Risk Factors Comparison 2024-03-07 to 2023-03-31 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

Our business is subject to numerous risks and uncertainties that represent challenges that we face in connection with the successful implementation of our strategy and growth of our business. The occurrence of one or more of the events or circumstances described in this section alone or in combination with other events or circumstances, may adversely affect our business, financial condition, results of operations and prospects. Such risks include, but are not limited to: • We may not be able to successfully implement our growth strategies. • We have a history of net losses ~~,~~ and **have not consistently generated positive cash flow from operations** ~~we anticipate that we will experience net losses for the foreseeable future~~ . • Our operating results are expected to be difficult to predict based on a number of factors that also will affect our long- term performance. • ~~The outbreak and spread of infectious diseases or public health threats, including COVID- 19, may adversely impact our business, operating results, cash flow, financial condition and liquidity. •~~ We are exposed to the risk of a decrease in demand for private aviation services. • Delta Air Lines, Inc. (" Delta ~~" or " Delta Air Lines~~ ") may have the right to terminate its commercial agreements with us. • The supply of pilots to the airline industry is limited and may negatively affect our operations and financial condition. Increases in our labor costs, which constitute a substantial portion of our total operating costs, may adversely affect our business, results of operations and financial condition. • We may be subject to unionization, work stoppages, slowdowns or increased labor costs and the unionization of our pilots and inflight crewmembers could result in increased labor costs. • Significant increases in fuel costs that we are unable to pass along to our members and customers could have a material adverse effect on our business, financial condition and results of operations, including **,** without limitation **,** Adjusted Contribution Margin. • Some of our business is dependent on our third- party operators to provide flights for our customers. If such third- party operators do not perform adequately or terminate their relationships with us, our costs may increase and our business, financial condition and results of operations could be adversely affected. • If our efforts to continue to build our strong brand identity and improve member satisfaction and loyalty are not successful, we may not be able to attract or retain members, and our operating results may be adversely affected. • Any failure to offer high- quality customer support may harm our relationships with our customers and could adversely affect our reputation, brand, business, financial condition and results of operations. • We may never realize the full value of our intangible assets, including goodwill, or our long- lived assets, causing us to record impairments that may materially adversely affect our financial conditions and results of operations. • ~~We~~ **In past periods, we** identified material weaknesses in internal control over financial reporting, and **as of December 31, 2023, we** determined that ~~they resulted in~~ our ~~internal control over financial reporting and~~ disclosure controls and procedures **were** not ~~being~~ effective ~~, during the year ended December 31, 2022~~ . **We may identify additional** ~~If we are not able to remediate these~~ material weaknesses ~~, or we identify additional deficiencies~~ in the future or otherwise fail to maintain an effective system of internal controls, **which may** ~~including disclosure controls and procedures, this could~~ result in material misstatements of our financial statements or cause us to fail to meet our reporting obligations. • If we are unable to adequately protect our intellectual property interests or are found to be infringing on the intellectual property interests of others, we may incur significant expense and our business may be adversely affected. • A delay or failure to identify and devise, invest in and implement certain important technology, business, and other initiatives could have a material impact on our business, financial condition and results of operations. • A failure in our technology or breaches of the security of our information technology infrastructure may adversely affect our business and financial condition and disrupt our customers', suppliers', third- party vendors' and aircraft providers' businesses. • Our obligations in connection with our contractual **agreements, including operating leases and debt financing** obligations **,** could impair our liquidity and thereby harm our business, results of operations and financial condition. • Our ability to obtain **additional** financing **on terms we deem attractive** or access **the** capital markets may be limited. • We could suffer losses and adverse publicity stemming from any accident involving aircraft models operated by us or third- parties. • Terrorist activities or warnings have dramatically impacted the aviation industry and will likely continue to do so. • **The outbreak and spread of infectious diseases or public health threats may adversely impact our business, operating results, cash flow, financial condition and liquidity. •** We are subject to significant governmental regulation and changes in government regulations imposing additional requirements and restrictions on our operations could increase our operating costs and result in service delays and disruptions. • We are subject to various environmental and noise laws and regulations, which could have a material adverse effect on our business, results of operations and financial condition. • Our Certificate of Incorporation and Amended and Restated By- Laws (together, the " Organizational Documents " **) and the Investor Rights Agreement (as defined herein**) include provisions limiting voting by non- U. S. Citizens. PART I. Item 1. BUSINESS **General** ~~Overview of Our Company~~ Wheels Up is a leading provider of on- demand private aviation in the **United States ("** U. S. **")** and one of the largest ~~private aviation~~ companies in the ~~world~~ **industry** . Wheels Up offers a complete global **private** aviation solution with a large ~~, modern~~ and diverse **aircraft** fleet, backed by an uncompromising commitment to safety and service. **We** ~~Customers can access membership programs, charter, aircraft management services and whole aircraft sales, as well as unique commercial travel benefits through a strategic partnership with Delta Air Lines. Wheels Up also offers freight, safety and security solutions and managed services to individuals, industry, government and civil organizations. Wheels Up is guided by the mission to~~ connect private flyers to aircraft, and **to** one another, through an open platform that ~~seamlessly~~ enables life' s most important experiences. ~~Powered by~~ **Our offering is delivered through** a **mix of programmatic and charter options that strategically utilize our owned and leased aircraft fleet and an " asset- light " charter model to deliver a greater range of** global ~~private aviation marketplace connecting its base of over 12, 000 members and customers to a network of more than 1, 500~~

~~safety- vetted and verified private aircraft, Wheels Up is widening the aperture of private~~ travel **alternatives** ~~for millions of consumers globally. With the Wheels Up mobile app and website, members and customers have the digital convenience to search, book and fly. Our Strategic Outlook We have looked to take advantage of our opportunities by elevating the following priorities: Difficult to Replicate Platform The investments we have made since our inception in our brand, fleet, service and technology, including through our recent acquisitions, have advanced our development of a comprehensive platform that we believe would take years and significant investment of capital to replicate in its scale and breadth of offering. Aspirational Lifestyle Brand We have built an industry- leading brand that creates broad consumer awareness, attracts new customers and allows us to generate deep engagement with our current members and non- member flyers. Our marketing strategy utilizes a variety of owned, earned and paid media channels. We attempt to target our marketing to consumers who have reasonably predictable demographic or lifestyle attributes similar to those of our current members that are indicative of potential or current private flyers. We utilize targeted, digital marketing to reach new customers and drive awareness~~ . In addition ~~to our targeted marketing efforts~~ , ~~we also invest in certain marketing opportunities that we believe provide high visibility and enable us to connect~~ our **unique** ~~brand to programs and events popular with our target customers, with a goal of creating a " halo effect " on the Wheels Up brand. Examples of this include our activation with ESPN' s College GameDay each weekend during the college football season and our sponsorships of each of the Capital One' s " The Match " golf tournaments. Our brand is enhanced through partnerships with numerous brand ambassadors, including athletes, entertainers and musicians. Wheels Up provides its members with a lifestyle program that enhances the member experience beyond our core aviation offerings. Our events include celebrations around popular sports and cultural events, as well as more intimate gatherings hosted by our Wheels Up Ambassadors. Popular examples of Wheels Down events include our members- only hospitality house in Augusta, Georgia during the week of The Masters ® golf championship and pop- up celebrations during various notable events. Partnerships with certain of the world' s top lifestyle brands provide our members with benefits and special offers in the areas of fashion, travel, leisure, fitness and more. Core and Business members also receive complimentary access to a full- service concierge through our~~ partnership ~~with Four HundredTM, and a complimentary year of membership in Inspirato ®, a subscription- based luxury vacation platform. Proprietary Technology, Algorithms and Data Ecosystem In an industry that historically used intuition and basic industry- wide data to drive strategy and decision- making, we are moving from intuition to algorithm. Technology and data science will be the foundation of all of our operations and strategic decision making. We have invested significantly in extending our technology platform to support a growing end- to- end marketplace that is intended to make it easy to search, book and fly. Our marketplace platform comprises three main elements: intuitive digital front- end interfaces; a middle tier supported by data- driven optimization and pricing algorithms; and a back- end featuring a comprehensive flight operations platform, with connectivity to a network of third- party operators, supported by our proprietary cloud- based flight management system, UP FMS. Each of the elements of our marketplace platform relies upon and fuel a powerful data ecosystem containing data generated from within our systems, as well as from external industry sources. Strategic Relationship with Delta In January 2020, we entered into a long- term Commercial Cooperation Agreement (as amended, the " CCA ") with Delta. We have seen this relationship drive significant value through certain strategic initiatives, such as offering Delta Medallion status and SkyMiles to Wheels Up members, co- marketing to top Delta customers and collaboration across Wheels Up and Delta Corporate Sales teams. Delta is also a significant stockholder in Wheels Up and Delta has the right to designate two members of the Wheels Up board of directors (the " Board "). The participation of Delta on our Board adds tremendous strength, breadth of experience and industry expertise to our leadership team. Development and Integration Strategy Since May 2019, we have completed multiple strategic transactions to accelerate our marketplace strategy of making private aviation more accessible. • Scaling our " Asset- Right " Fleet of Aircraft — We expanded the breadth and depth of our fleet with the addition of owned, leased, and managed aircraft across all cabin class categories. • Broadening and Streamlining our Capabilities — We acquired direct control over our owned and leased fleet operations with a nationwide