matures in June 2029 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 1.25% per annum or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of 0.00%), plus an applicable margin of 2.25% per annum. SOFR borrowings under the 2023 Term Loan Facility are not subject to a credit spread adjustment. As of December 31, 2025, the margin elected was 2.25% per annum.

The 2023 Revolving Facility matures in June 2029 and bears interest at a base rate (subject to a floor of 1.00%) plus an applicable margin of 2.00%, 2.25% or 2.50%, depending on AAG's public corporate credit rating, or, at American's option, the SOFR rate for a tenor of one, three or six months, depending on the interest period selected by American (subject to a floor of 0.00%), plus an applicable margin of 3.00%, 3.25% or 3.50%, depending on AAG's public corporate credit rating. SOFR borrowings under the 2023 Revolving Facility are not subject to a credit spread adjustment. The 2023 Revolving Facility has aggregate commitments of $924 million. As of December 31, 2025, there were no borrowings outstanding under the 2023 Revolving Facility.

Other Terms of the 2013, 2014 and 2023 Credit Facilities

The term loans under the 2013, 2014 and 2023 Credit Facilities (collectively referred to as the Credit Facilities) are repayable in annual installments, in an amount equal to 1.00% of the aggregate principal amount issued, with any unpaid balance due on the respective maturity dates. Voluntary prepayments may be made by American at any time.

The 2013, 2014 and 2023 Revolving Facilities provide that American may from time to time borrow, repay and reborrow loans thereunder. The 2013, 2014 and 2023 Revolving Facilities are each subject to an undrawn annual fee of 0.75%.

Subject to certain limitations and exceptions, the Credit Facilities are secured by collateral, including certain slots, route authorities, simulators and leasehold rights. American has the ability to make modifications to the collateral pledged, subject to certain restrictions. American's obligations under the Credit Facilities are guaranteed by AAG, and such guarantee is AAG's senior unsecured obligations (all of the collateral is owned by American, and AAG has not granted a security interest in any assets to secure any of the foregoing obligations). The Credit Facilities contain events of default customary for similar financings, including cross default and cross-acceleration to other material indebtedness.

(b) Senior Secured Notes

10.75% Senior Secured Notes

On September 25, 2020 (the 10.75% Senior Secured Notes Closing Date), American issued $1.0 billion in initial principal amount of senior secured IP notes (the IP Notes) and $200 million in initial principal amount of senior secured LGA/DCA notes (the LGA/DCA Notes and together with the IP Notes, the 10.75% Senior Secured Notes). In February 2025, American prepaid $308 million toward portions of the outstanding principal amounts of the 10.75% Senior Secured Notes. In October 2025, American redeemed in full the $629 million in aggregate principal amount of 10.75% Senior Secured Notes in advance of maturity at par, plus accrued and unpaid interest thereon, using amounts borrowed under a senior unsecured short-term term loan facility, described further below.

7.25% Senior Secured Notes

On February 15, 2023, American issued $750 million aggregate principal amount of 7.25% senior secured notes due 2028 (the 7.25% Senior Secured Notes) in a private offering. The 7.25% Senior Secured Notes were issued at par and bear interest at a rate of 7.25% per annum (subject to increase if the collateral coverage ratio described below is not met). Interest on the 7.25% Senior Secured Notes is payable semiannually in arrears on February 15 and August 15 of each year, which began on August 15, 2023. The 7.25% Senior Secured Notes will mature on February 15, 2028. The obligations of American under the 7.25% Senior Secured Notes are fully and unconditionally guaranteed on a senior unsecured basis by AAG.

The 7.25% Senior Secured Notes were issued pursuant to an indenture, dated as of February 15, 2023 (the 7.25% Senior Secured Notes Indenture), by and among American, AAG and Wilmington Trust, National Association, as trustee

and collateral agent. The 7.25% Senior Secured Notes are American's senior secured obligations and are secured on a first lien basis by security interests in certain assets, rights and properties that American uses to provide non-stop scheduled air carrier services between (a) certain airports in the United States and (b) airports in certain countries in South America and New Zealand (collectively, the 7.25% Senior Secured Notes Collateral). The 7.25% Senior Secured Notes Collateral also secures, on a first lien, pari passu basis with the 7.25% Senior Secured Notes, the 2013 Credit Facilities.

American may redeem the 7.25% Senior Secured Notes, in whole or in part, at the redemption prices described in the 7.25% Senior Secured Notes Indenture, plus any accrued and unpaid interest thereon to but excluding the date of redemption.

Twice per year, American is required to deliver an appraisal of the 7.25% Senior Secured Notes Collateral and an officer's certificate demonstrating the calculation of a collateral coverage ratio in relation to the 7.25% Senior Secured Notes Collateral (the 7.25% Senior Secured Notes Collateral Coverage Ratio) as of the date of delivery of the appraisal for the applicable period. If the 7.25% Senior Secured Notes Collateral Coverage Ratio is less than 1.6 to 1.0 as of the date of delivery of the appraisal for the applicable period, then, subject to a cure period in which additional collateral can be provided or debt repaid such that American meets the required 7.25% Senior Secured Notes Collateral Coverage Ratio, American will be required to pay special interest in an additional amount equal to 2.00% per annum of the principal amount of the 7.25% Senior Secured Notes until the 7.25% Senior Secured Notes Collateral Coverage Ratio is established to be at least 1.6 to 1.0.

8.50% Senior Secured Notes

On December 4, 2023, American issued $1.0 billion aggregate principal amount of 8.50% senior secured notes due 2029 (the 8.50% Senior Secured Notes) in a private offering. The 8.50% Senior Secured Notes were issued at par and bear interest at a rate of 8.50% per annum (subject to increase if the collateral coverage ratio described below is not met). Interest on the 8.50% Senior Secured Notes is payable semiannually in arrears on May 15 and November 15 of each year, which began on May 15, 2024. The 8.50% Senior Secured Notes will mature on May 15, 2029. The obligations of American under the 8.50% Senior Secured Notes are fully and unconditionally guaranteed on a senior unsecured basis by AAG.

The 8.50% Senior Secured Notes were issued pursuant to an indenture, dated as of December 4, 2023 (the 8.50% Senior Secured Notes Indenture), by and among American, AAG and Wilmington Trust, National Association, as trustee and collateral agent. The 8.50% Senior Secured Notes are American's senior secured obligations and are secured on a first lien basis by security interests in certain assets, rights and properties that American uses to provide non-stop scheduled air carrier services between (a) certain airports in the United States and (b) certain airports in Australia, Canada, the Caribbean, Central America, China, Hong Kong, Japan, Mexico, South Korea and Switzerland (collectively, the 8.50% Senior Secured Notes Collateral). The 8.50% Senior Secured Notes Collateral also secures, on a first lien, pari passu basis with the 8.50% Senior Secured Notes, the 2023 Term Loan Facility.

American may redeem the 8.50% Senior Secured Notes, in whole or in part, at the redemption prices described in the 8.50% Senior Secured Notes Indenture, plus any accrued and unpaid interest thereon to but excluding the date of redemption.

Twice per year, American is required to deliver an appraisal of the 8.50% Senior Secured Notes Collateral and an officer's certificate demonstrating the calculation of a collateral coverage ratio in relation to the 8.50% Senior Secured Notes Collateral (the 8.50% Senior Secured Notes Collateral Coverage Ratio) as of the date of delivery of the appraisal for the applicable period. If the 8.50% Senior Secured Notes Collateral Coverage Ratio is less than 1.6 to 1.0 as of the date of delivery of the appraisal for the applicable period, then, subject to a cure period in which additional collateral can be provided or debt repaid such that American meets the required 8.50% Senior Secured Notes Collateral Coverage Ratio, American will be required to pay special interest in an additional amount equal to 2.00% per annum of the principal amount of the 8.50% Senior Secured Notes until the 8.50% Senior Secured Notes Collateral Coverage Ratio is established to be at least 1.6 to 1.0.

(c) AAdvantage Financing

On March 24, 2021 (the 2021 AAdvantage Financing Closing Date), American and AAdvantage Loyalty IP Ltd., a Cayman Islands exempted company incorporated with limited liability and an indirect wholly-owned subsidiary of American (Loyalty Issuer and, together with American, the AAdvantage Issuers), completed the offering of $3.5 billion aggregate principal amount of 5.50% Senior Secured Notes due 2026 (the 2026 Notes) and $3.0 billion aggregate principal amount

of 5.75% Senior Secured Notes due 2029 (the 2029 Notes, and together with the 2026 Notes, the AAdvantage Notes). The AAdvantage Notes are fully and unconditionally guaranteed (the AAdvantage Note Guarantees) by an indirect, wholly-owned subsidiary of American, and other wholly-owned subsidiaries (together, the SPV Guarantors) and AAG.

Concurrent with the issuance of the AAdvantage Notes, the AAdvantage Issuers, as co-borrowers, entered into a term loan credit and guaranty agreement, dated March 24, 2021, as amended, providing for a $3.5 billion term loan facility (the 2021 AAdvantage Term Loan Facility). On March 24, 2025, the AAdvantage Issuers entered into a second amendment to the term loan credit and guaranty agreement dated March 24, 2021 (the Second Amendment). As a result of the Second Amendment, the term loans outstanding with a principal amount of approximately $2.3 billion were replaced with new term loans in the same principal amount. The terms of the new term loans are substantially similar to the prior term loans; however, the new term loans bear interest at a base rate (subject to a floor of 0.00%) plus an applicable margin of 1.25% per annum or, at the AAdvantage Issuers' option, the SOFR rate for a tenor of three months (subject to a floor of 0.00%), plus an applicable margin of 2.25% per annum. Additionally, the scheduled quarterly principal amortization amount was reduced to 0.25% of the principal amount of term loans outstanding as of March 24, 2025 (approximately $6 million each quarter), which began in July 2025, and the remaining balance is due at maturity in April 2028. Pursuant to the Second Amendment, the new term loans are not subject to a cost spread adjustment. As of December 31, 2025, the margin elected for the 2021 AAdvantage Term Loan Facility was 2.25%.

On May 28, 2025, the AAdvantage Issuers entered into a third amendment to the term loan credit and guaranty agreement dated March 24, 2021 (the Third Amendment). As a result of the Third Amendment, the AAdvantage Issuers incurred $1.0 billion of incremental term loans (the 2025 AAdvantage Term Loan Facility) due on May 28, 2032. The terms of the 2025 AAdvantage Term Loan Facility are substantially similar to the 2021 AAdvantage Term Loan Facility; however, the 2025 AAdvantage Term Loan Facility bears interest at a base rate (subject to a floor of 0.00%) plus an applicable margin of 2.25% per annum or, at the AAdvantage Issuers' option, the SOFR rate for a tenor of three months (subject to a floor of 0.00%), plus an applicable margin of 3.25% per annum. Additionally, the scheduled quarterly principal amortization amount is equal to 0.25% of the original aggregate principal amount of the 2025 AAdvantage Term Loan Facility (approximately $3 million each quarter), which began in July 2025, and the remaining balance is due at maturity in May 2032. Pursuant to the Third Amendment, the 2025 AAdvantage Term Loan Facility is not subject to a cost spread adjustment. The net proceeds from the 2025 AAdvantage Term Loan Facility were used, in part, to repay AAG's 6.50% convertible senior notes. As of December 31, 2025, the margin elected for the 2025 AAdvantage Term Loan Facility was 3.25%.

The AAdvantage Notes, 2021 AAdvantage Term Loan Facility and 2025 AAdvantage Term Loan Facility are collectively referred to as the AAdvantage Financing. The term loans drawn under the 2021 AAdvantage Term Loan Facility and 2025 AAdvantage Term Loan Facility (collectively, the AAdvantage Loans) are fully and unconditionally guaranteed (together with the AAdvantage Note Guarantees, the AAdvantage Guarantees) by the SPV Guarantors and AAG.

Subject to certain permitted liens and other exceptions, the AAdvantage Notes, AAdvantage Loans and AAdvantage Guarantees provided by the SPV Guarantors are secured by a first-priority security interest in, and pledge of, various agreements with respect to the AAdvantage program (the AAdvantage Agreements) (including all payments thereunder) and certain intellectual property licenses, certain deposit accounts that will receive cash under the AAdvantage Agreements, certain reserve accounts, the equity of each of Loyalty Issuer and the SPV Guarantors and substantially all other assets of Loyalty Issuer and the SPV Guarantors, including American's rights to certain data and other intellectual property used in the AAdvantage program (subject to certain exceptions) (collectively, the AAdvantage Collateral).

Payment Terms of the AAdvantage Financing

Interest on the AAdvantage Notes is payable in cash, quarterly in arrears on the 20th day of each January, April, July and October (each, an AAdvantage Payment Date), which began on July 20, 2021. The 2026 Notes will mature on April 20, 2026, and the 2029 Notes will mature on April 20, 2029. The outstanding principal on the 2026 Notes are repaid in quarterly installments of $292 million on each AAdvantage Payment Date, which began in July 2023. The outstanding principal on the 2029 Notes will be repaid in quarterly installments of $250 million on each AAdvantage Payment Date, beginning on July 20, 2026.

The AAdvantage Issuers may redeem the AAdvantage Notes, at their option, in whole or in part, at a redemption price equal to 100% of the principal amount of the AAdvantage Notes redeemed plus a "make-whole" premium, together with accrued and unpaid interest to the date of redemption.

The scheduled maturity date of the term loans under the 2021 AAdvantage Term Loan Facility is April 20, 2028. The outstanding principal on the loans due under such facility will be repaid in quarterly installments of approximately $6 million, on each AAdvantage Payment Date. The scheduled maturity date of the term loans under the 2025 AAdvantage Term Loan Facility is May 28, 2032. The outstanding principal on the loans due under such facility will be repaid in quarterly installments of approximately $3 million, on each AAdvantage Payment Date. These amortization payments (as well as those for the AAdvantage Notes) will be subject to the occurrence of certain early amortization events, including the failure to satisfy a minimum debt service coverage ratio at specified determination dates.

Prepayment of some or all of the outstanding amounts under the AAdvantage Loans is permitted, although payment of an applicable premium is required as specified in the term loans of the AAdvantage Loans.

The AAdvantage Indenture and the AAdvantage Loans contain mandatory prepayment provisions triggered upon (i) the issuance or incurrence by Loyalty Issuer or the SPV Guarantors of certain indebtedness or (ii) the receipt by American or its subsidiaries of net proceeds from pre-paid frequent flyer (i.e., AAdvantage) mileage credit sales exceeding $505 million. Each of these prepayments would also require payment of an applicable premium. Certain other events, including the occurrence of a change of control with respect to AAG and certain AAdvantage Collateral sales exceeding a specified threshold, will also trigger mandatory repurchase or mandatory prepayment provisions under the AAdvantage Indenture and the AAdvantage Loans, respectively.

(d) EETCs issued in 2025

2025-1 Aircraft EETCs

In November 2025, American created two pass-through trusts which issued approximately $1.1 billion aggregate face amount of Series 2025-1 Class A and Class B EETCs (the 2025-1 Aircraft EETCs) in connection with the financing of 25 aircraft delivered or to be delivered to American from October 2025 through March 2026 (the 2025-1 Aircraft). As of December 31, 2025, approximately $978 million of the proceeds had been used to purchase equipment notes issued by American in connection with the financing of 21 aircraft under the 2025-1 Aircraft EETCs. Interest and principal payments on equipment notes issued in connection with the 2025-1 Aircraft EETCs are payable semi-annually in May and November each year, with interest payments scheduled to begin in May 2026 and principal payments scheduled to begin in November 2026. The remaining proceeds of approximately $127 million as of December 31, 2025 were being held in escrow with a depositary for the benefit of the holders of the 2025-1 Aircraft EETCs until such time as American issues additional equipment notes with respect to the remaining 2025-1 Aircraft to the pass-through trusts, which will purchase such additional equipment notes with the escrowed funds. These escrowed funds are not guaranteed by American and are not reported as debt on its consolidated balance sheet because the proceeds held by the depositary for the benefit of the holders of the 2025-1 Aircraft EETCs are not American's assets.

Certain information regarding the 2025-1 Aircraft EETC equipment notes, as of December 31, 2025, is set forth in the table below:

	2025-1 Aircraft EETCs	
	Series A	Series B
Aggregate principal issued	$884 million	$221 million
Remaining escrowed proceeds	$102 million	$25 million
Fixed interest rate per annum	4.90%	5.65%
Maturity date	May 2038	November 2034

(e) Equipment Loans and Other Notes Payable Issued in 2025

In 2025, American entered into agreements under which it borrowed $1.2 billion in connection with the financing of certain aircraft. Debt incurred under these agreements matures in 2036 through 2037 and bears interest at variable rates (comprised of SOFR plus an applicable margin) averaging 5.72% as of December 31, 2025.

(f) Short-Term Term Loan Facility

In October 2025, American borrowed $629 million under a senior unsecured short-term term loan facility to refinance in full the $629 million outstanding principal amount of the 10.75% Senior Secured Notes, described above. Term loans under the facility were scheduled to mature on January 21, 2026 and bore interest at SOFR for a tenor of one month plus an applicable margin of 2.375% per annum, payable monthly. The term loans were fully and unconditionally guaranteed by AAG. On January 2, 2026, American voluntarily prepaid the remaining outstanding principal amount of the short-term term loan facility.

Other Financing Activities

In 2025, American prepaid $487 million of the outstanding principal amounts of certain equipment notes issued under EETCs, and these amounts were applied to repay the related trust certificates.

Guarantees

As of December 31, 2025, American had issued guarantees covering AAG's $1.8 billion aggregate principal amount of the PSP1 Promissory Note due April 2030, $1.0 billion aggregate principal amount of the PSP2 Promissory Note due January 2031 and $959 million aggregate principal amount of the PSP3 Promissory Note due April 2031.

Certain Covenants

American's debt agreements contain customary terms and conditions as well as various affirmative, negative and financial covenants that, among other things, may restrict American's ability to incur additional indebtedness. American's debt agreements also contain customary change of control provisions, which may require it to repay or redeem such indebtedness upon certain events constituting a change of control under the relevant agreement, in certain cases at a premium. Additionally, certain of American's debt financing agreements (including its secured notes, term loans, revolving credit facilities and spare engine EETCs) contain loan to value (LTV) or collateral coverage ratio covenants and certain agreements require American to appraise the related collateral annually or semiannually. Pursuant to such agreements, if the applicable LTV or collateral coverage ratio exceeds or falls below a specified threshold, as the case may be, American will be required, as applicable, to pledge additional qualifying collateral (which in some cases may include cash or investment securities), withhold additional cash in certain accounts, or pay down such financing, in whole or in part, or the interest rate for the relevant financing will be increased. Additionally, a significant portion of American's debt financing agreements contain covenants requiring it to maintain an aggregate of at least $2.0 billion of unrestricted cash and cash equivalents and amounts available to be drawn under revolving credit facilities, and its AAdvantage Financing contains a peak debt service coverage ratio, pursuant to which failure to comply with a certain threshold may result in early repayment, in whole or in part, of the AAdvantage Financing.

Specifically, American is required to meet certain collateral coverage tests for its Credit Facilities, 7.25% Senior Secured Notes and 8.50% Senior Secured Notes, as described below:

	2013 Credit Facilities	7.25% Senior Secured Notes	2014 Credit Facilities	2023 Credit Facilities	8.50% Senior Secured Notes
LTV Requirement	1.6x Collateral valuation to amount of debt outstanding (62.5% LTV)				
LTV as of Last Measurement Date	38.4%		15.3%	25.4%	
Frequency of Appraisals of Appraised Collateral	Semi-Annual				
Collateral Description	Generally, certain slots, route authorities and airport gate leasehold rights used by American to operate certain services between the U.S. and South America and New Zealand		Generally, certain slots, route authorities and airport gate leasehold rights used by American to operate certain services between the U.S. and European Union (including London Heathrow)	Generally, certain slots, route authorities and airport gate leasehold rights used by American to operate certain services between the U.S. and Australia, Canada, the Caribbean, Central America, China, Hong Kong, Japan, Mexico, South Korea and Switzerland	

At December 31, 2025, American was in compliance with the applicable collateral coverage tests as of the most recent measurement dates.

4. Leases

American leases certain aircraft and engines, including aircraft under capacity purchase agreements. As of December 31, 2025, American operated 677 leased aircraft, including 171 aircraft leased under capacity purchase agreements, with remaining terms ranging from less than one year to approximately 13 years.

At each airport where American conducts flight operations, American has agreements, generally with a governmental unit or authority, for the use of passenger, operations and baggage handling space as well as runways and taxiways. These agreements, particularly in the U.S., often contain provisions for periodic adjustments to rates and charges applicable under such agreements. These rates and charges also vary with American's level of operations and the operations of the airport. Because of the variable nature of these rates, these leases are not recorded on American's consolidated balance sheets as a ROU asset or a lease liability. Additionally, at American's hub locations and in certain other cities it serves, American leases administrative offices, catering, cargo, training, maintenance and other facilities.

The components of lease expense were as follows (in millions):

	Year Ended December 31,		
	2025	2024	2023
Operating lease cost	$ 1,683	$ 1,828	$ 1,992
Finance lease cost:			
Amortization of assets	123	125	119
Interest on lease liabilities	48	39	44
Variable lease cost	3,382	3,059	2,703
Total net lease cost	$ 5,236	$ 5,051	$ 4,858

Included in the table above are $248 million, $225 million and $274 million of lease costs under American's capacity purchase agreement with Republic for the years ended December 31, 2025, 2024 and 2023, respectively. American holds a 20.8% equity interest in Republic Holdings, the parent company of Republic.

Supplemental balance sheet information related to leases was as follows (in millions, except lease term and discount rate):

	December 31,	
	2025	2024
Operating leases:		
Operating lease ROU assets	$ 7,038	$ 7,274
Current operating lease liabilities	$ 1,048	$ 1,082
Noncurrent operating lease liabilities	5,860	5,926
Total operating lease liabilities	$ 6,908	$ 7,008
Finance leases:		
Property and equipment, at cost	$ 1,412	$ 1,604
Accumulated amortization	(640)	(924)
Property and equipment, net	$ 772	$ 680
Current finance lease liabilities	$ 114	$ 132
Noncurrent finance lease liabilities	610	531
Total finance lease liabilities	$ 724	$ 663
Weighted average remaining lease term (in years):		
Operating leases	8.4	8.2
Finance leases	7.8	7.4
Weighted average discount rate:		
Operating leases	7.3 %	7.5 %
Finance leases	7.1 %	7.0 %

Supplemental cash flow and other information related to leases was as follows (in millions):

	Year Ended December 31,		
	2025	2024	2023
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	$ 1,633	$ 1,810	$ 2,011
Operating cash flows from finance leases	48	40	47
Financing cash flows from finance leases	120	145	255
Gain (loss) on sale leaseback transactions, net	(13)	76	12

Maturities of lease liabilities were as follows (in millions):

	December 31, 2025	
	Operating Leases	Finance Leases
2026	$ 1,487	$ 161
2027	1,358	152
2028	1,238	110
2029	1,131	102
2030	948	100
2031 and thereafter	2,987	310
Total lease payments	9,149	935
Less: Imputed interest	(2,241)	(211)
Total lease obligations	6,908	724
Less: Current obligations	(1,048)	(114)
Long-term lease obligations	$ 5,860	$ 610

5. Income Taxes

The significant components of the income tax provision were (in millions):

	Year Ended December 31,		
	2025	2024	2023
Deferred income tax provision:			
Federal	$ 183	$ 391	$ 361
State and local	14	35	33
Deferred income tax provision	197	426	394
Total income tax provision	$ 197	$ 426	$ 394

The income tax provision differed from amounts computed at the U.S. federal statutory income tax rate as follows (amounts in millions):

	Year Ended December 31,					
	2025		2024		2023	
	Amount	Rate	Amount	Rate	Amount	Rate
U.S. federal statutory income tax rate	$ 160	21.0 %	$ 355	21.0 %	$ 332	21.0 %
Domestic federal:						
Nontaxable or nondeductible items						
Nondeductible meals and other nondeductible employee benefits	23	3.0 %	18	1.1 %	19	1.2 %
Nondeductible officer compensation	10	1.3 %	12	0.7 %	11	0.6 %
Other nontaxable and nondeductible items	(4)	(0.4)%	12	0.7 %	4	0.3 %
Other	(6)	(0.8)%	—	— %	—	— %
Domestic state and local income taxes, net of federal effect	14	1.8 %	29	1.7 %	28	1.8 %
Effective tax rate	$ 197	25.9 %	$ 426	25.2 %	$ 394	24.9 %

The components of American's deferred tax assets and liabilities were (in millions):

	December 31,	
	2025	2024
Deferred tax assets:		
Net operating loss and other carryforwards	$ 3,566	$ 3,891
Loyalty program liability	1,949	1,799
Leases	1,553	1,582
Pension benefits	104	228
Postretirement benefits other than pension benefits	260	270
Rent expense	37	59
Other	633	726
Total deferred tax assets	8,102	8,555
Valuation allowance	(12)	(12)
Net deferred tax assets	8,090	8,543
Deferred tax liabilities:		
Accelerated depreciation and amortization	(4,520)	(4,599)
Leases	(1,582)	(1,642)
Other	(165)	(244)
Total deferred tax liabilities	(6,267)	(6,485)
Net deferred tax asset	$ 1,823	$ 2,058

At December 31, 2025, American had approximately $11.7 billion of gross federal NOLs and $3.8 billion of other carryforwards available to reduce future federal taxable income, of which $1.8 billion will expire beginning in 2033 if unused and $13.7 billion can be carried forward indefinitely. American is a member of AAG's consolidated federal and certain state income tax returns. American also had approximately $4.7 billion of NOL carryforwards to reduce future state taxable income at December 31, 2025, which will expire in taxable years 2025 through 2045 if unused.

American's ability to use its NOLs and other carryforwards depends on the amount of taxable income generated in future periods. American provides a valuation allowance for its deferred tax assets, which include its NOLs and other carryforwards, when it is more likely than not that some portion, or all of its deferred tax assets, will not be realized. American considers all available positive and negative evidence and makes certain assumptions in evaluating the realizability of its deferred tax assets. Many factors are considered that impact American's assessment of future profitability, including conditions which are beyond its control, such as the health of the economy, the availability and price volatility of aircraft fuel and travel demand. American has determined that positive factors outweigh negative factors in the determination of the realizability of its deferred tax assets.

In 2025, American recorded an income tax provision of $197 million with an effective rate of approximately 25.9%, which was substantially non-cash. Substantially all of American's income before income taxes is attributable to the United States.

American files its tax returns as prescribed by the tax laws of the jurisdictions in which it operates. American's 2022 through 2024 tax years are still subject to examination by the Internal Revenue Service. Various state, local and foreign jurisdiction tax years remain open to examination, and American is under examination, in administrative appeals or engaged in tax litigation in certain jurisdictions. American believes that the effect of any assessments will not be material to its consolidated financial statements.

The amount of, and changes to, American's uncertain tax positions were not material in any of the years presented. American accrues interest and penalties related to unrecognized tax benefits in interest expense and operating expense, respectively.

6. Fair Value Measurements

Assets Measured at Fair Value on a Recurring Basis

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (i.e., an exit price) on the measurement date in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability. Accounting standards include disclosure requirements around fair values used for certain financial instruments and establish a fair value hierarchy. The hierarchy prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of three levels:

- Level 1 – Observable inputs such as quoted prices in active markets;
- Level 2 – Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

When available, American uses quoted market prices to determine the fair value of its financial assets. If quoted market prices are not available, American measures fair value using valuation techniques that use, when possible, current market-based or independently-sourced market parameters, such as interest rates and currency rates.

American utilizes the market approach to measure the fair value of its financial assets. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets. American's short-term investments, restricted cash and restricted short-term investments classified as Level 2 utilize significant observable inputs, other than quoted prices in active markets, for valuation of these securities. No changes in valuation techniques or inputs occurred during the year ended December 31, 2025.

Assets measured at fair value on a recurring basis are summarized below (in millions):

	Fair Value Measurements as of December 31, 2025			
	Total	Level 1	Level 2	Level 3
Short-term investments [1], [2]:				
Money market funds	$ 828	$ 828	$ —	$ —
Corporate obligations	3,063	—	3,063	—
Bank notes/certificates of deposit/time deposits	589	—	589	—
Repurchase agreements	400	—	400	—
	4,880	828	4,052	—
Restricted cash and short-term investments [1], [3]	735	425	310	—
Long-term investments [4]	209	209	—	—
Total	$ 5,824	$ 1,462	$ 4,362	$ —

	Fair Value Measurements as of December 31, 2024			
	Total	Level 1	Level 2	Level 3
Short-term investments [1]:				
Money market funds	$ 678	$ 678	$ —	$ —
Corporate obligations	2,909	—	2,909	—
Bank notes/certificates of deposit/time deposits	2,040	—	2,040	—
Repurchase agreements	550	—	550	—
	6,177	678	5,499	—
Restricted cash and short-term investments [1], [3]	732	442	290	—
Long-term investments [4]	161	161	—	—
Total	$ 7,070	$ 1,281	$ 5,789	$ —

(1) All short-term investments are classified as available-for-sale and stated at fair value. Unrealized gains and losses are recorded in accumulated other comprehensive loss at each reporting period. There were no credit losses.

(2) American's short-term investments as of December 31, 2025 mature in one year or less.

(3) Restricted cash and short-term investments primarily include collateral held to support workers' compensation obligations, collateral associated with the payment of interest for the AAdvantage Financing and money market funds to be used to finance the cost of improvements at the Tulsa Maintenance Base. Restricted short-term investments principally mature in one year or less.

(4) Long-term investments primarily include American's equity investment in China Southern Airlines Company Limited (China Southern Airlines). See Note 7 for further information on American's equity investments.

Fair Value of Debt

The fair value of American's long-term debt was estimated using quoted market prices or discounted cash flow analyses based on American's current estimated incremental borrowing rates for similar types of borrowing arrangements.

The carrying value and estimated fair value of American's long-term debt, including current maturities, were as follows (in millions):

	December 31, 2025				
	Carrying Value	Fair Value			
		Total	Level 1	Level 2	Level 3
Long-term debt, including current maturities	$ 24,535	$ 25,051	$ —	$ 25,051	$ —

	December 31, 2024				
	Carrying Value	Fair Value			
		Total	Level 1	Level 2	Level 3
Long-term debt, including current maturities	$ 25,072	$ 25,234	$ —	$ 25,234	$ —

7. Investments

To help expand American's network and as part of its ongoing commitment to sustainability, American enters into various commercial relationships or other strategic partnerships, including equity investments, with other airlines and companies.

American's equity investments, ownership interest and carrying value were as follows:

		Ownership Interest		Carrying Value (in millions)	
		December 31,		December 31,	
	Accounting Treatment	2025	2024	2025	2024
Republic Holdings (1)	Equity Method	20.8 %	25.0 %	$ 254	$ 253
China Southern Airlines	Fair Value	1.5 %	1.5 %	203	142
Other investments (2)	Various			146	120
Total				$ 603	$ 515

(1) In November 2025, Republic Holdings completed a merger with Mesa Air Group, Inc. As a result, American's equity interest in Republic Holdings decreased from 25.0% to 20.8%.

(2) Primarily includes American's investment in JetSMART Holdings Limited, which is accounted for under the equity method.

8. Employee Benefit Plans

American sponsors defined benefit and defined contribution pension plans for eligible employees. The defined benefit pension plans provide benefits for participating employees based on years of service and average compensation for a specified period of time before retirement. Effective November 1, 2012, substantially all of American's defined benefit pension plans were frozen and American began providing enhanced benefits under its defined contribution pension plans for certain employee groups. American uses a December 31 measurement date for all of its defined benefit pension plans. American also provides certain retiree medical and other postretirement benefits, including health care and life insurance benefits to retired employees and notional retiree health reimbursement arrangements for eligible participants.

Benefit Obligations, Fair Value of Plan Assets and Funded Status

The following tables provide a reconciliation of the changes in the pension and retiree medical and other postretirement benefits obligations, fair value of plan assets and funded status as of December 31, 2025 and 2024:

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
	(In millions)			
Benefit obligation at beginning of period	$ 13,258	$ 14,314	$ 1,307	$ 1,325
Service cost	2	2	23	29
Interest cost	725	718	69	64
Actuarial loss (gain) [1], [2]	169	(737)	(11)	(58)
Plan amendments [3]	—	—	—	54
Benefit payments	(914)	(907)	(130)	(107)
Other	—	(132)	—	—
Benefit obligation at end of period	$ 13,240	$ 13,258	$ 1,258	$ 1,307
Fair value of plan assets at beginning of period	$ 12,175	$ 12,358	$ 128	$ 133
Actual return on plan assets	1,216	561	15	9
Employer contributions [4]	225	295	105	93
Benefit payments	(914)	(907)	(130)	(107)
Other	—	(132)	—	—
Fair value of plan assets at end of period	$ 12,702	$ 12,175	$ 118	$ 128
Funded status at end of period	$ (538)	$ (1,083)	$ (1,140)	$ (1,179)

(1) The 2025 and 2024 pension actuarial loss (gain) primarily relates to the change in American's weighted average discount rate assumption.

(2) The 2025 and 2024 retiree medical and other postretirement benefits actuarial gain primarily relates to changes in certain retirement assumptions, offset in part by increases in health care premiums and health care cost assumptions. Changes in American's weighted average discount rate assumption also impacted the net actuarial gain in 2025 and 2024.

(3) In 2024, American remeasured its retiree medical and other postretirement benefits to account for enhanced retirement benefits pursuant to the ratification of new CBAs. As a result, American increased its postretirement benefits obligation by $54 million, which was included as a component of prior service cost in accumulated other comprehensive loss.

(4) In 2025 and 2024, American made required contributions of $221 million and $280 million, respectively, to its defined benefit pension plans.

Balance Sheet Position

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
	(In millions)			
As of December 31:				
Current liability	$ 4	$ 5	$ 108	$ 142
Noncurrent liability	534	1,078	1,032	1,037
Total liabilities	$ 538	$ 1,083	$ 1,140	$ 1,179

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
	(In millions)			
As of December 31:				
Net actuarial loss (gain)	$ 2,915	$ 3,130	$ (395)	$ (407)
Prior service cost	1	1	221	238
Total accumulated other comprehensive loss (income), pre-tax	$ 2,916	$ 3,131	$ (174)	$ (169)

Plans with Projected Benefit Obligations Exceeding Fair Value of Plan Assets

	Pension Benefits	
	2025	2024
	(In millions)	
As of December 31:		
Projected benefit obligation	$ 8,807	$ 13,258
Fair value of plan assets	8,209	12,175

Plans with Accumulated Benefit Obligations Exceeding Fair Value of Plan Assets

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
	(In millions)			
As of December 31:				
Accumulated benefit obligation	$ 8,801	$ 13,251	$ —	$ —
Accumulated postretirement benefit obligation	—	—	1,258	1,307
Fair value of plan assets	8,209	12,175	118	128

Net Periodic Benefit Cost (Income)

	Pension Benefits			Retiree Medical and Other Postretirement Benefits		
	2025	2024	2023	2025	2024	2023
	(In millions)					
For the years ended December 31:						
Defined benefit plans:						
Service cost	$ 2	$ 2	$ 2	$ 23	$ 29	$ 17
Interest cost	725	718	753	69	64	55
Expected return on assets	(923)	(973)	(914)	(9)	(10)	(11)
Amortization of:						
Prior service cost (benefit)	—	—	18	18	14	(6)
Unrecognized net loss (gain)	91	105	106	(27)	(31)	(34)
Net periodic benefit cost (income)	$ (105)	$ (148)	$ (35)	$ 74	$ 66	$ 21

The service cost component of net periodic benefit cost (income) is included in operating expenses and the other components of net periodic benefit cost (income) are included in nonoperating other income (expense), net on American's consolidated statements of operations.

Assumptions

The following actuarial assumptions were used to determine American's benefit obligations and net periodic benefit cost (income) for the periods presented:

	Pension Benefits		Retiree Medical and Other Postretirement Benefits	
	2025	2024	2025	2024
Benefit obligations as of December 31:				
Weighted average discount rate	5.5%	5.7%	5.3%	5.6%

	Pension Benefits			Retiree Medical and Other Postretirement Benefits		
	2025	2024	2023	2025	2024	2023
Net periodic benefit cost (income) for the years ended December 31:						
Weighted average discount rate	5.7%	5.2%	5.6%	5.6%	5.3%	5.7%
Weighted average expected rate of return on plan assets	7.75%	8.0%	8.0%	7.75%	8.0%	8.0%
Weighted average health care cost trend rate assumed for next year [1]	N/A	N/A	N/A	7.0%	6.5%	6.5%

(1) The weighted average health care cost trend rate at December 31, 2025 is assumed to decline gradually to 4.5% by 2036 and remain level thereafter.

As of January 1, 2026, American's estimate of the long-term rate of return on plan assets is 7.3% based on the target asset allocation. Expected returns on long duration bonds are based on yields to maturity of the bonds held at year-end. Expected returns on other assets are based on a combination of long-term historical returns, actual returns on plan assets achieved over the last 10 years, current and expected market conditions, and expected value to be generated through active management and securities lending programs.

Minimum Contributions

American is required to make minimum contributions to its defined benefit pension plans under the minimum funding requirements of the Employee Retirement Income Security Act of 1974 (ERISA) and various other laws for U.S. based plans as well as underfunding rules specific to countries where American maintains defined benefit pension plans. Based on current funding assumptions, American has minimum required contributions of $236 million for 2026. American's future funding obligations will depend on the performance of American's investments held in a trust by the pension plans, interest rates for determining funding targets, the amount of and timing of any supplemental contributions and American's actuarial experience.

In January 2026, American made required contributions of $236 million and a supplemental contribution of $50 million to its defined benefit pension plans.

Benefit Payments

The following benefit payments, which reflect expected future service as appropriate, are expected to be paid (approximately, in millions):

	2026	2027	2028	2029	2030	2031-2035
Pension benefits	$ 979	$ 993	$ 1,006	$ 1,016	$ 1,023	$ 5,078
Retiree medical and other postretirement benefits	135	138	140	139	137	609

Plan Assets

The objectives of American's investment policies are to: maintain sufficient income and liquidity to pay retirement benefits; produce a long-term rate of return that meets or exceeds the assumed rate of return for plan assets; limit the volatility of asset performance and funded status; and diversify assets among asset classes and investment managers.