footprint, added in- house maintenance capabilities, including heavy maintenance, and diversified our operations with the addition of aircraft management, wholesale flight operations and special mission capabilities. • Acquisition and Integration of Air Partner — In April 2022, we acquired Air Partner plc (" Air Partner "), a United Kingdom- based international aviation services group with operations in 18 locations across four continents. We believe that Air Partner' s international capabilities provide us the opportunity to extend additional benefits to our members flying internationally, as well as access a new base of charter and cargo customers due to Air Partner' s longstanding relationships built over its 60- year history. • Driving Additional Customer Demand — We added thousands of flyers to our platform, including retail, corporate and wholesale customers. Additionally, our strategic relationship~~ with Delta provides **our members** ~~exposure to high- value Delta individual~~ and ~~corporate~~ customers ~~. • Adding Advanced Proprietary Technology — In 2022, we completed the transition of our entire owned aircraft fleet to our UP FMS system. UP FMS is also currently utilized by approximately 100 aircraft owners and operators,~~ with **a seamless offering across both private** ~~close to 2, 000 aircraft on the system. The UP FMS system facilitates fleet optimization~~ and **premium commercial travel** ~~allows third party owners and operators to access Wheels Up demand~~ . ~~We expect UP FMS to attract more aircraft owners and operators to our marketplace, which we anticipate will drive additional benefits through fleet optimization and " Asset- Right " aircraft availability. Our Business Model~~ Our Products and Services While we offer numerous products and services to our customers and industry partners, we generate ~~revenue within~~ **the majority of** ~~four~~ - **our** ~~main categories: • Membership Revenue — We generate membership~~ revenue from **flight activity through** ~~initiation and annual renewal fees across~~ our **member programs** ~~Connect, Core~~ and ~~Business~~ **charter solutions. We have historically provided the majority of our private aviation services through our** membership ~~tiers. We believe this~~ **program, which allows members to select the** membership ~~revenue is highly visible~~ **level best tailored for their flying needs** and **receive additional benefits from the** ~~largely recurring in nature. • Flight Revenue — Flight revenue is generated by both member and non- member usage of flight services. Non- members include wholesale customers and customers who~~ purchase ~~using the Wheels Up mobile app and website. Flight revenue may also be~~

~~generated through the use of pre- purchased amounts~~ of dollar- denominated credits that can be applied to future costs ~~incurred by members~~ , including flight services, annual dues ~~,~~ and other incidental costs such as catering and ground transportation (“ Prepaid Blocks ”). ~~• Aircraft Management Revenue — Aircraft management revenue consists of management fees charged to aircraft owners, recovery of owner incurred expenses, including maintenance coordination, cabin crew and pilots, and recharging of certain incurred aircraft operating costs such as maintenance, fuel, landing fees and parking.~~ We **fulfill** ~~pass recovery and recharge amounts back to owners at either cost or a predetermined margin. • Other~~ -- **the majority** ~~Revenue — Other revenue consists~~ of **member** ~~sales of whole aircraft, group charter revenue, cargo revenue, maintenance, repair and operations (“ MRO ”) revenue, fixed- base operator (“ FBO ”) revenue, safety and security revenue, flight~~ **flights using** ~~management software subscriptions, sponsorships or~~ **our fleet of owned** ~~partnership fees, and special missions revenue, including government, defense, emergency and medical transport. Our Acquisition Strategy Our acquisition strategy is an~~ **and** ~~important part of Wheels Up’ s business model. A substantial portion of our growth is attributable to strategic acquisitions of aircraft and businesses that provide private aviation or maintenance services. In 2022, we consummated the following strategic acquisitions: • Aircraft Purchase Option Exercise — In January 2022, we entered into an agreement with Textron Financial Corporation to exercise our purchase option on 32~~ leased aircraft ~~. The negotiated purchase price for all aircraft was $ 65. 0 million, and we also received a reimbursement of approximately $ 6. 1 million for unused maintenance reserves. The sale was completed in February 2022. • Acquisition of Alante Air — In February 2022, we acquired Alante Air Charter, LLC (“ Alante Air ”), a Scottsdale, Arizona based private jet charter business. The total purchase price for Alante Air was $ 15. 5 million, which was paid in cash. The acquisition added 12 Light jets~~ to **fly to** ~~our controlled fleet. • Investment in Tropic Ocean — In March 2022, we made a minority cash investment of $ 10. 0 million in Tropic Ocean Investors LLC (“ Tropic Ocean ”) and entered into a multiyear commercial cooperation agreement. Tropic Ocean is one of the world’ s largest amphibious airline and leading provider of last- mile private charter and scheduled service in Florida, the Northeastern U. S., the Bahamas, the Caribbean and beyond. • Acquisition of Air Partner — In April 2022, we acquired Air Partner, a United Kingdom- based international aviation services group with operations in 18~~ locations ~~across four continents. The total purchase price for Air Partner was $ 108. 2 million, which was paid in cash. We believe that strategically expanding our operations, whether through the purchases of aircraft or existing operating businesses with similar characteristics, creates economies of scale and allows us to develop more attractive product and service offerings for our members and customers. In addition, we believe that strategic acquisitions and dispositions of aircraft allow us to better manage our fleet of aircraft, and optimize maintenance operations and aircraft availability. We believe that our management team’ s market presence and ability to identify acquisitions that we believe are attractive or present growth opportunities will continue to be an important part of our success. Membership Model We provide private aviation services through our innovative membership program, offering three membership tiers — Connect, Core and Business — which are collectively designed to address a spectrum of private aviation consumers from those with occasional usage to the most frequent of flyers. Each program requires members to pay an initiation fee and annual dues and provides access to one of the world’ s largest combined fleets of owned, leased, managed and third- party aircraft. Our membership model offers a simplified on- ramp to private flying with less complexity and lower up- front cost compared to traditional competitive private aviation programs. In addition to their initiation fee and annual dues, members pay for their flights based on a fixed quoted amount at time of booking. Depending on membership type and method of payment, the cost of a flight is generally either dynamically priced by our proprietary pricing engine, manually priced, or based on a capped hourly rate that provides qualifying members with price protection on our busiest, high demand days. For trips that are charged based on a capped hourly rate, the cost of the trip is calculated by multiplying the applicable capped hourly rate (based on cabin class) by the estimated flight and taxi time with minimum flight hours for each cabin class. Connect Membership Our Connect membership is our lowest cost membership tier. The Connect membership offers variable dynamic pricing on a per trip basis, flight products designed for lower pricing and more flexibility in their schedule, and want to participate in an enhanced lifestyle program of events, experiences and member benefits. Core Membership Our Core membership is designed for private flyers who place a premium on the convenience and flexibility of guaranteed aircraft availability on all aircraft types on short notice, want price protection through capped hourly rates on the busiest industry days and want to participate in an enhanced lifestyle program of events, experiences and member benefits. Business Membership Our Business membership is designed to serve a broad spectrum of demands from our Business members, including those for whom we are the primary provider of private flights, and others for whom we may be a supplementary solution to their own aircraft operations. The flexibility of our offering provides our business customers the ability to manage their travel needs and reduce greenhouse gas emissions by selecting the specific type of aircraft that our customers believe is most appropriate. As with Core members, Business members receive guaranteed aircraft availability on all aircraft types on short notice and price protection through capped hourly rates on the busiest industry days. Prepayment for Flights — Prepaid Block Programs Core and Business members can prepay for future flights with the purchase of a Prepaid Blocks. A Prepaid Block is a pre- purchased amount of dollar- denominated credits that can be applied to future costs incurred by members, including flight services, annual dues, and other incidental costs such as catering and ground transportation. We offer a similar pre- payment option to our Connect members. Prepaid Blocks afford members with preferential terms and conditions that may include greater aircraft availability, access across cabin class categories, extended capped rate price protection and other member benefits such as Delta Medallion ® status. We have generally experienced greater purchases of Prepaid Blocks from our members during the third and fourth quarters of the calendar year prior to effectiveness of pricing adjustments. We believe that Prepaid Blocks provide favorable benefits to our members, while also providing Wheels Up with demand forecasting opportunities. Non- Member Flyers Non- member flyers can sign up, ask questions, shop and book charter flights completely digitally using the Wheels Up mobile app and website. These flyers are not required to purchase a membership but may pay additional transaction fees not applicable to members. They also do not receive membership benefits. In addition, non- member flyers do not have the same aircraft availability guarantees as~~

~~members and flights are priced dynamically. Wholesale Charter Customers In addition to our retail offerings, we provide wholesale charter services to customers such as charter flight brokers and third- party operators. Our wholesale customers typically pay us an agreed fixed rate for a flight, which varies based on factors such as the aircraft type and date of the flight, and in turn sell the flight to their own retail customers. We historically provided wholesale charter services to customers~~ in North America. ~~However, with the acquisition of Air Partner in April 2022, we expanded our international wholesale charter capabilities and now provide our charter customers with global passenger, cargo, emergency and government services. UP Global Response In November 2022, we announced a partnership with AirMed International, a global leader in air medical transport, to bring an array of medical- travel services to our members and their families through our new UP Global Response membership offering. UP Global Response provides the member and up to 11 additional designated individuals with access to air medical transport from nearly any location in the world should they have a covered medical event while traveling more than 150 miles from home. The membership also includes access to a 24 / 7 global medical services referral hotline, and a transport of mortal remains benefit, among other features. We began offering the UP Global Response membership to our current and prospective members in January 2023. Sales and Account Management We have developed a sales organization to capitalize on the various lead generation efforts and customer acquisition channels of our business. Our sales organization includes the following teams: sales operations, sales directors, centralized inside sales, field sales, strategic enterprise sales, aircraft management sales, whole aircraft sales, corporate sales and charter sales. We also have a Wheels Up account management team that is in