Based on these investment objectives, a long-term strategic asset allocation has been established. This strategic allocation seeks to balance the potential benefit of improving the funded position with the potential risk that the funded position would decline. The current strategic target asset allocation with the corresponding allowed range is as follows:

Asset Class/Sub-Class	Target Allocation	Allowed Range
Equity	45%	10% - 80%
Public:		
U.S.	18%	5% - 40%
International developed markets	9%	0% - 20%
Emerging markets	3%	0% - 10%
Private equity	15%	5% - 35%
Fixed income	55%	15% - 90%
Public U.S. fixed income	45%	15% - 70%
Private income	10%	0% - 20%
Other	0%	0% - 5%
Cash equivalents	0%	0% - 20%

Public equity investments are intended to provide a real return over a full market cycle and, therefore, to contribute to the pension plan's long-term objective. Public fixed income investments are intended to provide income to the plan and offer the potential for long term capital appreciation. Private investments, such as private equity and private income, are used to provide higher expected returns than public markets over the long-term by assuming reduced levels of liquidity and higher levels of risk. The pension plan's master trust participates in securities lending programs to generate additional income by loaning plan assets to borrowers on a fully collateralized basis. The pension plan's master trust will also engage in derivative instruments to equitize residual levels of cash as well as hedge the pension plan's exposure to interest rates. Such programs are subject to market risk and counterparty risk.

Investments in securities traded on recognized securities exchanges are valued at the last reported sales price on the last business day of the year. Securities traded in the over-the-counter market are valued at the last bid price. Investments in limited partnerships are carried at estimated net asset value (NAV) as determined by and reported by the general partners of the partnerships and represent the proportionate share of the estimated fair value of the underlying assets of the limited partnerships. Mutual funds are valued once daily through a NAV calculation provided at the end of each trade day. Common/collective trusts are valued at NAV based on the fair values of the underlying investments of the trusts as determined by the sponsor of the trusts. No changes in valuation techniques or inputs occurred during the year.

Benefit Plan Assets Measured at Fair Value on a Recurring Basis

The fair value of American's pension plan assets at December 31, 2025 and 2024, by asset category, were as follows (in millions) [1]:

	December 31, 2025				December 31, 2024			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Equity [2]	$ 2,083	$ —	$ —	$ 2,083	$ 2,498	$ —	$ —	$ 2,498
Fixed income [3]	465	5,390	—	5,855	427	3,723	—	4,150
Other, net [4]	144	288	63	495	91	144	68	303
Measured at NAV [5]:								
Common collective trusts [6]	—	—	—	198	—	—	—	1,086
Private investments [7]	—	—	—	4,071	—	—	—	4,138
Total plan assets	$ 2,692	$ 5,678	$ 63	$ 12,702	$ 3,016	$ 3,867	$ 68	$ 12,175

(1) See Note 6 for a description of the levels within the fair value hierarchy.

(2) Equity investments primarily include domestic and international common stock.

(3) Fixed income investments primarily include corporate and government bonds, as well as mutual funds invested in fixed income securities.

(4) Other primarily includes a short-term investment fund, net receivables and payables of the pension plan's master trust for dividends, interest and amounts due to or from the sale and purchase of securities and cash and cash equivalents.

(5) Includes investments that were measured at NAV per share (or its equivalent) as a practical expedient that have not been classified in the fair value hierarchy.

(6) Common collective trusts include commingled funds primarily invested in equity securities.

(7) Private investments include limited partnerships that invest primarily in domestic private equity and private income opportunities. The pension plan's master trust does not have the right to redeem its limited partnership investment at its NAV, but rather receives distributions as the underlying assets are liquidated. It is estimated that the underlying assets of these funds will be gradually liquidated over the next 10 years. As of December 31, 2025, the pension plan's master trust has future funding commitments to these limited partnerships of approximately $1.0 billion, most of which are expected to be called over the next seven years.

Changes in fair value measurements of Level 3 investments during the years ended December 31, 2025 and 2024, were as follows (in millions):

	2025	2024
Balance at beginning of year	$ 68	$ 84
Actual gain (loss) on plan assets:		
Relating to assets still held at the reporting date	(8)	(25)
Purchases	5	9
Sales	(2)	—
Balance at end of year	$ 63	$ 68

Plan assets in the retiree medical and other postretirement benefits plans are primarily Level 2 mutual funds valued by quoted prices on the active market, which is fair value, and represents the NAV of the shares of such funds as of the close of business at the end of the period. NAV is based on the fair market value of the funds' underlying assets and liabilities at the date of determination.

Defined Contribution and Multiemployer Plans

The costs associated with American's defined contribution plans were $1.6 billion, $1.4 billion and $1.1 billion for the years ended December 31, 2025, 2024 and 2023, respectively.

American participates in the International Association of Machinists & Aerospace Workers (IAM) National Pension Fund, Employer Identification No. 51-6031295 and Plan No. 002 (the IAM Pension Fund). American's contributions to the IAM Pension Fund were $63 million, $57 million and $52 million for the years ended December 31, 2025, 2024 and 2023, respectively. The IAM Pension Fund reported $640 million in employers' contributions for the year ended December 31, 2024, which is the most recent year for which such information is available. For 2024 and 2023, American's contributions represented more than 5% of total contributions to the IAM Pension Fund.

On March 29, 2019, the actuary for the IAM Pension Fund certified that the fund was in "endangered" status despite reporting a funded status of over 80%. Additionally, the IAM Pension Fund's Board voluntarily elected to enter into "critical" status on April 17, 2019. Upon entry into critical status, the IAM Pension Fund was required by law to adopt a rehabilitation plan aimed at restoring the financial health of the pension plan and did so on April 17, 2019 (the Rehabilitation Plan). Under the Rehabilitation Plan, American was subject to an immaterial contribution surcharge, which ceased to apply June 14, 2019 upon American's mandatory adoption of a contribution schedule under the Rehabilitation Plan. The contribution schedule requires 2.5% annual increases to its contribution rate. This contribution schedule will remain in effect through the earlier of December 31, 2031 or the date the IAM Pension Fund emerges from critical status. As of the most recent data available, the IAM Pension Fund remains in critical status.

Profit Sharing Program

American's annual profit sharing program is funded by 10% of adjusted pre-tax earnings up to $2.5 billion and 20% of earnings above that threshold. Adjusted pre-tax earnings exclude net special items and certain other amounts, as defined by the plan. For the year ended December 31, 2025, American accrued $55 million for this program, which will be distributed to employees in the first quarter of 2026.

9. Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive income (loss) (AOCI) are as follows (in millions):

	Pension, Retiree Medical and Other Postretirement Benefits	Unrealized Gain (Loss) on Investments	Income Tax Provision [1]	Total
Balance at December 31, 2023	$ (3,376)	$ (2)	$ (1,621)	$ (4,999)
Other comprehensive income (loss) before reclassifications	326	2	(74)	254
Amounts reclassified from AOCI	88	—	(20)	68
Net current-period other comprehensive income (loss)	414	2	(94)	322
Balance at December 31, 2024	(2,962)	—	(1,715)	(4,677)
Other comprehensive income (loss) before reclassifications	138	—	(32)	106
Amounts reclassified from AOCI	82	—	(18)	64
Net current-period other comprehensive income (loss)	220	—	(50)	170
Balance at December 31, 2025	$ (2,742)	$ —	$ (1,765)	$ (4,507)

(1) Relates principally to pension, retiree medical and other postretirement benefits obligations that will not be recognized in net income until the obligations are fully extinguished. Amounts reclassified from AOCI are recognized within the income tax provision on American's consolidated statements of operations.

Reclassifications out of AOCI for the years ended December 31, 2025 and 2024 are as follows (in millions):

	Amounts reclassified from AOCI Year Ended December 31,		
AOCI Components	2025	2024	Affected line items on the consolidated statements of operations
Amortization of pension, retiree medical and other postretirement benefits:			
Prior service cost	$ 14	$ 11	Nonoperating other income (expense), net
Actuarial loss	50	57	Nonoperating other income (expense), net
Total reclassifications for the period, net of tax	$ 64	$ 68	

10. Commitments, Contingencies and Guarantees

(a) Aircraft, Engine and Other Purchase Commitments

Under all of American's aircraft and engine purchase agreements, its total future commitments as of December 31, 2025 are expected to be as follows (approximately, in millions):

	2026	2027	2028	2029	2030	2031 and Thereafter	Total
Payments for aircraft and engine commitments [1]	$ 2,931	$ 2,468	$ 4,021	$ 4,921	$ 3,151	$ 6,696	$24,188

(1) These amounts are net of purchase deposits currently held by the equipment manufacturers. American's purchase deposits held by such manufacturers totaled $656 million and $1.0 billion as of December 31, 2025 and 2024, respectively.

Due to uncertainty surrounding the timing of delivery of certain aircraft, the amounts in the table represent American's most current estimate based on contractual delivery schedules adjusted for updates and revisions to such schedules communicated to management by the applicable equipment manufacturer and certain management assumptions. However, the actual delivery schedule may differ, potentially materially, based on various potential factors including production delays by the equipment manufacturers and regulatory concerns.

Additionally, American has other purchase commitments primarily related to aircraft fuel, flight equipment maintenance and information technology support as follows (approximately): $4.1 billion in 2026, $1.8 billion in 2027, $1.6 billion in 2028, $493 million in 2029, $615 million in 2030 and $3.7 billion in 2031 and thereafter. These amounts exclude

obligations under certain fuel offtake agreements or other agreements for which the timing of the related expenditure is uncertain, or which are subject to material contingencies, such as the construction of a production facility.

(b) Capacity Purchase Agreements with Third-Party Regional Carriers

American has capacity purchase agreements with third-party regional carriers. The capacity purchase agreements provide that all revenues, including passenger, in-flight, ancillary, mail and freight revenues, go to American. American controls marketing, scheduling, ticketing, pricing and seat inventories. In return, American agrees to pay predetermined fees to these airlines for operating an agreed-upon number of aircraft, without regard to the number of passengers on board. In addition, these agreements provide that American either reimburses or pays 100% of certain variable costs, such as airport landing fees, fuel and passenger liability insurance.

As of December 31, 2025, American's capacity purchase agreements with third-party regional carriers had expiration dates ranging from 2032 to 2033, with rights of American to extend the respective terms of certain agreements.

As of December 31, 2025, American's commitments under its capacity purchase agreements with third-party regional carriers are expected to be as follows (approximately, in millions):

	2026	2027	2028	2029	2030	2031 and Thereafter	Total
Regional capacity purchase agreements [1]	$ 1,159	$ 1,156	$ 1,082	$ 900	$ 457	$ 399	$ 5,153

[1] These commitments are estimates of costs based on assumed minimum levels of flying under the capacity purchase agreements and American's actual payments could differ materially.

(c) Construction Projects

Los Angeles International Airport (LAX)

In 2018, American executed a lease agreement with Los Angeles World Airports (LAWA), which owns and operates LAX, in connection with a $1.6 billion modernization project related to LAX Terminals 4 and 5. Construction started in October 2018 and is expected to be completed in 2028 in a phased approach. Under the lease agreement and subsequent project component approvals, the City of Los Angeles Board of Airport Commissioners has appropriated approximately $1.6 billion to purchase completed project assets, representing the maximum allowable reimbursement by LAWA. In September 2024, American executed an agreement to where a substantial majority of the non-proprietary project costs will be funded through the Regional Airports Improvement Corporation (RAIC), a quasigovernmental special purpose entity that acts as a conduit borrower under a syndicated credit facility provided by a group of lenders in the form of a $250 million revolving credit facility. Loans made under the credit facility are being repaid with the proceeds from LAWA's purchase of completed project assets. American guarantees the obligation of the RAIC under the credit facility associated with the Terminals 4 and 5 lease. As of December 31, 2025, American's outstanding guaranteed obligation under the credit facility for the Terminals 4 and 5 project was $135 million. Additionally, American has recovered $1.3 billion since project inception through the end of 2025 and expects to receive approximately $292 million in additional reimbursements by the end of 2028.

As American controls the assets during construction, they are recognized on its consolidated balance sheets within operating property and equipment until the assets are sold and transferred. For the years ended December 31, 2025, 2024 and 2023, American has sold and transferred $163 million, $588 million and $170 million of non-proprietary improvements, respectively, which are included within proceeds from sale-leaseback transactions and sale of property and equipment on American's consolidated statements of cash flows. For the years ended December 31, 2025, 2024 and 2023, American incurred $107 million, $187 million and $283 million, respectively, of non-proprietary improvement costs relating to the LAX modernization project. Cash payments related to these improvements are included within other investing activities on American's consolidated statements of cash flows.

Tulsa Maintenance Base

Improvements to the Tulsa Maintenance Base include the design, construction and renovation of various facilities therein. The Tulsa Maintenance Base is American's largest maintenance facility and is an integral part of operating its mainline fleet. American has concluded that it does not control the underlying assets being constructed, and therefore, it recognizes operating lease liabilities with corresponding ROU assets on the consolidated balance sheet as individual project stages are completed and leases commence.

In May 2025, the Tulsa Municipal Airport Trust (TMAT) issued $400 million aggregate principal amount of special facility revenue bonds on behalf of American, with $300 million maturing on December 1, 2035 and $100 million maturing on December 1, 2040 (collectively, the 2025 TMAT Bonds). The 2025 TMAT Bond due December 1, 2035 was priced at 109% of par value and the 2025 TMAT Bond due December 1, 2040 was priced at 107% of par value. The gross proceeds from the issuance of the 2025 TMAT Bonds were approximately $432 million. Of this amount, $104 million was used to fund the redemption of the aggregate principal amount of TMAT's outstanding 2015 special facility revenue bonds (the 2015 TMAT Bonds), and the remaining $328 million will be used to finance the cost of improvements at the Tulsa Maintenance Base, which are expected to be completed in 2028. The net proceeds received from the 2025 TMAT Bonds, offset by related project spend, are reflected within other investing activities in the consolidated statement of cash flows.

The 2025 TMAT Bonds bear interest at 6.25% per annum commencing on May 8, 2025, until the day preceding the applicable maturity date, on which date the bonds will be subject to mandatory tender for purchase by American. American is required to pay rent equal to the annual principal and interest requirement on the 2025 TMAT Bonds through payments under a sublease agreement with TMAT (as amended), and AAG guarantees the 2025 TMAT Bonds. American's obligations under both the sublease agreement with TMAT and the 2025 TMAT Bonds are secured by a leasehold mortgage on American's lease of the Tulsa Maintenance Base.

(d) Off-Balance Sheet Arrangements

Pass-Through Trusts

American currently has 280 owned aircraft and 60 owned spare aircraft engines, which in each case were financed with EETCs issued by pass-through trusts. These trusts are off-balance sheet entities, the primary purpose of which is to finance the acquisition of flight equipment or to permit issuance of debt backed by existing flight equipment. In the case of aircraft EETCs, rather than finance each aircraft separately when such aircraft is purchased, delivered or refinanced, these trusts allow American to raise the financing for a number of aircraft at one time and, if applicable, place such funds in escrow pending a future purchase, delivery or refinancing of the relevant aircraft. Similarly, in the case of spare engine EETCs, the trusts allow American to use its existing pool of spare engines to raise financing under a single facility. The trusts have also been structured to provide for certain credit enhancements, such as liquidity facilities to cover certain interest payments, that reduce the risks to the purchasers of the trust certificates and, as a result, reduce the cost of aircraft financing to American.

Each trust covers a set number of aircraft or spare engines scheduled to be delivered, financed or refinanced upon the issuance of the EETC or within a specific period of time thereafter. At the time of each covered aircraft or spare engine financing, the relevant trust used the proceeds from the issuance of the EETC (which may have been available at the time of issuance thereof or held in escrow until financing of the applicable aircraft following its delivery) to purchase equipment notes relating to the financed aircraft or engines. The equipment notes are issued, at American's election, in connection with a mortgage financing of the aircraft or spare engines. The equipment notes are secured by a security interest in the aircraft or engines, as applicable. The pass-through trust certificates are not direct obligations of, nor are they guaranteed by, AAG or American. However, the equipment notes issued to the trusts are direct obligations of American and, in certain instances, have been guaranteed by AAG. As of December 31, 2025, $6.9 billion associated with these mortgage financings is reflected as debt in the accompanying consolidated balance sheet.

Letters of Credit and Other

American provides financial assurance, such as letters of credit and surety bonds, primarily to support projected workers' compensation obligations and airport commitments. As of December 31, 2025, American had $412 million of letters of credit and surety bonds securing various obligations, of which $97 million is collateralized with American's restricted cash. The letters of credit and surety bonds that are subject to expiration will expire on various dates through 2037.

(e) Legal Proceedings

Private Party Antitrust Actions Related to the Northeast Alliance (NEA). On December 5, 2022 and December 7, 2022, two private party plaintiffs filed putative class action antitrust complaints against AAG and JetBlue Airways Corporation (JetBlue) in the U.S. District Court for the Eastern District of New York alleging that AAG and JetBlue violated U.S. antitrust law in connection with the previously disclosed NEA. These actions were consolidated on January 10, 2023. The private party plaintiffs filed an amended consolidated complaint on February 3, 2023. On February 2, 2023 and February 15, 2023, private party plaintiffs filed two additional putative class action antitrust complaints against AAG and JetBlue in the U.S. District Court for the District of Massachusetts and the U.S. District Court for the Eastern District of New York,

respectively. In March 2023, AAG filed a motion in the U.S. District Court for the District of Massachusetts case asking to transfer the case to the U.S. District Court for the Eastern District of New York and consolidate it with the cases pending in that venue. The U.S. District Court for the District of Massachusetts granted that motion. The remaining cases were consolidated with the other actions in the Eastern District of New York. In June 2023, the private party plaintiffs filed a second amended consolidated complaint, followed by a third amended complaint filed in August 2023. In September 2023, AAG, together with JetBlue, filed a motion to dismiss the third amended complaint. In September 2024, the court denied that motion. AAG and JetBlue filed answers to the private party plaintiffs' third amended complaint in October 2024. AAG believes these lawsuits are without merit and is defending against them vigorously.

Securities and Stockholder Derivative Litigation. On July 18, 2024, AAG and certain of its current and former officers were named as defendants in a putative class action lawsuit filed in the U.S. District Court for the Northern District of Texas, captioned *Qawasmi v. American Airlines Group Inc., et al*. The *Qawasmi* plaintiff purported to represent investors who acquired AAG securities between January 25, 2024 and May 28, 2024. On August 28, 2024, AAG and certain of its current and former officers were named as defendants in a second putative class action lawsuit filed in the same court, captioned *Thornburg v. American Airlines Group Inc., et al*. The *Thornburg* plaintiff purported to represent investors who acquired AAG securities between July 20, 2023 and May 28, 2024. Both the *Qawasmi* and *Thornburg* complaints asserted violations of Sections 10(b) and 20(a) of the Exchange Act based on allegations that, during the relevant periods, AAG misrepresented and/or omitted material facts related to its financial outlook and certain commercial initiatives. On November 22, 2024, the *Qawasmi* and *Thornburg* complaints were consolidated into a single action bearing the caption *In re American Airlines Group Inc. Securities Litigation*. The court also appointed co-lead plaintiffs and lead counsel to represent the putative class in the consolidated action. Plaintiffs filed a consolidated complaint on January 21, 2025, and an amended consolidated complaint on March 19, 2025. The consolidated complaint made similar factual allegations to the prior complaints regarding AAG's financial outlook and certain commercial initiatives. AAG and the individual defendants filed a joint motion to dismiss on March 21, 2025. On November 15, 2025, the court granted AAG's motion in full, dismissing the complaint with prejudice. The court entered final judgment in favor of defendants on November 18, 2025. Plaintiffs did not appeal the order, and the case is closed.