regular contact with our members and educates members on the benefits of Wheels Up membership. Account managers serve as dedicated private aviation consultants for members with respect to evaluating options for specific flights and their overall Wheels Up relationship. In this capacity, our account management team plays a critical role in driving membership renewals and the purchase of Prepaid Blocks. This team also assists members in activating their Delta and other partner benefits. With respect to our aircraft management business, we have a dedicated account management team that is responsible for the day- to- day management of our managed aircraft accounts and owner relationships. Member Experience Retention of our existing members is essential to the growth of our business. We drive retention by taking a holistic view of the member journey, from onboarding to member' s booking and flight experience and extending to every moment of member engagement thereafter. We believe each of these touchpoints is an essential element of the overall member experience. Member Experience solicits and aggregates feedback from members to share across the organization to ensure all teams are keeping a central focus on our members. Working cross- functionally with Sales, Finance, Product, Ops and Member Services, member experience is tasked with monitoring member engagement and ensuring high member satisfaction and low churn. Our Aircraft Fleet Through targeted capital investments, cultivation of third- party operator relationships and recent transactions, we have aggregated a large and diverse fleet of owned, leased, managed and third- party operator aircraft. Wheels Up Owned and Leased Aircraft (" 1P Fleet ") As of December 31, 2022, our owned and long- term leased aircraft fleet (excluding our 2P Fleet, as described below) was as follows: CategoryOwnedLeasedTotalLarge Cabin Jets (1) 022Super- Midsize Jets (2) 223052Midsize Jets (3) 17825Light Jets (4) 382361Turboprops (5) 72375Total14966215__________________ (1) Primarily consists of Gulfstream G- IVSP and G450 aircraft. (2) Primarily consists of Cessna Citation X aircraft. (3) Primarily consists of Cessna Citation Excel / XLS aircraft. (4) Primarily consists of Cessna CJ3 and Hawker 400XP aircraft. (5) Primarily consists of Beechcraft King Air 350i twin turboprop aircraft. Our owned and leased aircraft operate as a " floating fleet, " meaning that they do not return to a home base. We believe this allows us to keep our aircraft positioned to most efficiently address our member flight requests, ensuring broad geographic coverage with the fleet and limiting costly repositioning flights. Lower repositioning costs can provide Wheels Up with a meaningful cost advantage on one- way and multi- city itineraries. In 2022, we transitioned all of our owned aircraft fleet to our UP FMS platform, which we believe will enhance our ability to optimize our fleet utilization and provide additional benefits to our " floating fleet " operations. The majority of our owned aircraft fleet are painted in the blue and white Wheels Up livery with the " UP " insignia painted on the tail. We also own certain Beechcraft King Air 350i aircraft painted in special Wheels Up liveries to support special charitable causes, such as breast cancer awareness (pink), hunger awareness (orange) and veterans' initiatives (camouflage). Managed Aircraft (" 2P Fleet ") Our managed fleet is comprised of approximately 120 aircraft under our management, including Light, Midsize, Super- Midsize and Large Cabin jets. Under the terms of our management agreements, managed fleet aircraft may generally be used to fulfill Wheels Up member and non- member flights in addition to use by the aircraft owners. Aircraft owners typically pay us a management fee for services, including pilot hiring, flight operations, aircraft maintenance management and other administrative services. With respect to the use of these aircraft to fulfill member flights, the owner of the aircraft receives either a revenue share or a fixed hourly rate for all hours as payment. Our managed aircraft each have a designated home base at airports across the country depending on the location preferred by the aircraft owner. After completing a flight, these aircraft return to their home base or are positioned to another location for their next revenue flight. Third- Party Network Aircraft (" 3P Fleet ") We have access to over 1, 200 aircraft in all private aircraft cabin classes through our network of safety vetted and verified third- party operators. To qualify to participate in the Wheels Up program, aircraft operators must satisfy our rigorous and stringent safety standards for aircraft, crew and operations. To become approved for use, the operator must complete a three- step assessment process that culminates with an on- site assessment to verify compliance with our standards. Additionally, the approved operator is subject to recurring on- site assessments every two years. As a final step, we verify compliance with our crew and aircraft standards using a safety database system for every flight. Under the terms of our agreements with approved third- party operators, they provide service to members and non- member flyers subject to continued compliance with our flight standards. We contract with operators to participate in our network for periods ranging from a single flight up to three years with compensation to the operator based on the cabin class or other unique characteristics of the aircraft. Seasonality The private aviation industry is subject to seasonal fluctuations and changes in general economic conditions. Our operations, including flight revenue, are typically favorably affected by increased utilization of our aircraft in the summer months and close in time to major U. S. holidays. Operations Flight Operations Our flight operations~~

~~teams operate nationwide and are primarily responsible for providing services necessary to facilitate flight activity for our 1P Fleet and 2P Fleet. Our flight operations team includes certain flight scheduling and member services personnel either located on- site at certain airport locations or at our office locations. We believe that our dynamic flight operations team is vital to providing smooth experiences for our members and customers, and to ensure safe operation of our flights. Air Carrier Operations Wheels Up currently provides its passenger air carrier services through five Part 135 certificates across our consolidated subsidiaries. Gama Aviation LLC (“ Gama ”) is a Part 135 operator. Gama is generally the Part 135 operator for Wheels Up branded aircraft, operates one of the largest fleets of managed business jets in the U. S. and provides aircraft management services, private aircraft charter services, and maintenance support to customers and partners nationwide. Gama’ s subsidiary, Sterling Aviation, LLC, is also a Part 135 operator, and it provides aircraft management and charter air transportation services. Mountain Aviation, LLC (“ Mountain Aviation ”) has a primary operating base at Rocky Mountain Metropolitan Airport and operational bases in Alaska, Idaho, Texas, Wisconsin and New Jersey. It is a Part 135 operator and additionally holds a Part 145 repair station certificate. It provides private aircraft charter, aircraft management, and special mission services, including International Long- Range operations, intelligence, surveillance, and reconnaissance operations, airdrop and low- cost, low- altitude operations, medevac / casevac and domestic flight operations. Wheels Up Private Jets LLC (“ WUPJ ”) is a Part 135 operator and additionally holds a Part 145 repair station certificate. WUPJ provides aircraft management services, private aircraft charter services, and FBO and MRO services. It operates tech service centers at Cincinnati / Northern Kentucky International Airport (“ CVG ”) and Fort Lauderdale- Hollywood International Airport, which provide comprehensive MRO facilities and services for aircraft operated by Wheels Up’ s consolidated subsidiaries and WUPJ’ s aircraft management customers. During 2021, we merged the operations of our subsidiary, Travel Management Company, LLC (“ TMC ”), with and into WUPJ. TMC was acquired by Wheels Up in 2019 and prior to its acquisition, was the largest wholesale- focused Part 135 operator of light jets in the U. S. supporting channel partners and businesses, including numerous third- party air carriers, across the private aviation industry. In addition, Wheels Up Partners LLC (“ WUP LLC ”) is a Part 135 operator and the registered owner of all of our owned aircraft fleet not currently held for sale, including Wheels Up branded aircraft. During 2022, we merged our subsidiary, TWC Aviation, LLC, which held a Part 135 certificate, with and into WUP LLC as part of an internal reorganization intended to increase the efficiency of our operations and facilitate the 2022- 1 Equipment Note Financing (as defined herein). We do not currently provide air carrier services directly through WUP LLC.~~ See ~~“ Principal Domestic Regulatory Authorities ” for additional information on our Part 135 certificate operations. Member Operations Our Member Operations team is integral to our ability to provide flight services to our members and customers. The Member Operations team is primarily responsible for managing all non- flight aspects of a member’ s or customer’ s flight experience, including booking, special flight arrangements or services, destination transportation and post- flight follow- ups. In October 2022, we announced our plan to relocate significant elements of our Member Operations team from Columbus, Ohio to Atlanta, Georgia, which will include construction of a 34, 000 square foot Member Operations Center (the “ Atlanta Member Operations Center ”) and the relocation of certain employees to the Atlanta area. Establishment of the new Atlanta Member Operations Center is expected to centralize our critical functions with the goal of better serving our members and customers. We anticipate that the new Atlanta Member Operations Center will be completed in mid- 2023. Air Partner Operations On April 1, 2022, we acquired Air Partner, a United Kingdom- based international aviation services group with operations in 18 locations across four continents. Air Partner has been in business for over 60 years and provides an array of charter services to customers and businesses with global passenger, cargo, emergency and government services. We believe that Air Partner’ s international capabilities provide us the opportunity to extend additional benefits to our members flying internationally, as well as access a new base of charter and cargo customers due to Air Partner’ s longstanding relationships built over its 60- year history. Fuel Our operations are impacted by changes in the price and availability of aircraft fuel. We have pricing agreements with various fuel providers located across the U. S., pursuant to which we receive agreed upon pricing for fuel and handling / facility fees at each location. We are currently able to obtain adequate supplies of aircraft fuel but sustainable aviation fuel is generally more difficult to obtain due to varying cost and our “ floating fleet ” model. Due to rising fuel prices, on April 9, 2022, we implemented a fixed hourly fuel surcharge to our customers ranging from $ 295 per hour to $ 895 per hour across our fleet. On May 2, 2022, we announced we would implement a new fuel surcharge framework effective June 1, 2022. The new fuel surcharge is applied when the cost of Jet A fuel, as published by the Argus U. S. Jet Fuel IndexTM, is more than $ 2. 00 per gallon and is calculated based on estimated billable flight time. In addition, on May 2, 2022, we announced a carbon offset fee will be added to each hour of flight time effective June 1, 2022. The fee ranges from $ 20 per flight hour to $ 65 per flight hour. Safety Each and every day, our passengers trust us with their lives, and it is paramount that we consistently reinforce this trust with our actions and words. This begins with our uncompromising commitment to safety as our core value. Safety is a cornerstone of our culture. We view compliance with Federal Aviation Administration (“ FAA ”) regulations as a minimum baseline for our commitment to safety. We go beyond FAA minimum requirements by setting higher safety standards in areas of pilot experience, certification (licensing), training, safety programs and many others. Wheels Up has implemented Safety Management Systems (“ SMS ”), that go beyond FAA regulatory requirements, across our operating certificates. SMS is a means to identify hazards, mitigate the risk associated with those hazards, collect safety data and act on that data to improve the safety of our operations. Each SMS is managed by a Director of Safety and a team of dedicated professionals trained on the elements of SMS. A key component of our SMS is the Aviation Safety Action Program (“ ASAP ”). ASAP is a non- punitive safety program that enables employees such as pilots, maintenance technicians and dispatchers to report safety related events for review by Wheels Up and the FAA with the purpose of implementing corrective actions. Additional non- punitive safety reporting programs are in place for employees that are not covered by an ASAP. In addition to our internal safety management efforts, the Wheels Up operating entities are voluntary participants in audits from a number of third- party safety organizations, including the Air Charter Safety Foundation, Wyvern, ARGUS, IS- BAO and independent audits by some of our corporate clients. These audits are opportunities to have~~

~~outside experts review and contribute to the continuous improvement of our SMS. Pilots Every Wheels Up flight is operated by pilots that meet stringent training and flight- hour requirements, which are in excess of the FAA' s requirements and training criteria. Each captain is required to hold current FAA Airline Transport Pilot and First- Class Medical Certificates and is required to be FAA Pilot- in- Command Type- Rated in the aircraft they fly. Our pilot selection process screens all candidates for background and safety record. This screening process includes in- person technical interviews and written examinations, as well as a flight simulator assessment if appropriate. Successful candidates must also complete mandatory advanced aircraft ground and flight training in a full- motion simulator. This training is also completed annually. We have entered into agreements with multiple, industry leading third- party suppliers to provide factory authorized training for our pilots. These agreements provide training availability to Wheels Up throughout the year for both initial and recurrent pilot training in exchange for a fixed price per training slot. We recently took action to secure additional, nationwide training resources and aircraft simulator availability for our pilots. Aircraft Maintenance and Repairs We maintain and repair our owned, leased and managed aircraft to ensure the safety of our passengers, assets and the surrounding environment where we operate. Aircraft maintenance and repair consists of scheduled and unscheduled maintenance performed during line- maintenance and scheduled maintenance events. Our maintenance and repair process also includes procedures designed to maintain the FAA airworthiness certificate of each aircraft in good standing. Line maintenance consists of daily and weekly scheduled maintenance inspections, including pre-flight, daily, weekly and overnight checks. Line maintenance also includes any unscheduled items requiring repair on an as-needed basis. Based on the location where line maintenance occurs, work may be performed by Wheels Up employees, as in the case of a Wheels Up facility or if performed by a Wheels Up mobile service unit (" MSU ") team, or by an FAA- authorized and Wheels Up vetted third- party maintenance provider. Scheduled airframe maintenance inspections are defined by the applicable original equipment manufacturer (" OEM ") maintenance inspection program and as a function of flight hours, flight cycles and / or calendar- based intervals. We attempt to package these airframe maintenance inspections into strategically timed maintenance periods, with the goal of minimizing maintenance downtime while meeting the OEM' s requirements. This work may be performed by Wheels Up or a qualified third- party maintenance provider. Scheduled engine hot section repairs and overhauls are performed in accordance with the OEM' s requirements and vary by engine model. Engine repairs and overhauls are primarily driven by engine hours, engine cycles and / or calendar- based intervals. Except for certain basic maintenance activities which Wheels Up is able to perform itself, engine maintenance, scheduled or unscheduled, is performed by Wheels Up' s contracted third- party maintenance providers. We are also a party to engine maintenance program agreements (the " Program Agreements ") covering certain engine maintenance and overhauls on Pratt & Whitney Canada, Corp. (" Pratt and Whitney ") and Rolls Royce aircraft engines for certain of our owned and leased aircraft. In support of the maintenance of our fleet, we operate eight maintenance facilities under FAA Part 135 or Part 145 in support of our planned and unplanned maintenance activities where Wheels Up has both the capability and the capacity. Additionally, we have multiple MSUs located in key markets throughout the United States to perform line- maintenance work. To the extent Wheels Up does not have the capability and / or capacity to perform maintenance or repairs in- house, we have entered into agreements with certain qualified vendors to perform maintenance on our aircraft, aircraft components and engines, generally at agreed upon work- scopes and pricing. Competitive Landscape The private aviation industry is highly fragmented. Because we offer products and services that address the needs of most private flyers, we compete with providers across all of the incumbent categories, including whole aircraft purchases, fractional programs, jet card providers and charter brokers. In addition, with respect to aircraft management, we compete with other companies that provide aircraft management services. We are currently the only private aviation company in the U. S. whose common stock is listed on a national securities exchange. Other industry participants that are not currently publicly traded announced in 2022 potential transactions that may result in their equity securities being traded on a national securities exchange. While we believe we offer differentiated, dynamic services to customers through our membership model, we expect that competition in our industry from both private and public companies will continue to intensify. The private aviation industry is also dependent on an ample supply of new and used aircraft, aircraft components and maintenance services. These assets and services are limited and also generally sought by our competitors, aircraft owners and other entities, such as governmental entities. Due to supply chain disruptions experienced by OEMs since the beginning of the COVID- 19 pandemic, delivery wait times for new aircraft have significantly increased, and prices for and availability of used aircraft and parts has increased significantly. We expect that these conditions will continue for the foreseeable future, which will increase the competition for assets required in our operations. Historically, we have grown our operations through a combination of aircraft acquisitions and acquisitions of established private aviation businesses. Due to the increase in demand for new and used aircraft and parts, more participants in the private aviation industry are seeking transactions to acquire aircraft or established private aviation businesses. Although we believe we are well positioned to acquire assets in order to meet demand for our services, we expect that absent a significant shift in the industry or change in general economic conditions, the competitive landscape for aircraft acquisitions and acquisitions of established private aviation businesses will persist. Government Regulation We are subject to government regulation at local, state, federal and international levels. The scope of these regulations is exceedingly broad, covering a wide range of subjects that includes, but is not limited to, those summarized below. The following paragraphs summarize the roles of some of the most prominent domestic regulators of our business. The U. S. Department of Transportation (" DOT ") is the principal regulator of economic matters in the aviation industry. As applied to our business, under Title 14 of the Code of Federal Regulations (" 14 C. F. R. ") Part 298, DOT oversees the operations of our subsidiaries that operate as air taxis (i. e., on- demand operators of small aircraft). This includes economic authority to conduct business as a type of air carrier, as well as consumer protection and insurance requirements that are applied to the conduct of such business. In 14 C. F. R. Part 380 (" Part 380 "), DOT also approves and oversees the performance of public charters that may be arranged by a non- air carrier public charter operator for the purpose of offering to the public charter flights that will be performed by an identified air carrier at a predetermined date and time (in contrast to the on- demand, or as- needed / where- needed, character of our air taxi~~

~~operations). DOT also regulates how we advertise and hold out services. In 14 C. F. R. Part 295 (" Part 295 "), DOT oversees the sale, holding out and arrangement of single entity charter air transportation (or the entire capacity of an aircraft, in contrast to public charter flights which are sold by the seat). We are subject to DOT jurisdiction as an " air charter broker " under Part 295 in offering and selling our membership program for single- entity charters and in acting as an agent for members in arranging flights. We are also subject to DOT' s jurisdiction as a " ticket agent " as defined by 49 U. S. C. Section 40102 (a) (45). In every aspect of our business subject to DOT' s jurisdiction, we are subject to DOT' s statutory and regulatory authorities to prohibit and enforce against engaging in " unfair " or " deceptive " practices and unfair methods of competition pursuant to 49 U. S. C. Section 41712. DOT also promulgates and enforces consumer protection regulations to which we are subject. Importantly, DOT also enforces U. S. laws governing the citizenship of air carriers. For our air carrier subsidiaries to maintain their air carrier licenses, registrations and other authorizations to hold out and operate services, we must ensure that DOT' s citizenship requirements are satisfied. This means that those air carriers must be under the actual control of U. S. citizens (as defined in 49 U. S. C. Section 40102 (a) (15)), and must satisfy certain other requirements, including that each air carrier' s president / chief executive officer and at least two- thirds of its Board and other managing officers are U. S. citizens, and that at least seventy-five percent of its voting stock is owned and controlled, directly and indirectly, by U. S. citizens. The amount of non- voting stock that may be owned or controlled by non- U. S. citizens is limited as well. The FAA is the principal regulator of safety matters in the aviation industry. The FAA' s regulations touch on many aspects of civil aviation, such as: • the design and manufacturing of aircraft, engines, propellers, avionics and other key components (collectively the " aircraft, " as used below), including engine noise and other environmental standards; • the inspection, maintenance, repair and registration of aircraft; • the training, licensing or authorizing, and performance of duties by pilots, flight attendants and maintenance technicians; • the testing of safety- sensitive personnel for prohibited drug use or alcohol consumption; • the design, construction, and maintenance of runways and other airport facilities; • the operation of air traffic control systems, including the management of complex air traffic at busy airport facilities; • the certification and oversight of air carriers; • the establishment and use of SMS by air carriers; • the promotion of voluntary systems to encourage the disclosure of data that may aid in enhancing safety; and • the oversight and operational control of air carriers by key personnel, including directors of operations, directors of maintenance, chief pilots, chief inspectors and directors of safety. There are numerous FAA regulations that may impact our operations and business. They include but are not limited to the following Parts found in Title 14 of the C. F. R. " Part 91 " contains the general operating rules for flight safety. These rules govern all flight operations, including private and commercial operations, except to the extent that the commercial operations are subject to additional rules found