Additionally, on September 19, 2024, certain of AAG's current and former directors and officers were named as defendants in a shareholder derivative lawsuit (in which AAG is a nominal defendant) filed in the U.S. District Court for the Northern District of Texas, captioned *Hollin v. Isom, et al.* The *Hollin* complaint asserted violations of Section 10(b) of the Exchange Act, breach of fiduciary duty, and claims for unjust enrichment and corporate waste. On September 26, 2024, a second derivative complaint was filed in the same court, similarly naming certain of AAG's current and former directors and officers (as well as AAG as a nominal defendant), captioned *Leon v. Isom, et al*. The *Leon* complaint asserted violations of Section 14(a) of the Exchange Act, breaches of fiduciary duty, claims of unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, and a claim for contribution. The *Hollin* and *Leon* complaints generally alleged the same purported misconduct as alleged in the securities class action. On November 25, 2024, the *Hollin* and *Leon* complaints were consolidated into a single action bearing the caption *In re American Airlines Group Inc. Stockholder Derivative Litigation*. Plaintiffs and AAG filed a joint motion to voluntarily dismiss the consolidated derivative action without prejudice on February 5, 2026, and on February 6, 2026, the court granted AAG's motion in full, dismissing all claims in the matter without prejudice and entering final judgment in favor of defendants.

American Eagle Flight 5342 Accident Litigation. On January 29, 2025, American Eagle flight 5342 was involved in a fatal accident in Washington, D.C. The Bombardier CRJ700 aircraft operated by PSA Airlines, Inc. (PSA) was en route to Washington, D.C. from Wichita, Kansas when it was involved in a midair collision near Ronald Reagan Washington National Airport. Beginning on September 24, 2025, multiple wrongful death and survival actions have been filed in the U.S. District Court for the District of Columbia related to the accident. AAG expects additional actions will continue to be filed. All cases have been assigned to the same judge and are subject to streamlined pleading and discovery procedures. The court required plaintiffs to file a single consolidated Master Complaint (MC), with later joining plaintiffs to file short form complaints adopting the MC and adding any plaintiff-specific information. The MC alleges that the U.S. Government, American and PSA negligently caused or contributed to the accident. In December 2025, American and PSA filed motions to dismiss asserting several defenses. Briefing on the motions to dismiss is ongoing, with a hearing set for February 27, 2026. Discovery is ongoing pursuant to an expedited 18-month discovery and pre-trial calendar, which sets the trial date for April 12, 2027. AAG believes these lawsuits are without merit as to American and PSA and is defending against them vigorously.

General. In addition to the specifically identified legal proceedings, American and its subsidiaries are also engaged in other legal proceedings from time to time. Legal proceedings can be complex and take many months, or even years, to reach resolution, with the final outcome depending on a number of variables, some of which are not within American's control. Therefore, although American will vigorously defend itself in each of the actions described above and such other legal proceedings, their ultimate resolution and potential financial and other impacts on American are uncertain but could be material.

(f) Guarantees and Indemnifications

American is a party to many routine contracts in which it provides general indemnities in the normal course of business to third parties for various risks. American is not able to estimate the potential amount of any liability resulting from the indemnities. These indemnities are discussed in the following paragraphs.

In its aircraft financing agreements, American generally indemnifies the financing parties, trustees acting on their behalf and other relevant parties against liabilities (including certain taxes) resulting from the financing, manufacture, design, ownership, operation and maintenance of the aircraft regardless of whether these liabilities (including certain taxes) relate to the negligence of the indemnified parties.

American's loan agreements and certain other financing transactions may obligate American to reimburse the applicable lender for incremental costs due to a change in law that imposes (i) any reserve or special deposit requirement against assets of, deposits with or credit extended by such lender related to the loan, (ii) any tax, duty or other charge with respect to the loan (except standard income tax) or (iii) capital adequacy requirements. In addition, American's loan agreements and other financing arrangements typically contain a withholding tax provision that requires American to pay additional amounts to the applicable lender or other financing party, generally if withholding taxes are imposed on such lender or other financing party as a result of a change in the applicable tax law.

In certain transactions, including certain aircraft financing leases and loans, the lessors, lenders and/or other parties have rights to terminate the transaction based on changes in foreign tax law, illegality or certain other events or circumstances. In such a case, American may be required to make a lump sum payment to terminate the relevant transaction.

American has general indemnity clauses in many of its airport and other real estate leases where American as lessee indemnifies the lessor (and related parties) against liabilities related to American's use of the leased property. Generally, these indemnifications cover liabilities resulting from the negligence of the indemnified parties, but not liabilities resulting from the gross negligence or willful misconduct of the indemnified parties. In addition, American provides environmental indemnities in many of these leases for contamination related to American's use of the leased property.

Under certain contracts with third parties, American indemnifies the third-party against legal liability arising out of an action by the third-party, or certain other parties. The terms of these contracts vary and the potential exposure under these indemnities cannot be determined. American has liability insurance protecting American from some of the obligations it has undertaken under these indemnities.

American is required to make principal and interest payments for certain special facility revenue bonds issued by municipalities primarily to build or improve airport facilities and purchase equipment, which are leased to American. The payment of principal and interest of certain special facility revenue bonds is guaranteed by American. As of December 31, 2025, the remaining lease payments through 2040 guaranteeing the principal and interest on these bonds are $703 million and the current carrying amount of the associated operating lease liability in the accompanying consolidated balance sheet is $427 million.

As of December 31, 2025, American had issued guarantees covering AAG's $1.8 billion aggregate principal amount of the PSP1 Promissory Note due April 2030, $1.0 billion aggregate principal amount of the PSP2 Promissory Note due January 2031 and $959 million aggregate principal amount of the PSP3 Promissory Note due April 2031.

(g) Credit Card Processing Agreements

American has agreements with companies that process customer credit card transactions for the sale of air travel and other services. American's agreements allow these credit card processing companies, under certain conditions, to hold an amount of its cash (referred to as a holdback) equal to all or a portion of advance ticket sales that have been processed by that company, but for which American has not yet provided the air transportation. These holdback requirements can be implemented at the discretion of the credit card processing companies upon the occurrence of specific events, including material adverse changes in American's financial condition or the triggering of a liquidity covenant. The imposition of holdback requirements would reduce American's liquidity.

(h) Labor Contracts

As of December 31, 2025, American employed approximately 106,000 active full-time equivalent (FTE) employees. Of the total active FTE employees, 87% are covered by CBAs with various labor unions and 1% are covered by CBAs that are currently amendable or that will become amendable within one year.

11. Supplemental Cash Flow Information

Supplemental disclosure of cash flow information and non-cash investing and financing activities are as follows (in millions):

	Year Ended December 31,		
	2025	2024	2023
Non-cash investing and financing activities:			
ROU assets acquired through operating leases	$ 884	$ 614	$ 1,172
Operating leases converted to finance leases	269	293	5
Finance leases converted to operating leases	127	50	42
Property and equipment acquired through debt, finance leases and other	70	151	317
Supplemental information:			
Interest paid, net	1,551	1,806	2,058

12. Segment Disclosures

Operating segments are defined as components of an enterprise for which separate financial information is available and regularly reviewed by the chief operating decision maker (CODM) in deciding how to allocate resources and in assessing performance. American's Chief Executive Officer is considered to be its CODM. American is managed as a single operating segment that provides scheduled air transportation for passengers and cargo, and includes American's loyalty program. Along with its extensive domestic network, American provides international service to Canada, Mexico, the Caribbean, Central and South America, Europe, Qatar, China, Japan, Korea, India, Australia and New Zealand. See Note 1(m) for American's passenger revenue by geographic region. Managing the business activities on a consolidated basis allows American to benefit from an integrated revenue pricing and route network that includes American and AAG's wholly-owned and third-party regional carriers that fly under capacity purchase agreements operating as American Eagle. The flight equipment of all these carriers is combined to form one fleet that is deployed through a single route scheduling system. American's tangible assets consist primarily of flight equipment, which are mobile across geographic markets and, therefore, have not been allocated by geographic region. The measure of segment assets is reported on the balance sheet as total consolidated assets.

Financial information and operational plans and forecasts are provided to and reviewed by American's CODM at the consolidated level and are used to monitor forecast and budget versus actual results. American's CODM assesses performance and decides how to allocate resources based on net income which is reported on the statement of operations as consolidated net income. When making operational and resource allocation decisions, American's CODM is indifferent to the results on a geographic region or on a mainline and regional carrier basis. The objective in making resource allocation decisions is to maximize consolidated financial results.

13. Share-based Compensation

In May 2023, the stockholders of AAG approved the 2023 Incentive Award Plan (the 2023 Plan). The 2023 Plan replaces and supersedes AAG's 2013 Incentive Award Plan (the 2013 Plan). No further awards will be granted under the 2013 Plan; however, the terms and conditions of the 2013 Plan will continue to govern any outstanding awards granted thereunder. The 2023 Plan provides that an award may be in the form of a stock option, including an incentive stock option and nonqualified stock option, stock appreciation right, restricted stock, restricted stock unit, performance bonus award, performance stock unit, other stock or cash-based award and dividend equivalent to eligible individuals.

The 2023 Plan authorizes the grant of awards for the issuance of 17.2 million shares less any shares granted under the 2013 Plan after March 22, 2023, the date the Board of Directors of AAG approved the 2023 Plan. Any shares underlying awards granted under the 2023 Plan or 2013 Plan that are forfeited, terminate or are settled in cash (in whole or in part) without the delivery of shares will again be available for grant under the 2023 Plan.

Share-based compensation expense for American's equity awards, including awards settled in AAG common stock or cash, was $106 million, $124 million and $97 million for the years ended December 31, 2025, 2024 and 2023, respectively, and is included in salaries, wages and benefits on its consolidated statements of operations.

During 2025, 2024 and 2023, AAG withheld approximately 2.0 million, 1.6 million and 1.5 million shares of AAG common stock, respectively, and paid approximately $28 million, $27 million and $23 million, respectively, in satisfaction of certain tax withholding obligations associated with employee equity awards.

Restricted Stock Unit Awards (RSUs)

AAG has granted RSUs with service conditions (time vested primarily over three years) and performance conditions. The grant-date fair value of these RSUs is equal to the market price of the underlying shares of AAG common stock on the date of grant. For time vested awards, the expense is recognized on a straight-line basis over the vesting period for the entire award. For awards with performance conditions, the expense is recognized based on the expected achievement at each reporting period. Stock-settled RSUs are equity-classified as the vesting results in the issuance of shares of AAG common stock. Cash-settled restricted stock unit awards (CRSUs) are liability-classified as the vesting results in payment of cash by AAG.

Stock-settled RSU award activity for all plans for the years ended December 31, 2025, 2024 and 2023 is as follows:

	Number of Shares	Weighted Average Grant Date Fair Value
	(In thousands)	
Outstanding at December 31, 2022	10,263	$ 17.51
Granted	9,834	14.54
Vested and released	(5,161)	17.81
Forfeited	(701)	20.49
Outstanding at December 31, 2023	14,235	$ 15.18
Granted	2,580	15.76
Modified [1]	(2,809)	16.18
Vested and released	(4,833)	15.91
Forfeited	(827)	15.83
Outstanding at December 31, 2024	8,346	$ 15.59
Granted	5,073	14.11
Vested and released	(3,949)	15.27
Forfeited	(2,337)	15.33
Outstanding at December 31, 2025	7,133	$ 14.27

(1) In 2024, the settlement terms of 2.8 million stock-settled RSUs were modified from settlement in AAG common stock to settlement in cash. This change in award settlement method was the only modification to these awards, and the vesting, forfeiture and all other terms and conditions were unchanged. The modification resulted in a $20 million reclassification from additional paid-in capital to accrued salaries and wages on American's consolidated balance sheet.

As of December 31, 2025, there was $51 million of unrecognized compensation cost related to stock-settled RSUs. These costs are expected to be recognized over a weighted average period of one year. The total fair value of stock-settled RSUs vested during the years ended December 31, 2025, 2024 and 2023 was $57 million, $69 million and $78 million, respectively.

CRSU award activity for all plans for the years ended December 31, 2025 and 2024 is as follows:

	Number of Shares	Weighted Average Fair Value
	(In thousands)	
Outstanding at December 31, 2023	37	$ 13.74
Granted	5,634	17.43
Modified [1]	2,809	16.18
Vested and released	(1,337)	14.75
Forfeited	(136)	17.42
Outstanding at December 31, 2024	7,007	$ 17.43
Granted	6,009	15.33
Vested and released	(2,606)	16.43
Forfeited	(547)	15.60
Outstanding at December 31, 2025	9,863	$ 15.33

(1) In 2024, the settlement terms of 2.8 million stock-settled RSUs were modified from settlement in AAG common stock to settlement in cash. See table above for further discussion.

As of December 31, 2025 and 2024, the liability related to CRSUs was $53 million and $39 million, respectively. The CRSU related liability is remeasured at fair value at each reporting date until all awards are vested. As of December 31, 2025, there was $91 million of unrecognized compensation cost related to CRSUs. These costs are expected to be recognized over a weighted average period of one year. The total cash paid for CRSUs vested during the years ended December 31, 2025 and 2024 was $37 million and $18 million, respectively.

For the year ended December 31, 2023, CRSU award activity was nominal.

14. Valuation and Qualifying Accounts (in millions)

	Balance at Beginning of Year	Additions Charged to Statement of Operations Accounts	Deductions and Other	Balance at End of Year
Allowance for obsolescence of spare parts				
Year ended December 31, 2025	$ 745	$ 95	$ 5	$ 845
Year ended December 31, 2024	675	94	(24)	745
Year ended December 31, 2023	566	83	26	675

15. Transactions with Related Parties

The following represents the net receivables (payables) from or to related parties (in millions):

	December 31,	
	2025	2024
AAG [1]	$ 11,938	$ 10,258
AAG's wholly-owned subsidiaries [2]	(2,042)	(2,071)
Total	$ 9,896	$ 8,187

[1] The increase in American's net related party receivable from AAG is due in part to American providing the cash funding for AAG's financing transactions, including the $1.0 billion cash settlement of AAG's 6.50% convertible senior notes upon their maturity on July 1, 2025.

[2] The net payable to AAG's wholly-owned subsidiaries consists primarily of amounts due under regional capacity purchase agreements with AAG's wholly-owned regional airlines operating under the brand name of American Eagle.

Pursuant to a capacity purchase agreement between American and AAG's wholly-owned regional airlines operating as American Eagle, American purchases all of the capacity from these carriers and recognizes passenger revenue from flights operated by American Eagle. In 2025, 2024 and 2023, American recognized expense of approximately $3.2 billion, $2.9 billion and $2.7 billion, respectively, related to wholly-owned regional airline capacity purchase agreements.

16. Subsequent Events

8.50% Senior Secured Notes

In the first quarter of 2026, American sent irrevocable notice of redemption to prepay the outstanding principal amount of its 8.50% Senior Secured Notes. American intends to fund these prepayments with proceeds from anticipated debt issuances and cash on hand.

AAdvantage Financing

On February 12, 2026, the AAdvantage Issuers entered into a fourth amendment to the term loan credit and guaranty agreement dated March 24, 2021 (the Fourth Amendment). As a result of the Fourth Amendment, the term loans outstanding under the 2025 AAdvantage Term Loan Facility were replaced with new term loans in the same principal amount. Pursuant to the Fourth Amendment, the 2025 AAdvantage Term Loan Facility bears interest at a base rate (subject to a floor of 0.00%) plus an applicable margin of 1.75% per annum or, at the AAdvantage Issuers' option, the SOFR rate for a tenor of three months (subject to a floor of 0.00%), plus an applicable margin of 2.75% per annum. All other terms of the 2025 AAdvantage Term Loan Facility remain substantially similar.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Management's Evaluation of Disclosure Controls and Procedures

The term "disclosure controls and procedures" is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act). This term refers to the controls and procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified by the SEC's rules and forms, and is accumulated and communicated to the company's management, including the principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. An evaluation of the effectiveness of AAG's and American's disclosure controls and procedures as of December 31, 2025 was performed under the supervision and with the participation of AAG's and American's management, including AAG's and American's principal executive officer, the Chief Executive Officer (CEO), and principal financial officer, the Chief Financial Officer (CFO). Based on that evaluation, AAG's and American's management, including AAG's and American's CEO and CFO, concluded that AAG's and American's disclosure controls and procedures were effective as of December 31, 2025 at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

During the quarter ended December 31, 2025, there have been no changes in AAG's or American's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, AAG's and American's internal control over financial reporting.

Limitation on the Effectiveness of Controls

We believe that a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives, and, as noted above, the CEO and CFO of AAG and American believe that our disclosure controls and procedures were effective at the reasonable assurance level as of December 31, 2025.

Management's Annual Report on Internal Control over Financial Reporting

Management of AAG and American is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. AAG's and American'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 GAAP. AAG's and American's internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of AAG or American, respectively;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of AAG or American are being made only in accordance with authorizations of management and directors of AAG or American, respectively; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of AAG's or American'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.

Management assessed the effectiveness of AAG's and American's internal control over financial reporting as of December 31, 2025. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in its Internal Control – Integrated Framework (2013 Framework).

Based on our assessment and those criteria, AAG's and American's management concluded that AAG and American, respectively, maintained effective internal control over financial reporting as of December 31, 2025.

AAG's and American's independent registered public accounting firm has issued an attestation report on the effectiveness of AAG's and American's internal control over financial reporting. That report has been included herein.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
American Airlines Group Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited American Airlines Group Inc. and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, cash flows, and stockholders' deficit for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements), and our report dated February 18, 2026 expressed an unqualified opinion on those consolidated financial statements.

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 Annual Report 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 of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included 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/ KPMG LLP

Dallas, Texas
February 18, 2026

Report of Independent Registered Public Accounting Firm

To the Stockholder and Board of Directors
American Airlines, Inc.:

Opinion on Internal Control Over Financial Reporting

We have audited American Airlines, Inc. and subsidiaries' (American) internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, American maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of American as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, cash flows, and stockholder's equity for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements), and our report dated February 18, 2026 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

American'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 Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on American'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 American 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 of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included 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/ KPMG LLP

Dallas, Texas
February 18, 2026

ITEM 9B. OTHER INFORMATION

Securities Trading Plans of Directors and Executive Officers

During the quarter ended December 31, 2025, none of our directors or executive officers adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of AAG securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement."

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not Applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Except as stated below, the information required by this Item will be set forth in the Proxy Statement under the captions "Proposal 1 – Election of Directors," "Executive Officers," "Board Composition" and "Information About the Board of Directors and Corporate Governance" and is incorporated by reference into this Annual Report on Form 10-K.

AAG and American have adopted an Amended and Restated Insider Trading Compliance Policy that governs the purchase, sale and/or other dispositions of our securities by directors, officers and employees that is reasonably designed to promote compliance with insider trading laws, rules and regulations and NASDAQ listing standards. A copy of our Amended and Restated Insider Trading Compliance Policy is filed as Exhibit 19.1 to this report.