in other parts of the FAA regulations. " Part 135 " contains additional rules that apply to commercial " on- demand " operations. " On- demand " operations include flights for which the departure location, departure time, and arrival location are specifically negotiated with the customer or the customer' s representative as well as passenger- carrying operations conducted as a public charter under Part 380. " Part 145 " contains the rules that govern the performance of aircraft maintenance at certificated repair stations. These include requirements related to the quality of the facility, the qualifications of personnel and what type of repair or inspection work is authorized for performance there. As the operator of our nation' s air traffic control system, the FAA has an especially important role to play in the management of air traffic, including congestion at the busiest airports and in the busiest air corridors. Also, in the case of a security threat, unusual environmental risk, or other emergency, the FAA has authority to shut down segments of airspace or even the entire U. S. airspace to civilian use, as occurred on September 11, 2001. As an agency of the Department of Homeland Security (" DHS "), the Transportation Security Administration (" TSA ") is the principal regulator of security matters in the aviation industry. Among other things, the TSA regulates the standard security programs in use by U. S. airports and aircraft operators. These programs include elements relating to the training of flight crews, checking the identity and screening of passengers, application of security watch lists and cooperation in threat assessments and responses. Customs and Border Protection (" CBP "), also an agency of DHS, is the principal regulator of customs and immigration matters affecting the aviation industry and enforcer of certain public health matters affecting the aviation industry. Whenever our air carrier operations include an international flight segment, we must provide CBP with an advance disclosure of passenger information, facilitate CBP' s inspection of baggage, and help ensure the proper disposal of any foreign- originating refuse on the aircraft. CBP also oversees entry and clearance into the U. S., including with respect to exports and imports, and issues landing rights approvals for aircraft arriving in the U. S. from abroad. The Environmental Protection Agency (" EPA ") is the principal federal environmental regulator. In January 2021, the EPA promulgated new rules relating to the greenhouse gas emissions from carbon fuels used in aircraft engines. This will bring about a change in future aircraft engine designs and approvals and eventually require replacement of engines in future years. This area of regulation is not yet settled. It still is subject to change based on domestic and international laws and standards intended to address global environmental issues, making it impossible to say how such developments might impact our business in the future. The vast majority of airports where we fly are owned and operated by state and local government entities. These airport authorities claim the right to impose certain safety, security and other regulations so long as they do not conflict with federal law. Airport authorities also have extensive property rights that empower them to impose conditions on leasing and using airport facilities. The terms on which an airport authority might lease or allow use of its property (or other property and services at an airport) can, at times, be on terms less favorable than would be customary for real estate or other transactions outside of an airport environment. These regulatory authorities have the ability to stop a part or all of our business and flight operations such as by suspending or revoking our certifications or other authorizations. They also have the ability to impose monetary fines and other civil penalties and to make referrals for criminal prosecution. These actions may occur with little or no notice, depending on the circumstances as perceived by the regulators in their discretion. Foreign Regulatory Authorities Most foreign countries have their own regulatory authorities that parallel those found in the U. S. The complexity of interaction with the foreign regulators can be magnified by differences in language, culture, legal and social norms, tax and budgetary practices and perspective on economic development and competition. Privacy~~

~~and Data Protection There are many requirements regarding the collection, use, transfer, security, storage, destruction and other processing of personally identifiable information and other data relating to individuals. Because our technology platform is an integral aspect of our business and due to our international operations, compliance with laws governing the use, collection and processing of personal data is necessary for us to achieve our objective of continuously enhancing the user experience of our mobile application and marketing site. We receive collect, store, process, transmit, share and use personal information, and other customer data, including health information, and we rely in part on third- parties that are not directly under our control to manage certain of these operations and to receive, collect, store, process, transmit, share and use such personal information, including payment information. A variety of federal, state, local, municipal and foreign laws and regulations, as well as industry standards (such as the payment card industry standards) govern the collection, storage, processing, sharing, use, retention and security of this information including but not limited to the California Consumer Privacy Act (" CCPA ") and the European Union' s General Data Protection Regulation (" GDPR "). Laws and regulations relating to privacy and data protection are continually evolving and subject to potentially differing interpretations. These requirements may not be harmonized, may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another, or may conflict with other rules or our practices. As a result, our practices may not have complied or may not comply in the future with all such laws, regulations, requirements and obligations. The failure to comply with such data protection and privacy regulations can result in fines, penalties and the enforcement of any non- compliance, which could significantly impact our business operations. We are committed to reducing the environmental impact of our fleets, as well as the long- term effects of our overall operations. Over time, we expect to offset the carbon impact of our flight operations through the purchase and retirement of applicable carbon credits or via another established and vetted mechanism. We are also examining other sustainability initiatives, including the potential use of sustainable aviation fuel and long- range investments in other sustainability solutions, as well as operational improvements, sustainable practices at our facilities and a reduction in single- use plastics at our offices and aboard our aircraft. Intellectual Property The protection of our technology and other intellectual property is an important aspect of our business. We seek to protect our intellectual property (including our technology and confidential information) through a combination of trademarks and trade secret protections, as well as contractual commitments and security procedures. We generally require our employees and consultants to enter into confidentiality agreements, and certain third parties to enter into non- disclosure agreements. We regularly review our technology development efforts and branding strategy to identify and assess the protection of new intellectual property. We own certain trademarks important to our business, such as the " Wheels Up " word and design marks. In addition, we currently own certain domain names, including " wheelsup. com ". Impact of the COVID- 19 Pandemic On March 11, 2020, the World Health Organization officially declared COVID- 19 a pandemic. The unprecedented and rapid spread of COVID- 19 led to economic and business uncertainties resulting from governmental restrictions on air travel, the implementation of quarantine and shelter- in- place orders, the cancellation of large public events and suspending in- person meetings and the closure of popular tourist destinations. In response, we developed and implemented Wheels Up Safe Passage ™ — a suite of enhanced cleaning and operational protocols to help ensure the safety of our passengers and pilots through best- available sanitization practices and adherence with up- to- date health guidelines. We continue to utilize these best practices for the protection of our passengers, pilots and employees. Human Capital Resources Employees As of December 31, 2022, Wheels Up and its affiliates had 3, 111 employees, including 3, 005 full- time employees, and 106 part- time employees. We employ approximately 1, 000 pilots across our aircraft fleet. Approximately 87 % of our employees are based in the U. S. and the remaining approximately 13 % in Europe and other territories. Our employee base consists of non- exempt and exempt employees in corporate functions, as well as pilots, other crew members and maintenance positions. Due to the nature of our operations, many of our employees work on- site or remotely to facilitate and support our operations. Our corporate employees generally enjoy flexible working arrangements; however, we encourage certain employees located in the New York City area to attend in- office events and to work in the office on a hybrid basis to promote a strong working and social culture. Wheels Up and its affiliates have not had a work stoppage and none of our employees are represented by a labor organization or under any collective bargaining agreements. Wheels Up considers its employee relations to be good. Human capital strategies are developed and managed by our Chief People Officer, who reports to the Chief Executive Officer, and are overseen by the Board and the Compensation Committee of the Board. Our culture is customer centric and focused on ensuring we are the most trusted technology company in the private aviation and lifestyle marketplace. We aim to maximize the potential of our human capital resources and deliver quality service through a motivating work environment. Employees are encouraged to achieve more through innovation and an entrepreneurial spirit. We strive to recruit from amongst the best talent in the industry and reward them appropriately. Our success depends in large part on our ability to attract, retain and develop high- quality management, operations, technology, and other personnel who are in high demand, are often subject to competing employment offers, and are attractive recruiting targets for our competitors. Specifically, there has been increased competition for experienced pilots in the private aviation industry. In an effort to help make Wheels Up the employer of choice for pilots, during September 2021, we were the first private aviation company to offer broad- based equity ownership to our pilots. The ability to provide pilots with equity, along with increasing other compensation and benefits, is a unique advantage. We believe that our attractive compensation programs and favorable working conditions were integral to reaching our initial pilot hiring goals in 2021 and 2022. Our annual Culture Check Up survey enables us to obtain confidential feedback directly from our workforce to see if we need to make changes or enhancements to a variety of topics such as diversity, equity and inclusion, (" DEI ") engagement, learning and cultural development. We want all of our employees to feel like true owners of Wheels Up. Therefore, timely, informative and engaging communication is critical. Through regular updates from the executive leadership team, our biweekly newsletter and intranet news portal What' s Up and recurring all- hands meetings, our objective is to ensure employees are aware of our performance, priorities and path forward. In March 2023, we announced the adoption of a restructuring plan (the " Restructuring Plan ") as part of the Company' s previously announced focus on delivering positive Adjusted EBITDA in 2024.~~

~~The Restructuring Plan is intended to streamline the Company' s organization and reduce headcount in areas of the business that do not directly impact the Company' s operations or its customers' experiences. Excluded from these actions were key operationally focused employee groups such as pilots, maintenance and operations- support personnel. Our Commitment to Diversity, Equity and Inclusion Our success requires the inclusion of ALL — we strive to empower, engage, and celebrate diversity, authenticity and inclusion of all genders, sexual orientations, races, ethnicities, religions, and other identities and cultures. Our goal is to maximize the impact of the Wheels Up team by attracting, engaging, and retaining the most talented, dedicated and passionate people in the marketplace. As a result, we are focused on expanding customer acquisition and maximizing corporate growth through the development and execution of an inclusive strategy that amplifies values, while prioritizing cultural sensitivity across a diverse target audience (i. e., female, BIPOC, LGBTQ and other diverse groups). We have developed our DEI " Guiding Principles " to help ensure alignment across our internal and external programs / processes. Wheels Up has also established a dedicated role within the human resources team to drive our multi- year DEI strategy focused on attracting, engaging, retaining and elevating diverse talent, establishing equitable people practices and creating an inclusive culture. Our current efforts in amplifying DEI include: • Establishing target diversity scorecard metrics around talent acquisition, talent movement / management, and employee engagement throughout our entire organization – from our entry level employees, all the way to the Executive Leadership Team. • The prioritization of diversifying our candidate pipeline through partnership investments with external organizations including Women Aviation International, National Gay Pilot Association, Organization of Black Aerospace Professionals, RedTail Flight Academy and the U. S. Military. • DEI focused employee engagement events that will help elevate the knowledge and understanding of diverse communities and inclusive practices. In addition, Wheels Up has taken a progressive approach in the provision of comprehensive benefits including: • Multiple counseling sessions offered through Employee Assistance programs, that support employees and their families' mental and emotional well- being; • Health plan coverage for infertility assistance; • Domestic partner health plan coverage; • Health plan coverage for gender reassignment surgery; and • Parental Leave for both birth and non- birthing parents, including adoption or foster care. Wheels Up is proud of its DEI initiatives, as we are committed to gaining equity via the development of educational programs and inclusive efforts that will help democratize our industry. Our Social Impact Initiatives Wheels Up Cares Through our Wheels Up Cares initiative, we are committed to supporting philanthropic organizations and initiatives that affect and matter to our company, members, customers, stakeholders, families, friends and communities. The Wheels Up Cares fleet comprises five custom painted Beechcraft King Air 350i aircraft; each plane represents a specific cause of importance for our members, customers and employees. Each aircraft is active in our fleet and flying members daily and serves as a flying symbol of awareness for a specific cause and Wheels Up' s commitment to being a force for good in the communities where we live and work. Meals Up Partnership with Feeding America Our Meals Up initiative was created in partnership with Feeding America to help combat the growing levels of food insecurity in the U. S. during the COVID- 19 pandemic. This effort has already raised and inspired the equivalent of nearly 90 million meals for Feeding America. Corporate History and Structure Wheels Up was formed on July 1, 2013. On July 13, 2021 (the " Closing Date "), Wheels Up Partners Holdings LLC, a Delaware limited liability company (" WUP "), consummated a business combination (the " Business Combination ") with Aspirational Consumer Lifestyle Corp. (" Aspirational "), a blank check company. Upon consummation of the Business Combination, WUP became a wholly owned subsidiary of Wheels Up Experience Inc., and beginning July 14, 2021, our shares of Class A common stock, par value $ 0. 0001 per share (" Class A common stock ") traded on the New York Stock Exchange under the ticker symbol " UP " and our warrants traded on the New York Stock Exchange under the symbol " UP WS ". As part of the Business Combination, existing holders of WUP equity, including holders of profits interests and restricted interests, but excluding holders of stock options, have the right to receive up to an aggregate of 9. 0 million additional shares of Class A common stock in three equal tranches, which are issuable upon the achievement of Class A common stock share price thresholds of $ 12. 50, $ 15. 00 and $ 17. 50 for any 20 trading days within a period of 30 consecutive trading days within five years of the Closing Date, respectively (the " Earnout Shares "). Wheels Up is a holding company with no direct operations. Wheels Up conducts its business through its direct subsidiary, WUP, and WUP' s operating subsidiaries, including, among others, WUPJ, Gama and Mountain Aviation, each of which holds a Part 135 certificate, as well as WUP LLC and Avianis Systems LLC. In addition, Wheels Up conducts substantially all of its operations outside of North America through its subsidiary, Air Partner, which is an international aviation services group with operations in 18 locations across four continents. Wheels Up' s corporate headquarters is located at 601 West 26th Street, Suite 900, New York, New York 10001, our telephone number is (212) 257- 5252 and our internet address is www. wheelsup. com. The information on, or that can be accessed through, Wheels Up' s website is not part of this Annual Report. The website address is included as an inactive textual reference only. Available Information We make available free of charge on our website at wheelsup. com / investors our Annual Report on Form 10- K, our Quarterly Reports on Form 10- Q, our Current Reports on Form 8- K and amendments to those reports as soon as reasonably practicable after these reports are filed with or furnished to the Securities and Exchange Commission (" SEC "). Information on our website or available by hyperlink from our website is not incorporated into this Annual Report or our other securities filings and is not a part of those filings. Item 1A. RISK FACTORS Risks Relating to Our Business and Industry Our growth strategies include, among other things, expanding our addressable market by opening up private aviation to non- members through our marketplace, expanding into new domestic and international markets and developing adjacent businesses. We face numerous challenges in implementing our growth strategies, including our ability to execute on market, business, product / service and geographic expansions. Our strategies for growth are dependent on, among other things, our ability to expand existing products and service offerings and, launch new products and service offerings, and develop our technology and infrastructure to support our operations. Although we devote significant financial and other resources to the expansion of our products and service offerings, including increasing our access to available aircraft supply and technology, these efforts may not be commercially successful or achieve the desired results. Our financial results and our ability to maintain or improve our competitive position will depend on our ability to~~

~~effectively gauge the direction of our key marketplaces and successfully identify, develop, market and sell new or improved products and services in these changing marketplaces. Our inability to successfully implement our growth strategies could have a material adverse effect on our business, financial condition and results of operations and any assumptions underlying estimates of expected cost savings or expected revenues may be inaccurate. We have experienced significant net losses since inception and, given the significant operating and capital expenditures associated with our business plan, we anticipate continuing net losses for the foreseeable future. If we do achieve profitability, we cannot be certain that we will be able to sustain or increase such profitability. We incurred net losses of $ 555. 5 million and $ 197. 2 million for the years ended December 31, 2022 and 2021, respectively. We have not consistently generated positive cash flow from operations, and we cannot be certain that we will be able to generate positive cash flow from operations in the future. To achieve and sustain profitability, we must accomplish numerous objectives, including broadening and stabilizing our sources of revenue and increasing the number of paying members to our service, as well as improve our Adjusted Contribution Margin and strategically control non- operating expenses. Accomplishing these objectives may require significant capital investments. We cannot be assured that we will be able to achieve these objectives. If we cannot achieve and sustain profitability or raise additional capital, our business could be materially and adversely affected, as we may not have sufficient liquidity and may violate certain contractual obligations, including our credit documents. We expect our operating results to fluctuate significantly in the future based on a variety of factors, many of which are outside our control and difficult to predict. As a result, period- to- period comparisons of our operating results may not be a good indicator of our future or long- term performance. The following factors may affect us from period- to- period and may affect our long- term performance: • we may fail to successfully execute our business, marketing and other strategies; • we may experience the detrimental effects of outbreaks of disease or widespread natural disasters that may affect travel behaviors; • we may be unable to attract new customers and / or retain existing members and customers; • our Adjusted Contribution Margin may be negatively impacted by increased flight costs due to aircraft supply constraints combined with our guaranteed rate pricing and fixed purchases of Prepaid Blocks; • our ability to grow complementary products and service offerings may be limited or we may be unable to realize the potential benefits from our technological developments, which could negatively impact our growth rate and financial performance; • we may be impacted by changes in consumer preferences, perceptions, spending patterns and demographic trends, as well as changes in customer creditworthiness that could result in increases in allowance for credit losses or write- offs of receivables that may be uncollectible; • we may require additional capital to finance strategic investments and operations, pursue business objectives and respond to business opportunities, challenges or unforeseen circumstances, and we cannot be sure that additional financing will be available on attractive terms or at all; • our historical growth rates may not be reflective of our future growth; • our business and operating results may be significantly impacted by actual or potential changes to the international, national, regional and local economic, business and financial conditions, including due to inflation, higher interest rates and geopolitical conditions, the health of the U. S. aviation industry and risks associated with our aviation assets; • litigation or investigations involving us could result in material settlements, fines or penalties and may adversely affect our business, financial condition and results of operations; • existing or new adverse regulations or interpretations thereof applicable to our industry may restrict our ability to expand or to operate our business as we wish and may expose us to fines and other penalties; • the occurrence of geopolitical events such as war, terrorism, civil unrest, political instability, environmental or climatic factors, natural disaster, pandemic or epidemic outbreak, public health crisis and general economic conditions may have an adverse effect on our business; • some of our potential losses may not be covered by insurance, and we may be unable to obtain or maintain adequate insurance coverage; and • we are potentially subject to taxation- related risks in multiple jurisdictions, and changes in tax laws could have a material adverse effect on our business, cash flow, results of operations or financial condition. We may not be able to grow our complementary products and service offerings through opportunistic