AAG and American have adopted Standards of Business Conduct (the Ethics Standards) within the meaning of Item 406(b) of Regulation S-K. The Ethics Standards apply to all officers and employees of AAG and its subsidiaries, including American. The Ethics Standards are available on our website at *www.aa.com*. If we make substantive amendments to the Ethics Standards or grant any waiver, including any implicit waiver, to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, we will disclose the nature of such amendment or waiver on our website or in a Current Report on Form 8-K in accordance with applicable rules and regulations.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item will be set forth in the Proxy Statement under the captions "Information About the Board of Directors and Corporate Governance - Risk Assessment with Respect to Compensation Practices," "Director Compensation," "Compensation Discussion and Analysis," "Executive Compensation" and "Report of the Compensation Committee of the Board of Directors" and is incorporated by reference into this Annual Report on Form 10-K.

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

The information required by this Item will be set forth in the Proxy Statement under the captions "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" and is incorporated by reference into this Annual Report on Form 10-K.

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

The information required by this Item will be set forth in the Proxy Statement under the captions "Certain Relationships and Related Party Transactions" and "Information About the Board of Directors and Corporate Governance" and is incorporated by reference into this Annual Report on Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item will be set forth in the Proxy Statement under the caption "Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm" and is incorporated by reference into this Annual Report on Form 10-K.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Consolidated Financial Statements

The following consolidated financial statements of American Airlines Group Inc. and Independent Auditors' Report are filed as part of this report:

	Page
Report of Independent Registered Public Accounting Firm (KPMG LLP, Dallas, TX, Auditor Firm ID: 185)	81
Consolidated Statements of Operations for the Years Ended December 31, 2025, 2024 and 2023	83
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2025, 2024 and 2023	84
Consolidated Balance Sheets at December 31, 2025 and 2024	85
Consolidated Statements of Cash Flows for the Years Ended December 31, 2025, 2024 and 2023	86
Consolidated Statements of Stockholders' Deficit for the Years Ended December 31, 2025, 2024 and 2023	87
Notes to Consolidated Financial Statements	88

The following consolidated financial statements of American Airlines, Inc. and Independent Auditors' Report are filed as part of this report:

	Page
Report of Independent Registered Public Accounting Firm (KPMG LLP, Dallas, TX, Auditor Firm ID: 185)	126
Consolidated Statements of Operations for the Years Ended December 31, 2025, 2024 and 2023	128
Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2025, 2024 and 2023	129
Consolidated Balance Sheets at December 31, 2025 and 2024	130
Consolidated Statements of Cash Flows for the Years Ended December 31, 2025, 2024 and 2023	131
Consolidated Statements of Stockholder's Equity for the Years Ended December 31, 2025, 2024 and 2023	132
Notes to Consolidated Financial Statements	133

Schedules not included have been omitted because they are not applicable or because the required information is included in the Consolidated Financial Statements or notes thereto.

Exhibits

Exhibits required to be filed by Item 601 of Regulation S-K: Where the amount of securities authorized to be issued under any of our long-term debt agreements does not exceed 10% of our assets, pursuant to paragraph (b)(4) of Item 601 of Regulation S-K, in lieu of filing such as an exhibit, we hereby agree to furnish to the Commission upon request a copy of any agreement with respect to such long-term debt.

Exhibit Number	Description
2.1	Confirmation Order and Plan (incorporated by reference to Exhibit 2.1 to AMR's Current Report on Form 8-K filed on October 23, 2013 (Commission File No. 1-8400)).
2.2	Agreement and Plan of Merger, dated as of December 28, 2015, between American Airlines, Inc. and US Airways, Inc. (incorporated by reference to Exhibit 2.1 to AAG's Current Report on Form 8-K filed on December 31, 2015 (Commission File No. 1-8400)).
3.1	Restated Certificate of Incorporation of American Airlines Group Inc., including the Certificate of Designations, Powers, Preferences and Rights of the American Airlines Group Inc. Series A Convertible Preferred Stock attached as Annex I thereto (incorporated by reference to Exhibit 3.1 to AAG's Current Report on Form 8-K filed on December 9, 2013 (Commission File No. 1-8400)).
3.2	Certificate of Amendment of Restated Certificate of Incorporation of American Airlines Group Inc. (incorporated by reference to Exhibit 3.1 to AAG's Current Report on Form 8-K filed on June 13, 2018 (Commission File No. 1-8400)).
3.3	Fifth Amended and Restated Bylaws of American Airlines Group Inc. (incorporated by reference to Exhibit 3.1 to American Airlines Group Inc.'s Current Report on Form 8-K filed on August 7, 2025 (Commission File No. 1-8400)).
3.4	Amended and Restated Certificate of Incorporation of American Airlines, Inc. (incorporated by reference to Exhibit 3.3 to AAG's Annual Report on Form 10-K for the year ended December 31, 2013 (Commission File No. 1-8400)).
3.5	Amended and Restated Bylaws of American Airlines, Inc. (incorporated by reference to Exhibit 3.4 to AAG's Annual Report on Form 10-K for the year ended December 31, 2013 (Commission File No. 1-8400)).
3.6	Certificate of Designations of Series B Junior Participating Preferred Stock of American Airlines Group Inc., filed with the Secretary of State of the State of Delaware on December 21, 2021 (incorporated by reference to Exhibit 3.1 to AAG's Current Report on Form 8-K filed on December 22, 2021 (Commission File No. 1-8400)).
4.1	Description of securities registered under Section 12 of the Exchange Act (incorporated by reference to Exhibit 4.1 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).
4.2	Pass Through Trust Agreement, dated as of September 16, 2014, between American Airlines, Inc. and Wilmington Trust Company, as Trustee (incorporated by reference to Exhibit 4.1 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).
4.3	Trust Supplement No. 2014-1A, dated as of September 16, 2014, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).
4.4	Trust Supplement No. 2014-1B, dated as of September 16, 2014, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).
4.5	Intercreditor Agreement (2014-1), dated as of September 16, 2014, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2014-1A and as Trustee of the American Airlines Pass Through Trust 2014-1B, Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).
4.6	Amendment No. 1 to Intercreditor Agreement (2014-1), dated as of June 24, 2015, among American Airlines, Inc., Credit Agricole Corporate and Investment Bank, as Class A and Class B liquidity provider and Wilmington Trust Company, as subordination agent and trustee (incorporated by reference to Exhibit 10.6 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (Commission File No. 1-8400)).
4.7	Note Purchase Agreement, dated as of September 16, 2014, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.9 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).

Exhibit Number	Description
4.8	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (Exhibit B to Note Purchase Agreement) (incorporated by reference to Exhibit 4.10 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).
4.9	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (Exhibit C to Note Purchase Agreement) (incorporated by reference to Exhibit 4.11 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).
4.10	Revolving Credit Agreement (2014-1A), dated as of September 16, 2014, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2014-1A, as Borrower, and Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).
4.11	Revolving Credit Agreement (2014-1B), dated as of September 16, 2014, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2014-1B, as Borrower, and Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.15 to American's Current Report on Form 8-K filed on September 17, 2014 (Commission File No. 1-2691)).
4.12	Trust Supplement No. 2015-1A, dated as of March 16, 2015, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).
4.13	Trust Supplement No. 2015-1B, dated as of March 16, 2015, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).
4.14	Intercreditor Agreement (2015-1), dated as of March 16, 2015, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2015-1A and as Trustee of the American Airlines Pass Through Trust 2015-1B, Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).
4.15	Note Purchase Agreement, dated as of March 16, 2015, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.9 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).
4.16	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit 4.10 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).
4.17	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit 4.11 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).
4.18	Form of Pass Through Trust Certificate, Series 2015-1A (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).
4.19	Form of Pass Through Trust Certificate, Series 2015-1B (incorporated by reference to Exhibit A to Exhibit 4.3 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).
4.20	Revolving Credit Agreement (2015-1A), dated as of March 16, 2015, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2015-1A, as Borrower, and Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).
4.21	Revolving Credit Agreement (2015-1B), dated as of March 16, 2015, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2015-1B, as Borrower, and Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.15 to American's Current Report on Form 8-K filed on March 16, 2015 (Commission File No. 1-2691)).

Exhibit Number	Description
4.22	Trust Supplement No. 2015-2AA, dated as of September 24, 2015, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.23	Trust Supplement No. 2015-2A, dated as of September 24, 2015, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.24	Trust Supplement No. 2015-2B, dated as of September 24, 2015, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.25	Intercreditor Agreement (2015-2), dated as of September 24, 2015, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2015-2AA, as Trustee of the American Airlines Pass Through Trust 2015-2A and as Trustee of the American Airlines Pass Through Trust 2015-2B, Commonwealth Bank of Australia, New York Branch, as Class AA Liquidity Provider, Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.5 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.26	Note Purchase Agreement, dated as of September 24, 2015, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.6 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.27	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.6 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.28	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.6 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.29	Form of Pass Through Trust Certificate, Series 2015-2AA (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.30	Form of Pass Through Trust Certificate, Series 2015-2A (incorporated by reference to Exhibit A to Exhibit 4.3 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.31	Form of Pass Through Trust Certificate, Series 2015-2B (incorporated by reference to Exhibit A to Exhibit 4.4 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.32	Revolving Credit Agreement (2015-2AA), dated as of September 24, 2015, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2015-2AA, as Borrower, and Commonwealth Bank of Australia, New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.12 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.33	Revolving Credit Agreement (2015-2A), dated as of September 24, 2015, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2015-2A, as Borrower, and Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.13 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.34	Revolving Credit Agreement (2015-2B), dated as of September 24, 2015, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2015-2B, as Borrower, and Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on September 24, 2015 (Commission File No. 1-2691)).
4.35	Assumption Agreement, dated as of December 30, 2015, by American Airlines, Inc. for the benefit of Wilmington Trust Company, as pass through trustee, subordination agent, and paying agent, and Wilmington Trust, National Association, as escrow agent, in each case, under the Note Purchase Agreement, dated as of April 24, 2013, among American Airlines, Inc. (as successor in interest to US Airways, Inc.), Wilmington Trust Company, Wilmington Trust, National Association and Wilmington Trust Company (incorporated by reference to Exhibit 10.2 to AAG's Current Report on Form 8-K filed on December 31, 2015 (Commission File No. 1-8400)).

Exhibit Number	Description
4.36	Trust Supplement No. 2016-1AA, dated as of January 19, 2016, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.37	Trust Supplement No. 2016-1A, dated as of January 19, 2016, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.38	Trust Supplement No. 2016-1B, dated as of January 19, 2016, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.39	Intercreditor Agreement (2016-1), dated as of January 19, 2016, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2016-1AA, as Trustee of the American Airlines Pass Through Trust 2016-1A and as Trustee of the American Airlines Pass Through Trust 2016-1B, KfW IPEX-Bank GmbH, as Class AA Liquidity Provider, Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to exhibit 4.5 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.40	Note Purchase Agreement, dated as of January 19, 2016, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.6 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.41	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.6 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.42	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.6 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.43	Form of Pass Through Trust Certificate, Series 2016-1AA (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.44	Form of Pass Through Trust Certificate, Series 2016-1A (incorporated by reference to Exhibit A to Exhibit 4.3 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.45	Form of Pass Through Trust Certificate, Series 2016-1B (incorporated by reference to Exhibit A to Exhibit 4.4 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.46	Revolving Credit Agreement (2016-1AA), dated as of January 19, 2016, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-1AA, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.12 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.47	Revolving Credit Agreement (2016-1A), dated as of January 19, 2016, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-1A, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.13 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.48	Revolving Credit Agreement (2016-1B), dated as of January 19, 2016, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-1B, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on January 21, 2016 (Commission File No. 1-2691)).
4.49	Trust Supplement No. 2016-2AA, dated as of May 16, 2016, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.50	Trust Supplement No. 2016-2A, dated as of May 16, 2016, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).

Exhibit Number	Description
4.51	Intercreditor Agreement (2016-2), dated as of May 16, 2016, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2016-2AA and as Trustee of the American Airlines Pass Through Trust 2016-2A, KfW IPEX-Bank GmbH, as Class AA Liquidity Provider and Class A Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.52	Note Purchase Agreement, dated as of May 16, 2016, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.9 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.53	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.9 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.54	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.9 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.55	Form of Pass Through Trust Certificate, Series 2016-2AA (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.56	Form of Pass Through Trust Certificate, Series 2016-2A (incorporated by reference to Exhibit A to Exhibit 4.3 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.57	Revolving Credit Agreement (2016-2AA), dated as of May 16, 2016, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-2AA, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.58	Revolving Credit Agreement (2016-2A), dated as of May 16, 2016, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-2A, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.15 to American's Current Report on Form 8-K filed on May 17, 2016 (Commission File No. 1-2691)).
4.59	Trust Supplement No. 2016-2B, dated as of July 8, 2016, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on July 12, 2016 (Commission File No. 1-2691)).
4.60	Amended and Restated Intercreditor Agreement (2016-2), dated as of July 8, 2016, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2016-2AA, as Trustee of the American Airlines Pass Through Trust 2016-2A and as Trustee of the American Airlines Pass Through Trust 2016-2B, KfW IPEX-Bank GmbH, as Class AA Liquidity Provider, Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on July 12, 2016 (Commission File No. 1-2691)).
4.61	Amended and Restated Note Purchase Agreement, dated as of July 8, 2016, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.6 to American's Current Report on Form 8-K filed on July 12, 2016 (Commission File No. 1-2691)).
4.62	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.6 to American's Current Report on Form 8-K filed on July 12, 2016 (Commission File No. 1-2691)).
4.63	Form of First Amendment to Participation Agreement (First Amendment to Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit D to Exhibit 4.6 to American's Current Report on Form 8-K filed on July 12, 2016 (Commission File No. 1-2691)).
4.64	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.6 to American's Current Report on Form 8-K filed on July 12, 2016 (Commission File No. 1-2691)).

Exhibit Number	Description
4.65	Form of First Amendment to Indenture and Security Agreement (First Amendment to Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit E to Exhibit 4.6 to American's Current Report on Form 8-K filed on July 12, 2016 (Commission File No. 1-2691)).
4.66	Form of Pass Through Trust Certificate, Series 2016-2B (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on July 12, 2016 (Commission File No. 1-2691)).
4.67	Revolving Credit Agreement (2016-2B), dated as of July 8, 2016, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-2B, as Borrower, and KfW IPEX Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.12 to American's Current Report on Form 8-K filed on July 12, 2016 (Commission File No. 1-2691)).
4.68	Trust Supplement No. 2016-3AA, dated as of October 3, 2016, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.69	Trust Supplement No. 2016-3A, dated as of October 3, 2016, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.70	Intercreditor Agreement (2016-3), dated as of October 3, 2016, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2016-3AA and as Trustee of the American Airlines Pass Through Trust 2016-3A, KfW IPEX-Bank GmbH, as Class AA Liquidity Provider and Class A Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.71	Amended and Restated Intercreditor Agreement (2016-3), dated as of October 4, 2017, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2016-3AA, as Trustee of the American Airlines Pass Through Trust 2016-3A and as Trustee of the American Airlines Pass Through Trust 2016-3B, KfW IPEX-Bank GmbH, as Class AA Liquidity Provider, Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on October 5, 2017 (Commission File No. 1-2691)).
4.72	Note Purchase Agreement, dated as of October 3, 2016, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.9 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.73	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.9 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.74	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.9 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.75	Form of Pass Through Trust Certificate, Series 2016-3AA (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.76	Form of Pass Through Trust Certificate, Series 2016-3A (incorporated by reference to Exhibit A to Exhibit 4.3 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.77	Revolving Credit Agreement (2016-3AA), dated as of October 3, 2016, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-3AA, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.78	Revolving Credit Agreement (2016-3A), dated as of October 3, 2016, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-3A, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider (incorporated by reference to Exhibit 4.15 to American's Current Report on Form 8-K filed on October 4, 2016 (Commission File No. 1-2691)).
4.79	Trust Supplement No. 2017-1AA, dated as of January 13, 2017, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).

Exhibit Number	Description
4.80	Trust Supplement No. 2017-1A, dated as of January 13, 2017, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014, (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.81	Trust Supplement No. 2017-1B, dated as of January 13, 2017, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.82	Intercreditor Agreement (2017-1), dated as of January 13, 2017, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2017-1AA, as Trustee of the American Airlines Pass Through Trust 2017-1A and as Trustee of the American Airlines Pass Through Trust 2017-1B, Citibank N.A., as Class AA Liquidity Provider, Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.5 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.83	Note Purchase Agreement, dated as of January 13, 2017, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.12 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.84	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.12 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.85	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.12 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.86	Form of Pass Through Trust Certificate, Series 2017-1AA (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.87	Form of Pass Through Trust Certificate, Series 2017-1A (incorporated by reference to Exhibit A to Exhibit 4.3 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.88	Form of Pass Through Trust Certificate, Series 2017-1B (incorporated by reference to Exhibit A to Exhibit 4.4 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.89	Revolving Credit Agreement (2017-1AA), dated as of January 13, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-1AA, as Borrower, and Citibank N.A., as Liquidity Provider (incorporated by reference to Exhibit 4.18 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.90	Revolving Credit Agreement (2017-1A), dated as of January 13, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-1A, as Borrower, and Citibank N.A., as Liquidity Provider (incorporated by reference to Exhibit 4.19 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.91	Revolving Credit Agreement (2017-1B), dated as of January 13, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-1B, as Borrower, and Citibank N.A., as Liquidity Provider (incorporated by reference to Exhibit 4.20 to American's Current Report on Form 8-K filed on January 17, 2017 (Commission File No. 1-02691)).
4.92	Acknowledgment and Agreement (2017-1), dated as of March 31, 2017, by and among American Airlines Inc., Citibank, N.A., as initial Liquidity Provider, National Australia Bank Limited, as Replacement Liquidity Provider, and Wilmington Trust Company, as Subordination Agent and trustee (incorporated by reference to Exhibit 4.20 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-8400)).
4.93	Revolving Credit Agreement (2017-1AA), dated as of March 31, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-1AA, as Borrower, and National Australia Bank Limited, as Liquidity Provider (incorporated by reference to Exhibit 4.21 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-8400)).
4.94	Revolving Credit Agreement (2017-1A), dated as of March 31, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-1A, as Borrower, and National Australia Bank Limited, as Liquidity Provider (incorporated by reference to Exhibit 4.22 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-8400)).