acquisitions or otherwise as part of our growth strategy. Any failure to adequately integrate past and future acquisitions into our business could have a material adverse effect on us. From time to time, we consider opportunities to acquire other entities, assets, products or technologies that may enhance our products and service offerings or technology, expand the breadth of our markets or customer base, or advance our business strategies. Any such transaction could be material to our business and could take any number of forms, including mergers, joint ventures, the purchase of equity interests or the implementation of leasing structures, commercial understandings and licensing arrangements. The consideration for such transactions may include, among other things, cash, our Class A common stock or other equity interests, and in conjunction with a transaction, we might incur indebtedness. If we elect to pursue an acquisition or other strategic transaction, our ability to successfully implement and realize benefits from such transaction would depend on a variety of factors, including the requirement to obtain third- party consents or additional restrictive agreements or covenants that limit our operating flexibility. Acquisition transactions involve risks, including, but not limited to: • insufficient revenue or cash flow to offset liabilities assumed; • inadequate return of capital; • regulatory or compliance issues, including securing and maintaining regulatory approvals; • unidentified issues not discovered in due diligence, including with respect to any assets acquired; • those associated with integrating the operations or (as applicable) separately maintaining the operations; • financial reporting and internal controls; • managing geographically dispersed operations; • the diversion of management' s attention from current operations; • potential unknown risks associated with an acquisition; • unanticipated expenses related to acquired businesses or technologies and their integration into our existing business or technology; • the potential loss of key employees, customers or partners of an acquired business; or • the tax effects of any such acquisitions. We may not successfully integrate our past acquisitions or any future acquisitions, and may not achieve anticipated benefits relating to any such transactions. Realizing the benefits of acquisitions depends in part on the integration of assets, operations and personnel. If we do not complete an acquisition transaction or integrate an acquired business successfully and in a timely manner, we may not realize the benefits of the acquisition to the extent anticipated, and in certain circumstances an acquisition could harm our financial position. In addition, strategic transactions may be expensive, time consuming and may strain our resources. If we were to~~

~~complete such an acquisition, investment or other strategic transaction, we may require debt financing that could result in significant indebtedness and debt service obligations. Such transactions may not be accretive to our earnings and may negatively impact cash flow and our results of operations as a result of, among other things, the incurrence or assumption of indebtedness, the impairment or write- off of intangible assets, including goodwill, or the requirement to make investments or capital expenditures in excess of expectations. Furthermore, strategic transactions that we may pursue could result in dilutive issuances of equity securities. As a result of the risks inherent in such transactions, we cannot guarantee that any future transaction will be completed or integrated successfully, or that it will ultimately result in the realization of our anticipated benefits. Such transactions may also have a material adverse impact on our business, financial condition and results of operations. We may not be able to successfully implement our strategies to improve operational efficiency. We are implementing, and will continue to implement, certain strategies to improve the efficiency of our operations. These efficiency improvements include, among other things, consolidation of our FAA certificates, our plan to relocate significant elements of our member operations team to Atlanta, Georgia (the " Relocation "), and other cost savings measures. We face numerous challenges in implementing our strategies to improve operational efficiency, including additional expense to implement such strategies, cooperation from third parties, such as regulatory bodies, which may be outside of our control, and additional time and attention from management, which could distract them from focusing on our growth strategies, cost savings measures and day- to- day business activities. For example, there are a number of risks associated with the Relocation, including the following: • we may not effectively transition our workforce as part of the Relocation, in which case we could experience business disruption as a result of a loss of historical knowledge and a lack of business continuity; • we may experience increased turnover and challenges in recruiting additional employees and retaining existing employees and we may be unable to recruit employees with the requisite skills to work at our future member operations center; • we may not complete the Relocation during the expected timeframe; and • we may incur capital expenditures for the Relocation in excess of expectations. Although we may devote significant financial and other resources to implementing our strategies to improve operational efficiency, these efforts may not be successful or achieve the desired results on the anticipated timeline or at all. Our inability to successfully implement our operational efficiency improvement strategies could have a material adverse effect on our cash flows, financial condition and results of operations, and any assumptions underlying estimates of expected cost savings or expected revenues may be inaccurate. Historically, we have generally provided private aviation services through a membership- only program business model. Our membership program requires members to generally pay an up- front initiation fee and recurring annual dues. If demand for private aviation services or success in selling were to decrease, this could result in slower new member growth, members declining to renew their memberships and / or reducing their aggregate flight utilization and spend, all of which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, we have historically relied on Prepaid Blocks as a source of capital to fund our ongoing operations and indicator of potential future demand. Changes in demand for our products and services by our members could result in a significant decrease in such Prepaid Blocks, a change in the rate at which our members utilize their Prepaid Blocks or otherwise make demand forecasting more difficult. Such changes could negatively impact our cash flows from operations, unexpectedly accelerate our liquidity needs and require us to seek alternate sources of capital, including debt financings, which may not be available or on acceptable terms. In addition, our customers may consider private air travel through our products and services to be a luxury item, especially when compared to other modes of transportation, such as commercial air travel. As a result, any general downturn in economic, business and financial conditions which has an adverse effect on our customers' spending habits could decrease their demand for travel and, to the extent they travel, to increase their use of commercial air carriers or other means considered to be more economical than our products and services. In cases where sufficient hours of private flight are needed, many of the companies and high- net- worth individuals to whom we provide products and services have the financial ability to purchase their own jets or operate their own corporate flight department should they elect to do so, which may reduce demand for our products and services. The private aviation industry is subject to competition. Many of the markets in which we operate are competitive as a result of the expansion of existing private aircraft operators, expanding private aircraft ownership and alternatives such as luxury commercial airline service. We compete against a number of private aviation operators with different business models, and local and regional private charter operators. Factors that affect competition in our industry include price, reliability, safety, regulations, professional reputation, aircraft and pilot availability, equipment and quality, consistency and ease of service, willingness and ability to serve specific airports or regions and investment requirements. There can be no assurance that our competitors will not be successful in capturing a share of our present or potential customer base. The materialization of any of these risks could adversely affect our business, cash flow, financial condition and results of operations. An outbreak of an infectious disease or similar public health threat, including COVID- 19, or fear of such an event, that affects travel demand, travel behavior or travel restrictions could adversely impact our business, financial condition and operating results. For example, the COVID- 19 outbreak, along with the measures governments and private organizations worldwide implemented in an attempt to contain the spread of this pandemic, resulted in an overall decline in demand for air travel, which decline was severe in late spring and early summer of 2020. The initiatives and measures put in place to limit the spread of COVID- 19 increased costs to our business due to enhanced safety, cleanliness and health protocols and guidelines introduced in response to the outbreak of COVID- 19. In addition, an outbreak of an infectious disease or other public health threat may reduce or permanently alter the demand for certain types of travel that have historically been a material driver of flight revenue, including business, event and international travel. Such outbreaks and public health threats may also negatively impact our ability to hold in- person events or otherwise conduct marketing and sales activities as we have in the past, which could adversely impact our ability to retain members and customers or limit our ability to attract new members and customers. Outbreaks of infectious diseases or other public health threats may also disrupt our operations and accentuate other risks to our business, such as the availability of qualified flight personnel — see " The loss of key personnel upon whom we depend on to operate our business or the inability to attract additional qualified personnel could~~