Exhibit Number	Description
4.95	Revolving Credit Agreement (2017-1B), dated as of March 31, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-1B, as Borrower, and National Australia Bank Limited, as Liquidity Provider (incorporated by reference to Exhibit 4.23 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-8400)).
4.96	Trust Supplement No. 2017-2AA, dated as of August 14, 2017, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.97	Trust Supplement No. 2017-2A, dated as of August 14, 2017, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.98	Intercreditor Agreement (2017-2), dated as of August 14, 2017, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2017-2AA and as Trustee of the American Airlines Pass Through Trust 2017-2A, National Australia Bank Limited, as Class AA Liquidity Provider and Class A Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.99	Note Purchase Agreement, dated as of August 14, 2017, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.9 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.100	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.9 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.101	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.9 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.102	Form of Pass Through Trust Certificate, Series 2017-2AA (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.103	Form of Pass Through Trust Certificate, Series 2017-2A (incorporated by reference to Exhibit A to Exhibit 4.3 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.104	Revolving Credit Agreement (2017-2AA), dated as of August 14, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-2AA, as Borrower, and National Australia Bank Limited, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.105	Revolving Credit Agreement (2017-2A), dated as of August 14, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-2A, as Borrower, and National Australia Bank Limited, as Liquidity Provider (incorporated by reference to Exhibit 4.15 to American's Current Report on Form 8-K filed on August 14, 2017 (Commission File No. 1-2691)).
4.106	Trust Supplement No. 2016-3B, dated as of October 4, 2017, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on October 5, 2017 (Commission File No. 1-2691)).
4.107	Amended and Restated Note Purchase Agreement, dated as of October 4, 2017, amending the Note Purchase Agreement, dated as of October 3, 2016, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on October 5, 2017 (Commission File No. 1-2691)).
4.108	Form of First Amendment to Participation Agreement (First Amendment to Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit A to Exhibit 4.4 to American's Current Report on Form 8-K filed on October 5, 2017 (Commission File No. 1-2691)).

Exhibit Number	Description
4.109	Form of First Amendment to Indenture and Security Agreement (First Amendment to Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit E to Exhibit 4.6 to American's Current Report on Form 8-K filed on October 6, 2017 (Commission File No. 1-2691)).
4.110	Form of First Amendment to Indenture and Security Agreement (First Amendment to Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit B to Exhibit 4.4 to American's Current Report on Form 8-K filed on October 5, 2017 (Commission File No. 1-2691)).
4.111	Form of Pass Through Trust Certificate, Series 2016-3B (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on October 5, 2017 (Commission File No. 1-2691)).
4.112	Revolving Credit Agreement (2016-3B), dated as of October 4, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2016-3B, as Borrower, and KfW IPEX-Bank GmbH, as Liquidity Provider 3B (incorporated by reference to Exhibit 4.8 to American's Current Report on Form 8-K filed on October 5, 2017 (Commission File No. 1-2691)).
4.113	Trust Supplement No. 2017-2B, dated as of October 5, 2017, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on October 6, 2017 (Commission File No. 1-2691)).
4.114	Amended and Restated Intercreditor Agreement (2017-2), dated as of October 5, 2017, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2017-2AA, as Trustee of the American Airlines Pass Through Trust 2017-2A and as Trustee of the American Airlines Pass Through Trust 2017-2B, National Australia Bank Limited, as Class AA Liquidity Provider, Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on October 6, 2017 (Commission File No. 1-2691)).
4.115	Amended and Restated Note Purchase Agreement, dated as of October 5, 2017, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.6 to American's Current Report on Form 8-K filed on October 6, 2017 (Commission File No. 1-2691)).
4.116	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.6 to American's Current Report on Form 8-K filed on October 6, 2017 (Commission File No. 1-2691)).
4.117	Form of First Amendment to Participation Agreement (First Amendment to Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit D to Exhibit 4.6 to American's Current Report on Form 8-K filed on October 6, 2017 (Commission File No. 1-2691)).
4.118	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.6 to American's Current Report on Form 8-K filed on October 6, 2017 (Commission File No. 1-2691)).
4.119	Form of Pass Through Trust Certificate, Series 2017-2B (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on October 6, 2017 (Commission File No. 1-2691)).
4.120	Revolving Credit Agreement (2017-2B), dated as of October 5, 2017, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2017-2B, as Borrower, and National Australia Bank Limited, as Liquidity Provider (incorporated by reference to Exhibit 4.12 to American's Current Report on Form 8-K filed on October 6, 2017 (Commission File No. 1-2691)).
4.121	Trust Supplement No. 2019-1AA, dated as of August 15, 2019, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.122	Trust Supplement No. 2019-1A, dated as of August 15, 2019, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.123	Trust Supplement No. 2019-1B, dated as of August 15, 2019, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).

Exhibit Number	Description
4.124	Intercreditor Agreement (2019-1), dated as of August 15, 2019, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2019-1AA, as Trustee of the American Airlines Pass Through Trust 2019-1A and as Trustee of the American Airlines Pass Through Trust 2019-1B, National Australia Bank Limited, as Class AA Liquidity Provider, Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.5 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.125	Note Purchase Agreement, dated as of August 15, 2019, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.12 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.126	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.12 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.127	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.12 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.128	Form of Pass Through Trust Certificate, Series 2019-1AA (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.129	Form of Pass Through Trust Certificate, Series 2019-1A (incorporated by reference to Exhibit A to Exhibit 4.3 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.130	Form of Pass Through Trust Certificate, Series 2019-1B (incorporated by reference to Exhibit A to Exhibit 4.4 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.131	Revolving Credit Agreement (2019-1AA), dated as of August 15, 2019, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2019-1AA, as Borrower, and National Australia Bank Limited, as Liquidity Provider (incorporated by reference to Exhibit 4.18 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.132	Revolving Credit Agreement (2019-1A), dated as of August 15, 2019, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2019-1A, as Borrower, and National Australia Bank Limited, as Liquidity Provider (incorporated by reference to Exhibit 4.19 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.133	Revolving Credit Agreement (2019-1B), dated as of August 15, 2019, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2019-1B, as Borrower, and National Australia Bank Limited, as Liquidity Provider (incorporated by reference to Exhibit 4.20 to American's Current Report on Form 8-K filed on August 15, 2019 (Commission File No. 1-02691)).
4.134	Trust Supplement No. 2021-1A, dated as of November 8, 2021, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).
4.135	Trust Supplement No. 2021-1B, dated as of November 8, 2021, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).
4.136	Intercreditor Agreement (2021-1), dated as of November 8, 2021, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2021-1A and as Trustee of the American Airlines Pass Through Trust 2021-1B, Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).
4.137	Note Purchase Agreement, dated as of November 8, 2021, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.9 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).

Exhibit Number	Description
4.138	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit B to Exhibit 4.9 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).
4.139	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit C to Exhibit 4.9 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).
4.140	Form of Pass Through Trust Certificate, Series 2021-1A (incorporated by reference to Exhibit A to Exhibit 4.2 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).
4.141	Form of Pass Through Trust Certificate, Series 2021-1B (incorporated by reference to Exhibit A to Exhibit 4.3 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).
4.142	Revolving Credit Agreement (2021-1A), dated as of November 8, 2021, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2021-1A, as Borrower, and Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).
4.143	Revolving Credit Agreement (2021-1B), dated as of November 8, 2021, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2021-1B, as Borrower, and Crédit Agricole Corporate and Investment Bank, acting through its New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.15 to American's Current Report on Form 8-K filed on November 12, 2021 (Commission File No. 1-02691)).
4.144	Trust Supplement No. 2025-1A, dated as of November 12, 2025, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.2 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.145	Trust Supplement No. 2025-1B, dated as of November 12, 2025, between American Airlines, Inc. and Wilmington Trust Company, as Trustee, to the Pass Through Trust Agreement, dated as of September 16, 2014 (incorporated by reference to Exhibit 4.3 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.146	Intercreditor Agreement (2025-1), dated as of November 12, 2025, among Wilmington Trust Company, as Trustee of the American Airlines Pass Through Trust 2025-1A and as Trustee of the American Airlines Pass Through Trust 2025-1B, Natixis, New York Branch, as Class A Liquidity Provider and Class B Liquidity Provider, and Wilmington Trust Company, as Subordination Agent (incorporated by reference to Exhibit 4.4 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.147	Deposit Agreement (Class A), dated as of November 12, 2025, between Wilmington Trust, National Association, as Escrow Agent, and Sumitomo Mitsui Banking Corporation, acting through its New York Branch, as Depositary (incorporated by reference to Exhibit 4.5 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.148	Deposit Agreement (Class B), dated as of November 12, 2025, between Wilmington Trust, National Association, as Escrow Agent, and Sumitomo Mitsui Banking Corporation, acting through its New York Branch, as Depositary (incorporated by reference to Exhibit 4.6 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.149	Escrow and Paying Agent Agreement (Class A), dated as of November 12, 2025, among Wilmington Trust, National Association, as Escrow Agent, J.P. Morgan Securities LLC and Deutsche Bank Securities, Inc., for themselves and on behalf of the several Underwriters, Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of American Airlines Pass Through Trust 2025-1A, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.7 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.150	Escrow and Paying Agent Agreement (Class B), dated as of November 12, 2025, among Wilmington Trust, National Association, as Escrow Agent, J.P. Morgan Securities LLC and Deutsche Bank Securities, Inc., for themselves and on behalf of the several Underwriters, Wilmington Trust Company, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of American Airlines Pass Through Trust 2025-1B, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.8 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).

Exhibit Number	Description
4.151	Note Purchase Agreement, dated as of November 12, 2025, among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust, National Association, as Escrow Agent, and Wilmington Trust Company, as Paying Agent (incorporated by reference to Exhibit 4.9 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.152	Form of Participation Agreement (Participation Agreement among American Airlines, Inc., Wilmington Trust Company, as Pass Through Trustee under each of the Pass Through Trust Agreements, Wilmington Trust Company, as Subordination Agent, Wilmington Trust Company, as Loan Trustee, and Wilmington Trust Company, in its individual capacity as set forth therein) (incorporated by reference to Exhibit 4.10 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.153	Form of Indenture and Security Agreement (Indenture and Security Agreement between American Airlines, Inc., and Wilmington Trust Company, as Loan Trustee) (incorporated by reference to Exhibit 4.11 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.154	Form of Pass Through Trust Certificate, Series 2025-1A (incorporated by reference to Exhibit 4.12 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.155	Form of Pass Through Trust Certificate, Series 2025-1B (incorporated by reference to Exhibit 4.13 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.156	Revolving Credit Agreement (2025-1A), dated as of November 12, 2025, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2025-1A, as Borrower, and Natixis, New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.14 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.157	Revolving Credit Agreement (2025-1B), dated as of November 12, 2025, between Wilmington Trust Company, as Subordination Agent, as agent and trustee for the trustee of the American Airlines Pass Through Trust 2025-1B, as Borrower, and Natixis, New York Branch, as Liquidity Provider (incorporated by reference to Exhibit 4.15 to American's Current Report on Form 8-K filed on November 13, 2025 (Commission File No. 001-02691)).
4.158	Warrant Agreement, dated as of April 20, 2020, between American Airlines Group, Inc. and the United States Department of the Treasury (incorporated by reference to Exhibit 4.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (Commission File No. 1-8400)).
4.159	Form of PSP1 Warrant (incorporated by reference to Annex B to Exhibit 4.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (Commission File No. 1-8400)).
4.160	Warrant Agreement, dated as of September 25, 2020, between American Airlines Group, Inc. and the United States Department of the Treasury (incorporated by reference to Exhibit 4.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020 (Commission File No. 1-8400)).
4.161	Form of Treasury Loan Warrant (incorporated by reference to Annex B to Exhibit 4.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020 (Commission File No. 1-8400)).
4.162	Warrant Agreement, dated as of January 15, 2021, between American Airlines Group, Inc. and the United States Department of the Treasury (incorporated by reference to Exhibit 4.182 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).
4.163	Form of PSP2 Warrant (incorporated by reference to Annex B to Exhibit 4.182).
4.164	Warrant Agreement, dated as of April 23, 2021, between American Airlines Group Inc. and the United States Department of the Treasury (incorporated by reference to Exhibit 4.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (Commission File No. 1-8400)).
4.165	Form of PSP3 Warrant (incorporated by reference to Annex B to Exhibit 4.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (Commission File No. 1-8400)).
4.166	Indenture, dated as of March 24, 2021, by and among American Airlines, Inc., AAdvantage Loyalty IP Ltd., American Airlines Group Inc., AAdvantage Holdings 1, Ltd. and AAdvantage Holdings 2, Ltd. and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).
4.167	First Supplemental Indenture, dated as of August 27, 2021, among Madrid IP Lux GP S.à r.l., Madrid IP Lux Holdco SCS, Madrid IP Lux Holdco 2 SCS, AAdvantage Loyalty IP Ltd., American Airlines, Inc. and Wilmington Trust, National Association, as trustee, to the Indenture dated as of March 24, 2021.
4.168	Form of 5.50% Senior Secured Notes due 2026 (incorporated by reference as Exhibit A-1 to Exhibit 4.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).
4.169	Form of 5.75% Senior Secured Notes due 2029 (incorporated by reference as Exhibit A-2 to Exhibit 4.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).

Exhibit Number	Description
4.170	Indenture, dated as of February 15, 2023, by and among American Airlines, Inc., American Airlines Group Inc. and Wilmington Trust, National Association, as trustee and as collateral agent (incorporated by reference to Exhibit 4.1 to AAG's Current Report on Form 8-K filed on February 15, 2023 (Commission File No. 1-8400)).
4.171	Form of 7.25% Senior Secured Notes due 2028 (incorporated by reference to Exhibit A to Exhibit 4.1 of AAG's Current Report on Form 8-K filed on February 15, 2023 (Commission File No. 1-8400)).
4.172	Indenture, dated as of December 4, 2023, by and among American Airlines, Inc., American Airlines Group Inc. and Wilmington Trust, National Association, as trustee and as collateral trustee (incorporated by reference to Exhibit 4.1 to AAG's Current Report on Form 8-K filed on December 4, 2023 (Commission File No. 1-8400)).
4.173	Form of 8.50% Senior Secured Notes due 2029 (incorporated by reference to Exhibit A to Exhibit 4.1 of AAG's Current Report on Form 8-K filed on December 4, 2023 (Commission File No. 1-8400)).
4.174	Tax Benefit Preservation Plan, dated as of December 21, 2021, between American Airlines Group Inc. and American Stock Transfer & Trust Company, LLC, which includes the Form of Certificate of Designations of Series B Junior Participating Preferred Stock as Exhibit A, the Form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C (incorporated by reference to Exhibit 4.1 to AAG's Current Report on Form 8-K filed on December 22, 2021 (Commission File No. 1-8400)).
4.175	Amendment No. 1 to the Tax Benefit Preservation Plan, dated as of October 31, 2024, by and between American Airlines Group Inc. and Equiniti Trust Company, LLC, as rights agent. (incorporated by reference to Exhibit 4.1 to AAG's Current Report on Form 8-K filed on November 1, 2024 (Commission File No. 1-8400)).
10.1	Payroll Support Program Agreement, dated as of April 20, 2020, between American Airlines, Inc. and the United States Department of the Treasury (incorporated by reference to Exhibit 10.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (Commission File No. 1-8400)).
10.2	Promissory Note, dated as of April 20, 2020, issued by American Airlines Group Inc. in the name of the United States Department of the Treasury and guaranteed by American Airlines, Inc., Envoy Air Inc., Piedmont Airlines, Inc. and PSA Airlines, Inc. (incorporated by reference to Exhibit 10.6 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (Commission File No. 1-8400)).
10.3	Payroll Support Program Extension Agreement, dated as of January 15, 2021, between American Airlines, Inc. and the United States Department of the Treasury (incorporated by reference to Exhibit 10.3 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).
10.4	Promissory Note, dated as of January 15, 2021, issued by American Airlines Group Inc. in the name of the United States Department of the Treasury and guaranteed by American Airlines, Inc., Envoy Air Inc., Piedmont Airlines, Inc. and PSA Airlines, Inc. (incorporated by reference to Exhibit 10.4 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).
10.5	Payroll Support Program 3 Agreement, dated as of April 23, 2021, between American Airlines, Inc. and the United States Department of the Treasury (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (Commission File No. 1-8400)).
10.6	Promissory Note, dated as of April 23, 2021, issued by American Airlines Group Inc. in the name of the United States Department of the Treasury and guaranteed by American Airlines, Inc., Envoy Air Inc., Piedmont Airlines, Inc. and PSA Airlines, Inc. (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (Commission File No. 1-8400)).
10.7	Amendment, dated as of June 30, 2022, to the Promissory Notes and the Warrants issued by American Airlines Group Inc. to the United States Department of the Treasury (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (Commission File No. 1-8400)).
10.8	Loan and Guarantee Agreement, dated as of September 25, 2020, among American Airlines, Inc., American Airlines Group Inc., the other guarantors party thereto from time to time, the United States Department of the Treasury and the Bank of New York Mellon, as administrative and collateral agent (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020 (Commission File No. 1-8400).
10.9	Restatement Agreement, dated as of October 21, 2020, to Loan and Guarantee Agreement, dated as of September 25, 2020, among American Airlines, Inc., American Airlines Group Inc., the other guarantors party thereto from time to time, the United States Department of the Treasury and the Bank of New York Mellon, as administrative and collateral agent (incorporated by reference to Exhibit 10.6 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.10	Letter Agreement, dated as of January 15, 2021, to Loan and Guarantee Agreement, dated as of September 25, 2020, among American Airlines, Inc., American Airlines Group Inc., the other guarantors party thereto from time to time, the United States Department of the Treasury and the Bank of New York Mellon, as administrative and collateral agent (incorporated by reference to Exhibit 10.7 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).

Exhibit Number	Description
10.11	Amended and Restated Credit and Guaranty Agreement, dated as of December 15, 2016, amending the Loan Agreement, dated as of May 23, 2013, among American Airlines, Inc. (as successor in interest to US Airways, Inc., as borrower), as the borrower, American Airlines Group Inc., as parent and guarantor (as successor in interest to US Airways Group, Inc., as parent and guarantor), the lenders from time to time party thereto, Citibank N.A., as administrative agent and collateral agent (as successor in interest to Citicorp North America Inc., as administrative agent and collateral agent), and certain other parties thereto. (incorporated by reference to Exhibit 10.1 to AAG's Annual Report on Form 10-K for the year ended December 31, 2016 (Commission File No. 1-8400)).
10.12	First Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of November 14, 2017, amending the Amended and Restated Credit and Guaranty Agreement, dated as of December 15, 2016, amending the Loan Agreement, dated as of May 23, 2013, among American Airlines, Inc. (as successor in interest to US Airways, Inc., as borrower), as the borrower, American Airlines Group Inc., as parent and guarantor (as successor in interest to US Airways Group, Inc., as parent and guarantor), the lenders from time to time party thereto, Citibank N.A., as administrative agent and collateral agent (as successor in interest to Citicorp North America Inc., as administrative agent and collateral agent), and certain other parties thereto (incorporated by reference to Exhibit 10.2 to AAG's Annual Report on Form 10-K for the year ended December 31, 2017 (Commission File No. 1-8400)).
10.13	First Amendment and Restatement Agreement, dated as of April 20, 2015, in relation to the Credit and Guaranty Agreement, dated as of October 10, 2014 (as amended), among American Airlines Group Inc. (as successor in interest to US Airways Group, Inc.), American Airlines, Inc. (as successor in interest to US Airways, Inc.), the Revolving Lenders (as defined therein) party thereto, the 2015 Term Loan Lenders (as defined therein) party thereto and Citibank N.A., as administrative agent and collateral agent (incorporated by reference to Exhibit 10.4 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (Commission File No. 1-8400)).
10.14	First Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of October 26, 2015, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc. (as successor in interest to US Airways, Inc.), American Airlines Group Inc. (as successor in interest to US Airways Group, Inc.), the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.6 to AAG's Annual Report on Form 10-K for the year ended December 31, 2015 (Commission File No. 1-8400)).
10.15	Second Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of September 22, 2016, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (Commission File No. 1-8400)).
10.16	Increase Joinder, dated as of April 21, 2025, amending that certain Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time), by and among American Airlines, Inc., as borrower, American Airlines Group Inc., as guarantor, the lenders from time to time party thereto and Citibank, N.A., as administrative agent (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025 (Commission File No. 1-8400)).**
10.17	Third Amendment to the Amended and Restated Credit and Guaranty Agreement, dated as of June 14, 2017, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2017 (Commission File No. 1-8400)).
10.18	Fourth Amendment to the Amended and Restated Credit and Guaranty Agreement, dated as of August 21, 2017, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (Commission File No. 1-8400)).*
10.19	Fifth Amendment to the Amended and Restated Credit and Guaranty Agreement, dated as of September 17, 2018, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018 (Commission File No. 1-8400)).

Exhibit Number	Description
10.20	Sixth Amendment to the Amended and Restated Credit and Guaranty Agreement, dated as of December 10, 2018, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.24 to AAG's Annual Report on Form 10-K for the year ended December 31, 2023 (Commission File No. 1-8400).**
10.21	Seventh Amendment to the Amended and Restated Credit and Guaranty Agreement, dated as of November 8, 2019, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.10 to AAG's Annual Report on Form 10-K for the year ended December 31, 2019 (Commission File No. 1-8400)).**
10.22	Eighth Amendment to the Amended and Restated Credit and Guaranty Agreement, dated as of January 29, 2020, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.3 to AAG's quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (Commission File No. 1-8400))**
10.23	Ninth Amendment to the Amended and Restated Credit and Guaranty Agreement, dated as of March 13, 2023, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.4 to AAG's quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (Commission File No. 1-8400))**
10.24	Tenth Amendment to the Amended and Restated Credit and Guaranty Agreement, dated as of June 4, 2024, amending the Amended and Restated Credit and Guaranty Agreement, dated as of April 20, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Citibank N.A., as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.2 to AAG's quarterly Report on Form 10-Q for the quarter ended June 30, 2024 (Commission File No. 1-8400))**
10.25	First Amendment and Restatement Agreement, dated as of May 21, 2015, in relation to the Credit and Guaranty Agreement, dated as of June 27, 2013 (as amended), among American Airlines Group Inc. (as successor in interest to US Airways Group, Inc.), American Airlines, Inc. (as successor in interest to US Airways, Inc.), the Revolving Lenders (as defined therein) party thereto, the 2015 Term Loan Lenders (as defined therein) party thereto and Deutsche Bank AG New York Branch, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (Commission File No. 1-8400)).
10.26	First Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of October 26, 2015, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc. (as successor in interest to US Airways, Inc.), American Airlines Group Inc., (as successor in interest to US Airways Group, Inc.), the lenders from time to time party thereto, Deutsche Bank AG New York Branch, as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.8 to AAG's Annual Report on Form 10-K for the year ended December 31, 2015 (Commission File No. 1-8400)).
10.27	Second Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of March 14, 2017, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Deutsche Bank AG New York Branch, as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-8400)).
10.28	Third Amendment to the Amended and Restated Credit And Guaranty Agreement, dated as of August 21, 2017, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Deutsche Bank AG New York Branch, as administrative agent, and certain other parties thereto (incorporated by reference to Exhibit 10.11 to AAG's Annual Report on Form 10-K for the year ended December 31, 2017 (Commission File No. 1-8400)).*
10.29	Fourth Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of May 15, 2018, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Deutsche Bank AG New York Branch, as administrative agent, and Barclays Bank PLC, as designated replacement term lender (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 (Commission File No. 1-8400)).

Exhibit Number	Description
10.30	Fifth Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of December 10, 2018, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Deutsche Bank AG New York Branch, as administrative agent, and Barclays Bank PLC, as designated replacement term lender (incorporated by reference to Exhibit 10.31 to AGG's Annual Report on Form 10-K for the year ended December 31, 2023 (Commission File No. 1-8500)).**
10.31	Sixth Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of November 8, 2019, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto, Deutsche Bank AG New York Branch, as administrative agent, and Barclays Bank PLC, as designated replacement term lender (incorporated by reference to Exhibit 10.17 to AAG's Annual Report on Form 10-K for the year ended December 31, 2019 (Commission File No. 1-8400)).**
10.32	Seventh Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of February 15, 2023, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto and Barclays Bank PLC, as administrative agent (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (Commission File No. 1-8400)).**
10.33	Eighth Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of March 13, 2023, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto and Barclays Bank PLC, as administrative agent (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (Commission File No. 1-8400)).**
10.34	Ninth Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of June 4, 2024, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto and Barclays Bank PLC, as administrative agent (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 (Commission File No. 1-8400)).**
10.35	Tenth Amendment to Amended and Restated Credit and Guaranty Agreement, dated as of December 19, 2024, amending the Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015, among American Airlines, Inc., American Airlines Group Inc., the lenders from time to time party thereto and Barclays Bank PLC, as administrative agent (incorporated by reference to Exhibit 10.1 to AAG's Current Report on Form 8-K filed on December 23, 2024 (Commission File No. 1-8400)).**
10.36	Increase Joinder, dated as of April 21, 2025, amending that certain Amended and Restated Credit and Guaranty Agreement, dated as of May 21, 2015 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time), by and among American Airlines, Inc., as borrower, American Airlines Group Inc., as guarantor, the lenders from time to time party thereto and Barclays Bank PLC, as administrative agent (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025 (Commission File No. 1-8400)).**
10.37	Credit and Guaranty Agreement, dated as of December 4, 2023, among American Airlines Inc., as the borrower, American Airlines Group Inc., as parent and guarantor, the lenders from time to time party thereto, Citibank, N.A., as administrative agent, and certain other parties from time to time party thereto (incorporated by reference to Exhibit 4.3 to AAG's Current Report on Form 8-K filed on December 4, 2023 (Commission File No. 1-8400)).
10.38	First Amendment to Credit and Guaranty Agreement, dated as of June 4, 2024, amending the Credit and Guaranty Agreement, dated as of December 4, 2023, among American Airlines, Inc., as the borrower, American Airlines Group Inc., as parent and guarantor, the lenders from time to time party thereto, Citibank, N.A., as administrative agent, and certain other parties from time to time party thereto (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 (Commission File No. 1-8400)).**
10.39	Second Amendment to Credit and Guaranty Agreement, dated as of June 4, 2024, amending the Credit and Guaranty Agreement, dated as of December 4, 2023, among American Airlines, Inc., as the borrower, American Airlines Group Inc., as parent and guarantor, the lenders from time to time party thereto, Citibank, N.A., as administrative agent, and certain other parties from time to time party thereto (incorporated by reference to Exhibit 10.4 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 (Commission File No. 1-8400)).**
10.40	Third Amendment to Credit and Guaranty Agreement, dated as of December 23, 2024, amending the Credit and Guaranty Agreement, dated as of December 4, 2023, among American Airlines, Inc., as the borrower, American Airlines Group Inc., as parent and guarantor, the lenders from time to time party thereto, Citibank, N.A., as administrative agent, and certain other parties from time to time party thereto (incorporated by reference to Exhibit 10.2 to AAG's Current Report on Form 8-K filed on December 23, 2024 (Commission File No. 1-8400))**

Exhibit Number	Description
10.41	Increase Joinder, dated as of April 21, 2025, amending that certain Credit and Guaranty Agreement, dated as of December 4, 2023 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time), by and among American Airlines, Inc., as borrower, American Airlines Group Inc., as guarantor, the lenders from time to time party thereto and Citibank, N.A., as administrative agent. (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025 (Commission File No. 1-8400))**
10.42	Purchase Agreement No. 3219, dated as of October 15, 2008, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.38 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.43	Supplemental Agreement No. 2, dated as of July 21, 2010, to Purchase Agreement No. 3219 between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.39 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.44	Supplemental Agreement No. 3, dated as of February 1, 2013, to Purchase Agreement No. 3219 between American Airlines, Inc., and The Boeing Company (incorporated by reference to Exhibit 10.40 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.45	Supplemental Agreement No. 4, dated as of June 9, 2014, to Purchase Agreement No. 3219 between The Boeing Company and American Airlines, Inc. dated as of October 15, 2008, relating to Boeing Model 787 Aircraft, as amended, restated, amended and restated, supplemented or otherwise modified (incorporated by reference to Exhibit 10.41 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.46	Supplemental Agreement No. 5, dated as of January 20, 2015, to Purchase Agreement No. 3219 between The Boeing Company and American Airlines, Inc., dated as of October 15, 2008, relating to Boeing Model 787 Aircraft, as amended, restated, amended and restated, supplemented or otherwise modified (incorporated by reference to Exhibit 10.42 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.47	Supplemental Agreement No. 6, dated as of April 21, 2015, to Purchase Agreement No. 3219 between American Airlines, Inc. and The Boeing Company, dated as of October 15, 2008, as amended, restated, amended and restated, supplemented or otherwise modified (incorporated by reference to Exhibit 10.43 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.48	Supplemental Agreement No. 7, dated as of September 12, 2016, to Purchase Agreement No. 3219 dated as of October 15, 2008, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.44 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.49	Supplemental Agreement No. 8, dated as of January 26, 2017, to Purchase Agreement No. 3219 dated as of October 15, 2008, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.45 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.50	Supplemental Agreement No. 9, dated as of April 24, 2017, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.46 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.51	Supplemental Agreement No. 10, dated as of May 11, 2017, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.47 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.52	Supplemental Agreement No. 11, dated as of April 6, 2018, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 (Commission File No. 1-8400)).*
10.53	Supplemental Agreement No. 12, dated as of May 29, 2019, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (Commission File No. 1-8400)).**
10.54	Supplemental Agreement No. 13, dated as of August 20, 2019, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019 (Commission File No. 1-8400)).**

Exhibit Number	Description
10.55	Supplemental Agreement No. 14, dated as of February 24, 2020, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (Commission File No. 1-8400)).**
10.56	Supplemental Agreement No. 15, dated as of March 16, 2020, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 (Commission File No. 1-8400)).**
10.57	Supplemental Agreement No. 16, dated as of May 21, 2021, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.4 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (Commission File No. 1-8400)).**
10.58	Supplemental Agreement No. 17, dated as of January 31, 2022, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (Commission File No. 1-8400)).**
10.59	Supplemental Agreement No. 18, dated as of February 9, 2023, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 (Commission File No. 1-8400)).**
10.60	Supplemental Agreement No. 19, dated as of April 23, 2023, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 (Commission File No. 1-8400)).**
10.61	Supplemental Agreement No. 20, dated as of August 31, 2023, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 (Commission File No. 1-8400)).**
10.62	Supplemental Agreement No. 21, dated as of February 15, 2024, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company. (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 (Commission File No. 1-8400)).**
10.63	Supplemental Agreement No. 22, dated as of January 3, 2025, to Purchase Agreement No. 3219 dated as of October 15, 2008, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 (Commission File No. 1-8400)).**
10.64	Letter Agreement No. AAL-LA-2100511, dated as of March 9, 2021, to Purchase Agreement No. 3219 by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.8 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).**
10.65	Amendment 1, dated as of March 25, 2021, to the Letter Agreement No. AAL-LA-2100511, dated as of March 9, 2021, to Purchase Agreement No. 3219 by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.9 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).**
10.66	Amendment 2, dated as of June 28, 2021, to the Letter Agreement No. AAL-LA-2100511, dated as of March 9, 2021, to Purchase Agreement No. 3219 by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (Commission File No. 1-8400)).**
10.67	Amendment No. 3, dated as of September 24, 2021, to the Letter Agreement No. AAL-LA-2100511, dated as of March 9, 2021, to Purchase Agreement No. 3219 by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 (Commission File No. 1-8400)).**
10.68	Letter Agreement No. AAL LA 2100530, dated as of March 9, 2021, to Purchase Agreement No. 3219 by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.10 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).**
10.69	Amendment No. 4, dated as of December 15, 2021, to the Letter Agreement No. AAL-LA-2100511, dated as of March 9, 2021, to Purchase Agreement No. 3219 by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.19 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**

Exhibit Number	Description
10.70	Letter Agreement, dated as of January 19, 2023, to Purchase Agreement No. 3219 by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 (Commission File No. 1-8400)).**
10.71	A320 Family Aircraft Purchase Agreement, dated as of July 20, 2011, between American Airlines, Inc. and Airbus S.A.S (incorporated by reference to Exhibit 10.46 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.72	Amendment No. 1, dated as of January 11, 2013, to A320 Family Aircraft Purchase Agreement between American Airlines, Inc. and Airbus S.A.S., dated as of July 20, 2011 (incorporated by reference to Exhibit 10.47 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.73	Amendment No. 2, dated as of May 30, 2013, to A320 Family Aircraft Purchase Agreement between American Airlines, Inc. and Airbus S.A.S, dated as of July 20, 2011 (incorporated by reference to Exhibit 10.48 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.74	Amendment No. 3, dated as of November 20, 2013, to A320 Family Aircraft Purchase Agreement between American Airlines, Inc. and Airbus S.A.S., dated as of July 20, 2011 (incorporated by reference to Exhibit 10.49 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.75	Amendment No. 4, dated as of June 18, 2014, to the A320 Family Aircraft Purchase Agreement between Airbus S.A.S., as seller, and American Airlines, Inc., as buyer, dated as of July 20, 2011, as amended, restated, amended and restated, supplemented or otherwise modified (incorporated by reference to Exhibit 10.50 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.76	Amendment No. 5, dated as of June 24, 2014, to the A320 Family Aircraft Purchase Agreement between Airbus S.A.S., as seller, and American Airlines, Inc., as buyer, dated as of July 20, 2011, as amended, restated, amended and restated, supplemented or otherwise modified (incorporated by reference to Exhibit 10.51 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.77	Amendment No. 6, dated as of July 1, 2014, to the A320 Family Aircraft Purchase Agreement between Airbus S.A.S., as seller, and American Airlines, Inc., as buyer, dated as of July 20, 2011, as amended, restated, amended and restated, supplemented or otherwise modified (incorporated by reference to Exhibit 10.52 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.78	Amendment No. 7, dated as of November 25, 2014, to the A320 Family Aircraft Purchase Agreement between Airbus S.A.S., as seller, and American Airlines, Inc., as buyer, dated as of July 20, 2011, as amended, restated, amended and restated, supplemented or otherwise (incorporated by reference to Exhibit 10.53 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.79	Amendment No. 8, dated as of June 11, 2015, to the A320 Family Aircraft Purchase Agreement between American Airlines, Inc. and Airbus S.A.S., dated as of July 20, 2011, as amended, restated, amended and restated, supplemented or otherwise modified (incorporated by reference to Exhibit 10.54 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.80	Amendment No. 9, dated as of September 23, 2015, to the A320 Family Aircraft Purchase Agreement, dated as of July 20, 2011, between American Airlines, Inc. and Airbus S.A.S. (incorporated by reference to Exhibit 10.55 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.81	Amendment No. 10, dated as of July 16, 2018, to the A320 Family Aircraft Purchase Agreement, dated as of July 20, 2011, between American Airlines, Inc. and Airbus S.A.S. (incorporated by reference to Exhibit 10.56 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.82	Amendment No. 11, dated as of June 19, 2019, to the A320 Family Aircraft Purchase Agreement, dated as of July 20, 2011, between American Airlines, Inc. and Airbus S.A.S. (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (Commission File No. 1-8400)).**
10.83	Amendment No. 12, dated as of June 26, 2020, to the A320 Family Aircraft Purchase Agreement between Airbus S.A.S., as seller, and American Airlines, Inc. as buyer, dated as of July 20, 2011, as amended, restated, amended and restated, supplemented or otherwise (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020 (Commission File No. 1-8400)).**
10.84	Amendment No. 13, dated as of July 13, 2020, to the A320 Family Aircraft Purchase Agreement between Airbus S.A.S., as seller, and American Airlines, Inc. as buyer, dated as of July 20, 2011, as amended, restated, amended and restated, supplemented or otherwise (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020 (Commission File No. 1-8400)).**

Exhibit Number	Description
10.85	Amendment No. 14, dated as of October 8, 2020, to the A320 Family Aircraft Purchase Agreement between Airbus S.A.S., as seller, and American Airlines, Inc. as buyer, dated as of July 20, 2011, as amended, restated, amended and restated, supplemented or otherwise (incorporated by reference to Exhibit 10.60 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.86	Amendment No. 15, dated as of June 30, 2021, to the A320 Family Aircraft Purchase Agreement between Airbus S.A.S., as seller, and American Airlines, Inc. as buyer, dated as of July 20, 2011, as amended, restated, amended and restated, supplemented or otherwise (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 (Commission File No. 1-8400)).**
10.87	Amendment No. 16, dated as of March 2, 2024, to the A320 Family Aircraft Purchase Agreement between Airbus S.A.S., as seller, and American Airlines, Inc. as buyer, dated as of July 20, 2011. (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 (Commission File No. 1-8400)).**
10.88	Consent Agreement, dated as of October 5, 2015, between American Airlines, Inc. (as successor in interest to US Airways, Inc.), American Airlines, Inc. and Airbus S.A.S. (incorporated by reference to Exhibit 10.95 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400))**
10.89	Purchase Agreement No. 03735, dated as of February 1, 2013, between American Airlines, Inc., and The Boeing Company (incorporated by reference to Exhibit 10.69 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.90	Supplemental Agreement No. 1, dated as of April 15, 2013, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.70 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.91	Supplemental Agreement No. 2, dated as of March 6, 2015, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.71 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.92	Supplemental Agreement No. 3, dated as of May 22, 2015, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.72 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.93	Letter Agreement, dated as of January 14, 2016, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.73 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.94	Supplemental Agreement No. 4, dated as of June 6, 2016, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.74 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.95	Supplemental Agreement No. 5, dated as of August 8, 2016, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.81 to AAG's Annual Report on Form 10-K for the year ended December 31, 2023 (Commission File No. 1-8400)).**
10.96	Supplemental Agreement No. 6, dated as of November 15, 2016, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.76 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.97	Supplemental Agreement No. 7, dated as of March 2, 2017, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.77 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**
10.98	Supplemental Agreement No. 8, dated as of December 7, 2017, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.45 to AAG's Annual Report on Form 10-K for the year ended December 31, 2017 (Commission File No. 1-8400)).*

Exhibit Number	Description
10.99	Supplemental Agreement No. 9, dated as of April 6, 2018, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 (Commission File No. 1-8400)).*
10.100	Supplemental Agreement No. 10, dated as of March 26, 2019, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 (Commission File No. 1-8400)).**
10.101	Letter Agreement, dated as of September 4, 2020, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2020 (Commission File No. 1-8400)).**
10.102	Supplemental Agreement No. 11, dated as of October 9, 2020, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.74 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.103	Supplemental Agreement No. 12, dated as of October 22, 2020, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.75 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.104	Supplemental Agreement No. 13, dated as of November 17, 2020, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.76 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.105	Supplemental Agreement No. 14, dated as of November 25, 2020, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.77 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.106	Supplemental Agreement No. 15, dated as of December 15, 2020, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.78 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.107	Amendment 1, dated as of December 31, 2020, to the Letter Agreement, dated as of September 4, 2020, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.79 to AAG's Annual Report on Form 10-K for the year ended December 31, 2020 (Commission File No. 1-8400)).**
10.108	Supplemental Agreement No. 16, dated as of January 14, 2021, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).**
10.109	Supplemental Agreement No. 17, dated as of February 11, 2021, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.6 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).**
10.110	Supplemental Agreement No. 18, dated as of March 12, 2021, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.7 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).**
10.111	Supplemental Agreement No. 19, dated as of April 8, 2021, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2021 (Commission File No. 1-8400)).**
10.112	Supplemental Agreement No. 20, dated as of November 12, 2021, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.92 to AAG's Annual Report on Form 10-K for the year ended December 31, 2021 (Commission File No. 1-8400)).**

Exhibit Number	Description
10.113	Supplemental Agreement No. 21, dated as of January 14, 2022, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (Commission File No. 1-8400)).**
10.114	Supplemental Agreement No. 22, dated as of January 31, 2022, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 (Commission File No. 1-8400)).**
10.115	Supplemental Agreement No. 23, dated as of May 5, 2022, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (Commission File No. 1-8400)).**
10.116	Supplemental Agreement No. 24, dated as of June 6, 2022, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022 (Commission File No. 1-8400)).**
10.117	Supplemental Agreement No. 25, dated as of July 1, 2022, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 (Commission File No. 1-8400)).**
10.118	Supplemental Agreement No. 26, dated as of August 1, 2022, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 (Commission File No. 1-8400)).**
10.119	Supplemental Agreement No. 27, dated as of October 3, 2022, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and the Boeing Company (incorporated by reference to Exhibit 10.101 to AAG's Annual Report on Form 10-K for the year ended December 31, 2022 (Commission File No. 1-8400)).**
10.120	Supplemental Agreement No. 28, dated as of November 4, 2022, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and the Boeing Company (incorporated by reference to Exhibit 10.102 to AAG's Annual Report on Form 10-K for the year ended December 31, 2022 (Commission File No. 1-8400)).**
10.121	Supplemental Agreement No. 29, dated as of May 23, 2023, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and the Boeing Company (incorporated by reference to Exhibit 10.2 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 (Commission File No. 1-8400)).**
10.122	Supplemental Agreement No. 30, dated as of June 2, 2023, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and the Boeing Company (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 (Commission File No. 1-8400)).**
10.123	Supplemental Agreement No. 31, dated as of July 5, 2023, to Purchase Agreement No. 03735 dated as of February 1, 2013, between American Airlines, Inc. and the Boeing Company (incorporated by reference to Exhibit 10.1 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 (Commission File No. 1-8400)).**
10.124	Supplemental Agreement No. 32, dated as of March 4, 2024, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 (Commission File No. 1-8400)).**
10.125	Supplemental Agreement No. 33, dated as of August 21, 2024, to Purchase Agreement No. 03735 dated as of February 1, 2013, between The Boeing Company and American Airlines, Inc. Relating to Boeing Model 737 MAX Aircraft (incorporated by reference to Exhibit 10.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2024 (Commission File No. 1-8400)).**
10.126	Supplemental Agreement No. 34, dated as of March 19, 2025, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.3 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 (Commission File No. 1-8400)).**

Exhibit Number	Description
10.127	Supplemental Agreement No. 35, dated as of June 30, 2025, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company (incorporated by reference to Exhibit 10.6 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025 (Commission File No. 1-8400)).**
10.128	Supplemental Agreement No. 36, dated as of October 13, 2025, to Purchase Agreement No. 03735 dated as of February 1, 2013, by and between American Airlines, Inc. and The Boeing Company.**
10.129	Supplemental Executive Retirement Program for Officers of American Airlines, Inc., as amended and restated as of January 1, 2005 (incorporated by reference to Exhibit 10.127 to AMR's Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-8400)).†
10.130	Trust Agreement Under Supplemental Retirement Program for Officers of American Airlines, Inc., as amended and restated as of June 1, 2007 (incorporated by reference to Exhibit 10.128 to AMR's Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-8400)).†
10.131	Trust Agreement Under Supplemental Executive Retirement Program for Officers of American Airlines, Inc. Participating in the Super Saver Plus Plan, as amended and restated as of June 1, 2007 (incorporated by reference to Exhibit 10.129 to AMR's Annual Report on Form 10-K for the year ended December 31, 2008 (Commission File No. 1-8400)).†
10.132	American Airlines Group Inc. 2013 Incentive Award Plan (incorporated by reference to Exhibit 4.1 of AAG's Form S-8 Registration Statement, filed on December 4, 2013 (Registration No. 333-192660)).†
10.133	First Amendment to the American Airlines Group Inc. 2013 Incentive Award Plan (incorporated by reference to Exhibit 10.64 to AAG's Annual Report on Form 10-K for the year ended December 31, 2017 (Commission File No. 1-8400)).†
10.134	Form of American Airlines Group Inc. 2013 Incentive Award Plan Restricted Stock Unit (Cash-Settled) Award Grant Notice and Award Agreement (incorporated by reference to Exhibit 10.125 to AAG's Annual Report on Form 10-K for the year ended December 31, 2013 (Commission File No. 1-8400)).†
10.135	Form of American Airlines Group Inc. 2013 Incentive Award Plan Restricted Stock Unit (Stock-Settled) Award Grant Notice and Award Agreement (incorporated by reference to Exhibit 10.127 to AAG's Annual Report on Form 10-K for the year ended December 31, 2013 (Commission File No. 1-8400)).†
10.136	Form of American Airlines Group Inc. 2013 Incentive Award Plan Restricted Stock Unit (Stock-Settled) Award Grant Notice and Award Agreement for Director Grants (incorporated by reference to Exhibit 10.129 to AAG's Annual Report on Form 10-K for the year ended December 31, 2013 (Commission File No. 1-8400)).†
10.137	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.9 to AAG's Current Report on Form 8-K filed on December 9, 2013 (Commission File No. 1-8400)).†
10.138	2014 Short-Term Incentive Program Under 2013 Incentive Award Plan (incorporated by reference to Exhibit 10.8 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 (Commission File No. 1-8400)).†
10.139	American Airlines Group Inc. 2023 Incentive Award Plan (incorporated by reference to Exhibit 99.1 of AAG's Form S-8 Registration Statement, filed on May 10, 2023 (Registration No. 333-271802)).†
10.140	American Airlines Group Inc. 2023 Incentive Award Plan, as amended, dated as of April 29, 2025 (incorporated by reference to Exhibit 10.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025 (Commission File No. 1-8400)).†
10.141	Form of American Airlines Group Inc. 2023 Incentive Award Plan Restricted Stock Unit (Stock-Settled) Award Grant Notice and Award Agreement (incorporated by reference to Exhibit 10.122 to AAG's Annual Report on Form 10-K for the year ended December 31, 2023 (Commission File No. 1-8400)).†
10.142	Form of Letter Agreement for Directors Travel Program (incorporated by reference to Exhibit 10.106 to US Airways Group's Annual Report on Form 10-K for the year ended December 31, 2007 (Commission File No. 1-8444)).†
10.143	Form of Letter Agreement, dated April 25, 2017, by and between American Airlines Group Inc. and each of Robert D. Isom, Jr., Stephen L. Johnson and Derek J. Kerr (incorporated by reference to Exhibit 10.1 to AAG's Current Report on Form 8-K filed on May 1, 2017 (Commission File No. 1-8400)).†
10.144	Term Loan Credit and Guaranty Agreement, dated as of March 24, 2021, among American Airlines, Inc., AAdvantage Loyalty IP Ltd., American Airlines Group Inc., AAdvantage Holdings 1, Ltd., AAdvantage Holdings 2, Ltd., Barclays Bank PLC, as administrative agent, Wilmington Trust, National Association, as collateral administrator, and the lenders party thereto (incorporated by reference as Exhibit 10.4 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (Commission File No. 1-8400)).#
10.145	First Amendment to Term Loan Credit and Guaranty Agreement, dated as of June 26, 2023, among American Airlines, Inc., AAdvantage Loyalty IP Ltd., Barclays Bank PLC, as administrative agent.***

Exhibit Number	Description
10.146	Second Amendment to Term Loan Credit and Guaranty Agreement, dated as of March 24, 2025, among American Airlines, Inc., AAdvantage Loyalty IP Ltd., Barclays Bank PLC, as administrative agent, and Barclays Bank PLC, as Designated 2025 Replacement Term Lender (incorporated by reference as Exhibit 10.1 to AAG's Current Report on Form 8-K filed on March 28, 2025 (Commission File No. 1-8400)).
10.147	Third Amendment to Term Loan Credit and Guaranty Agreement, dated as of May 28, 2025, among American Airlines, Inc., AAdvantage Loyalty IP Ltd., Barclays Bank PLC, as administrative agent, and Citibank, N.A., as Designated 2025 Incremental Term Lender (incorporated by reference as Exhibit 10.1 to AAG's Current Report on Form 8-K filed on May 29, 2025 (Commission File No. 1-8400)).***
10.148	Severance Agreement and Restrictive Covenants Agreement, dated as of September 20, 2023, among American Airlines Group, Inc., American Airlines, Inc. and Robert D. Isom (incorporated by reference to Exhibit 10.130 to AAG's Annual Report on Form 10-K for the year ended December 31, 2023 (Commission File No. 1-8400)).†
10.149	Severance Agreement and Restrictive Covenants Agreement, dated as of September 20, 2023, among American Airlines Group, Inc., American Airlines, Inc. and Stephen L. Johnson (incorporated by reference to Exhibit 10.4 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 (Commission File No. 1-8400)).†
10.150	Severance Agreement and Restrictive Covenants Agreement, dated as of September 20, 2023, among American Airlines Group, Inc., American Airlines, Inc. and David G. Seymour (incorporated by reference to Exhibit 10.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended September 30, 2023 (Commission File No. 1-8400)).†
10.151	Severance Agreement and Restrictive Covenants Agreement, dated as of February 21, 2024, among American Airlines Group, Inc., American Airlines, Inc. and Devon May. (incorporated by reference to Exhibit 10.5 to AAG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 (Commission File No. 1-8400)). †
10.152	Severance Agreement and Restrictive Covenants Agreement, dated as of July 1, 2025, among American Airlines Group, Inc., American Airlines, Inc. and Anthony J. Richmond. †
10.153	Severance Agreement and Restrictive Covenants Agreement, dated as of January 5, 2026, among American Airlines Group, Inc., American Airlines, Inc. and Nathaniel Pieper. †
14.1	Code of Ethics (incorporated by reference to Exhibit 14.1 to AAG's Current Report on Form 8-K filed on December 9, 2013 (Commission File No. 1-8400)).
19.1	American Airlines Group Inc. Amended and Restated Insider Trading Compliance Policy, (incorporated by reference to Exhibit 19.1 to AAG's Annual Report on Form 10-K for the year ended December 31, 2024 (Commission File No. 1-8400)).
21.1	Significant subsidiaries of AAG and American as of December 31, 2025.
23.1	Consent of Independent Registered Public Accounting Firm – KPMG LLP.
24.1	Powers of Attorney (included in signature page of this Annual Report on Form 10-K).
31.1	Certification of AAG Chief Executive Officer pursuant to Rule 13a-14(a).
31.2	Certification of AAG Chief Financial Officer pursuant to Rule 13a-14(a).
31.3	Certification of American Chief Executive Officer pursuant to Rule 13a-14(a).
31.4	Certification of American Chief Financial Officer pursuant to Rule 13a-14(a).
32.1	Certification pursuant to Rule 13a-14(b) and section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code).
32.2	Certification pursuant to Rule 13a-14(b) and section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code).
97.1	American Airlines Group Inc. Policy for Recovery of Erroneously Awarded Compensation (incorporated by reference to Exhibit 97.1 to AAG's Annual Report on form 10-K filed on December 31, 2023 (Commission File No.1-8400)).
101.1	Interactive data files pursuant to Rule 405 of Regulation S-T, formatted in Inline XBRL (eXtensible Business Reporting Language).
104.1	Cover page interactive data file (formatted in Inline XBRL and contained in Exhibit 101.1).

#	Pursuant to Item 601(a)(5) of Regulation S-K promulgated by the Securities and Exchange Commission, certain exhibits and schedules to this agreement have been omitted. Such exhibits and schedules are described in the referenced agreement. AAG and American hereby agree to furnish to the Securities and Exchange Commission, upon its request, any or all of such omitted exhibits or schedules.
*	Confidential treatment has been granted with respect to certain portions of this agreement.
**	Portions of this exhibit have been omitted in accordance with Item 601(b)(10) of Regulation S-K.
***	Portions of this exhibit have been redacted in accordance with Item 601(a)(6) of Regulation S-K.
†	Management contract or compensatory plan or arrangement.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

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

American Airlines Group Inc.

Date: February 18, 2026

By: /s/ Robert D. Isom

Robert D. Isom
Chief Executive Officer and President
(Principal Executive Officer)

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

American Airlines, Inc.

Date: February 18, 2026

By: /s/ Robert D. Isom

Robert D. Isom
Chief Executive Officer and President
(Principal Executive Officer)

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Robert D. Isom and Devon E. May and each or any of them, his or her true and lawful attorneys and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to the registrants' Annual Report on Form 10-K for the fiscal year ended December 31, 2025, and to file the same with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys and agents, and each or any of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys and agents, and each of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of American Airlines Group Inc. and in the capacities and on the dates noted:

Date: February 18, 2026

/s/ Robert D. Isom
Robert D. Isom
Chief Executive Officer, President and Director
(Principal Executive Officer)

Date: February 18, 2026

/s/ Devon E. May
Devon E. May
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Date: February 18, 2026

/s/ Angela K. Owens
Angela K. Owens
Senior Vice President and Corporate Controller
(Principal Accounting Officer)

Date: February 18, 2026

/s/ Adriane M. Brown
Adriane M. Brown, Director

Date: February 18, 2026

/s/ John T. Cahill
John T. Cahill, Director

Date: February 18, 2026

/s/ Kathryn Farmer
Kathryn Farmer, Director

Date: February 18, 2026

/s/ Matthew J. Hart
Matthew J. Hart, Director

Date: February 18, 2026

/s/ Susan D. Kronick
Susan D. Kronick, Director

Date: February 18, 2026

/s/ Martin H. Nesbitt
Martin H. Nesbitt, Director

Date: February 18, 2026

/s/ Denise M. O'Leary

Denise M. O'Leary, Director

Date: February 18, 2026

/s/ Vicente Reynal

Vicente Reynal, Director

Date: February 18, 2026

/s/ Gregory D. Smith

Gregory D. Smith, Chairman

Date: February 18, 2026

/s/ Douglas M. Steenland

Douglas M. Steenland, Director

Date: February 18, 2026

/s/ Howard Ungerleider

Howard Ungerleider, Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of American Airlines, Inc. and in the capacities and on the dates noted:

Date: February 18, 2026

/s/ Robert D. Isom

Robert D. Isom

Chief Executive Officer, President and Director

(Principal Executive Officer)

Date: February 18, 2026

/s/ Devon E. May

Devon E. May

Executive Vice President, Chief Financial Officer and Director

(Principal Financial Officer)

Date: February 18, 2026

/s/ Angela K. Owens

Angela K. Owens

Senior Vice President and Corporate Controller

(Principal Accounting Officer)

Date: February 18, 2026

/s/ Stephen L. Johnson

Stephen L. Johnson, Director

[THIS PAGE INTENTIONALLY LEFT BLANK]

Directors of American Airlines Group Inc.

(as of April 28, 2026)

Adriane M. Brown
Managing Partner
Flying Fish Partners
(Chair of the Safety Committee, Corporate Governance and Public Responsibility Committee)

John T. Cahill
Chairman
The Kraft Heinz Company
(Audit and Finance Committees)

Mary N. Dillon
Former Chief Executive Officer
Footlocker, Inc.
(Compensation and Corporate Governance and Public Responsibility Committees)

Kathryn M. Farmer
President and Chief Executive Officer
BNSF Railway
(Finance and Safety Committees)

Matthew J. Hart
Former President and Chief Operating Officer
Hilton Hotels Corporation
(Chair of the Audit Committee, Safety Committee)

Robert D. Isom
Chief Executive Officer and President
American Airlines Group Inc.

Susan D. Kronick
Former Vice Chairman
Macy's, Inc.
(Corporate Governance and Public Responsibility and Safety Committees)

Martin H. Nesbitt
Co-Chief Executive Officer
The Vistria Group
(Chair of the Corporate Governance and Public Responsibility Committee, Audit Committee)

Denise M. O'Leary
Private Venture Capital Investor
(Compensation and Corporate Governance and Public Responsibility Committees)

Vicente Reynal
Chairman, President and Chief Executive Officer
Ingersoll Rand Inc.
(Chair of the Finance Committee, Compensation Committee)

Gregory D. Smith
Chairman of the Board
American Airlines Group Inc.
Co-Founder and Chief Executive Officer
G2 Equity Partners

Douglas M. Steenland
Senior Advisor
The Blackstone Group L.P.
(Chair of the Compensation Committee, Finance Committee)

Howard I. Ungerleider
Operating Advisor
Clayton, Dubilier & Rice
(Audit and Compensation Committees)

Executive Officers of American Airlines Group Inc.

(as of April 28, 2026)

Robert D. Isom
Chief Executive Officer and President

Stephen L. Johnson
Vice Chair and Chief Strategy Officer

Devon E. May
Executive Vice President and Chief Financial Officer

Nathaniel Pieper
Executive Vice President and Chief Commercial Officer

Anthony J. Richmond
Executive Vice President, Corporate Affairs and Chief Legal Officer

David G. Seymour
Executive Vice President and Chief Operating Officer

Investor Information

Corporate Headquarters

American Airlines Group Inc.
1 Skyview Drive
Fort Worth, Texas 76155
www.aa.com

Annual Meeting

The annual meeting of stockholders of American Airlines Group Inc. will be held in virtual format via live audio webcast on Wednesday, June 10, 2026 at 9:00 a.m., Central Time. Stockholders can attend the meeting via the Internet at: *www.proxydocs.com/AAL*

Electronic Access

Rather than receiving mailed copies, stockholders whose shares are registered directly in the stockholder's name with our stock registrar and transfer agent, Equiniti Trust Company, LLC, may sign up at the following website for electronic communications, including annual meeting materials: *equiniti.com/us*

If you hold your shares in a brokerage account or otherwise through a third party in "street name," please refer to the information provided by your broker, bank or other nominee for instructions on how to elect to receive and view future annual meeting materials electronically.

Mailing Address

American Airlines Group Inc.
MD8B503
1 Skyview Drive
Fort Worth, Texas 76155

Financial and Other Company Information

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 and other financial reports and filings with the U.S. Securities and Exchange Commission, news releases and other information are available on our website at: *www.aa.com/investorrelations*

Stock Exchange Listing

The common stock of American Airlines Group Inc. is listed on the NASDAQ Global Select Market under the trading symbol "AAL."

Investor Relations

The Investor Relations department of American Airlines Group Inc. provides stockholders, potential stockholders and the investment community with investor-related information. For Investor Relations inquiries, please send an email to: *investor.relations@aa.com*

Investor Relations mailing address:
American Airlines Group Inc.
P.O. Box 619616, MD8B351
DFW Airport, Texas 75261-9616

Transfer Agent & Registrar

Equiniti Trust Company, LLC
Attn: Shareholder Services
P.O. Box 500
Newark, NJ 07101
Toll-free telephone number is open Monday—Friday 8 a.m. to 8 p.m. ET
U.S. only: (800) 937-5449
International: (718) 921-8124
Website: *equiniti.com/us*
E-mail: *HelpAST@equiniti.com*

American Airlines
Group