~~adversely affect our business. ” — and reliance on our third- party service providers — see “ If we face problems with any of our third- party service providers, our operations could be adversely affected. ” Such an outbreak could result in significant downtime of our aircraft or limit the availability of our pilots and maintenance personnel, and result in material and adverse effects on our business, operating results, financial condition and liquidity. The severity, magnitude and duration, or the lack of clarity of those factors, may cause us to alter our strategic plans at considerable expense or result in a failure to realize the intended benefits of our operational efficiency measures on the anticipated timeline or at all. Outbreaks of other diseases could also result in increased government restrictions and regulation, such as those actions described above or otherwise, which could adversely affect our operations. For example, in response to the COVID- 19 pandemic, federal, state and local government authorities implemented directives, orders and regulations intended to mitigate the spread of COVID- 19, and in response, we modified our practices, policies and procedures, as appropriate. Similar governmental responses in the future, such as requirements for disease testing, vaccinations, waiting periods or the requirement to utilize personal protective equipment, may directly impact demand for air travel or our ability to deliver our products and services in a manner that is attractive to members and customers. In addition, an outbreak of an infectious disease or other public health threat or related governmental or self- imposed restrictions may have a material and adverse impact on other aspects of our business, including enhanced risk of delays or defaults in payments by customers, delays and difficulties in completing maintenance work on certain aircraft and delays or shortages in our supply chain. While global COVID- 19 levels are lower as of March 2023 versus peak levels in prior years and the severity of restrictions imposed, and norms adopted, in response to the COVID- 19 pandemic has lessened, we are currently unable to predict with certainty the full extent of the ongoing impact of COVID- 19 on our future operational and financial performance. The impact of COVID- 19 on Wheels Up will depend on future developments, many of which are outside our control, including the severity, magnitude, duration and spread of COVID- 19, including any recurrence of the pandemic, and related travel advisories, restrictions and future government action, all of which are highly uncertain and cannot be predicted. We are also unable to fully predict whether a recurrence of the COVID- 19 pandemic will further change business practices and consumer behavior, such as long- term reduction in travel or a general reluctance to travel by consumers, which could materially impact our business, results of operations, cash flows, financial condition and liquidity. We are subject to certain restrictions on our business as a result of our participation in governmental programs under the Coronavirus Aid, Relief and Economic Security Act (the “ CARES Act ”). Wheels Up applied for government assistance under the Payroll Support Program (“ PSP ”) maintained and administered by U. S. Department of the Treasury (the “ Treasury ”) as directed by the CARES Act and was awarded a total of $ 76. 4 million to support ongoing operations, all of which has been received. In addition, each of Mountain Aviation and Alante Air separately applied for assistance under the PSP, and were awarded an aggregate of $ 7. 3 million and $ 0. 6 million, respectively, all of which was received prior to our acquisition of such businesses in January 2021 and February 2022, respectively. None of Wheels Up, Mountain Aviation or Alante Air were required to issue equity or other form of security to the Treasury in connection with such awards. In addition, Mountain Aviation received a loan (the “ Mountain PPP Loan ”) in excess of $ 2. 0 million in April 2020 under the Payroll Protection Program (“ PPP ”) administered pursuant to the CARES Act. Alante Air also received loans under the PPP in April 2020 and January 2021 (collectively with the Mountain PPP Loan, the “ PPP Loans ”), which totaled approximately $ 0. 7 million. The PPP Loans were forgiven in- full by the U. S. Small Business Administration (“ SBA ”) before or during the fiscal year ended December 31, 2022. Given participation by us and certain of our subsidiaries in governmental programs under the CARES Act, we may be subject to an audit by the Treasury and SBA. We believe that we satisfied the eligibility criteria for participation in such programs under the CARES Act. Certain certifications required to obtain such governmental support did not at the time contain any objective criteria and continue to be subject to interpretation. If, despite our good- faith belief that we and certain of our subsidiaries satisfied all eligibility requirements for governmental support under the CARES Act, the Company or its subsidiaries are later determined to have violated any of the laws or governmental regulations that apply to us in connection with the acceptance of such funds or it is otherwise determined that any of the Company or its subsidiaries was ineligible to receive such governmental support, we could be subject to civil, criminal and administrative penalties or adverse publicity. Any such events could consume significant financial and management resources and could have a material adverse effect on our business, results of operations and financial condition. Delta may have the right to terminate its commercial agreements with us. The CCA with Delta contemplates that we will work together with Delta each year to develop an annual joint marketing and communications plan that focuses on revenue and brand goals, influence / ambassador partnerships and co- branded event opportunities, and that Delta and we will provide certain benefits to the other’ s customers and share certain data. The CCA also contemplates that we will provide certain in- kind benefits to Delta, measured on an annual basis. Examples of such in- kind benefits include our members’ purchasing Delta products and services above a certain level and access for certain Delta customers to “ Wheels Down ” marketing activities, events and member experiences. We use reasonable best efforts to mutually agree upon the minimum amounts of in- kind benefits that we are required to provide. Such minimum levels are established by considering the impact of the COVID- 19 pandemic on travel demand and in- person gatherings and the pace of industry recovery for years 2022 or later. If we are not able to provide the minimum amounts of in- kind benefits to Delta, subject to any cure rights that we may agree with Delta, Delta will have the right to terminate the CCA and the other commercial agreements, which would have a material adverse effect on our business, results of operations and cash flows. We believe that our future success will depend in large part on our ability to retain or attract highly qualified management, technical and other personnel, particularly our founder and Chief Executive Officer, Kenny Dichter. We compete against commercial and private aviation operators, including the major U. S. airlines, for pilots, mechanics and other skilled labor, and some of the airlines or private aviation operators may offer wage and benefit packages which exceed ours. As we grow our fleet and / or experience fluctuations in pilot hiring or availability, including due to more pilots approaching retirement age or requiring pilots rated on different types of aircraft, we may be adversely affected by a pilot shortage. See “ — Pilot attrition may negatively affect our operations and financial condition. ” In~~

~~addition, we may not be successful in retaining key personnel or in attracting other highly qualified personnel. Any inability to retain or attract significant numbers of qualified management and other personnel would have a material adverse effect on our business, results of operations and financial condition. The supply of pilots to the airline and private aviation industries is limited and may negatively affect our operations and financial condition. Increases in our labor costs, which constitute a substantial portion of our total operating costs, may adversely affect our business, results of operations and financial condition. Our pilots are subject to stringent pilot qualification and crew member flight training standards (" FAA Qualification Standards "), which among other things require minimum flight time for pilots, mandate strict rules to minimize pilot fatigue and require periodic recertification. The existence of such requirements effectively limits the supply of qualified pilot candidates and increases pilot salaries and related labor costs. A shortage of pilots would require us to further increase our labor costs, which would result in an increase in our operating expenses and negative impacts to Adjusted Contribution Margin. Such requirements also impact pilot scheduling, work hours and the number of pilots required to be employed for our operations. In addition, our operations and financial condition may be negatively impacted if we are unable to train pilots in a timely manner. Due to an industry- wide shortage of qualified pilots, driven by the flight hours requirements under the FAA Qualification Standards, including any special requirements related to certain types of aircraft, and attrition resulting from the hiring needs of other industry participants, pilot training timelines have significantly increased and stressed the availability of flight simulators, instructors and related training equipment. Although we have taken measures to secure additional pilot training resources and flight simulator availability, the training of our pilots may not be accomplished in a cost- efficient manner or in a manner timely enough to support our operational needs. Due to the flexibility on the types of aircraft and routes we offer, we may not have access to a qualified pilot at the departure location. We rely on commercial airlines to fly our pilots to the departure location. Any disruption to such commercial airline activity may cause us to delay or cancel a flight and could adversely affect our reputation, business, results of operation and financial condition. See " — Aviation businesses are often affected by factors beyond their control including: air traffic congestion at airports; airport slot restrictions; air traffic control inefficiencies; increased and changing security measures; changing regulatory and governmental requirements; new or changing travel- related taxes; any of which could have a material adverse effect on our business, results of operations and financial condition. " In recent years, we have experienced significant volatility in our attrition, including volatility resulting from pilot wage and bonus increases at other industry participants, the growth of cargo, low- cost and ultra- low- cost airlines, and more pilots reaching retirement age. In prior periods, these factors, at times, caused our pilot attrition rates to be higher than our ability to hire and retain replacement pilots. If our attrition rates are higher than our ability to hire and retain replacement pilots, our operations and financial results could be materially and adversely affected. We may be subject to unionization, work stoppages, slowdowns or increased labor costs and the unionization of our pilots, maintenance workers and inflight crewmembers could result in increased labor costs. Our business is labor intensive and while our employees, particularly our pilots and our maintenance workers, are not currently represented by labor unions, we may, in the future, experience union organizing activities of our pilots, maintenance workers or other crewmembers. Such union organization activities could lead to work slowdowns or stoppages, which could result in loss of business. In addition, union activity could result in demands that may increase our operating expenses and adversely affect our business, financial condition, results of operations and competitive position. Any of the different crafts or classes of our crewmembers could unionize at any time, which would require us to negotiate in good faith with the crew member group' s certified representative concerning a collective bargaining agreement. In addition, we may be subject to disruptions by unions protesting the non- union status of our other crewmembers. Any of these events would be disruptive to our operations and could harm our business. We may never realize the full value of our intangible assets, including goodwill or our long- lived assets, causing us to record impairments that may materially adversely affect our financial conditions and results of operations. In accordance with applicable accounting standards, we are required to test our indefinite- lived intangible assets, including goodwill for impairment on an annual basis, or more frequently where there is an indication of impairment. We are also required to test certain of our other assets for impairment where there is any indication that an asset may be impaired, such as our market capitalization being less than the book value of our equity. In addition, we may be required to recognize losses in the future due to, among other factors, extreme fuel price volatility, tight credit markets, government regulatory changes, decline in the fair values of certain tangible assets, such as aircraft, intangible assets, including goodwill, unfavorable trends in historical or forecasted results of operations and cash flows and an uncertain economic environment, as well as other uncertainties. We identified a triggering event for the legacy Wheels Up reporting unit (excluding Air Partner) (" WUP Legacy ") that occurred in the fiscal quarter ended September 30, 2022, and, accordingly, we performed an interim quantitative impairment assessment. The interim quantitative assessment was performed as of September 30, 2022, using the income approach. As a result of this assessment, a non- cash goodwill impairment charge of $ 62. 0 million was recorded to WUP Legacy for the third quarter ended September 30, 2022. During the fourth quarter ended December 31, 2022, we identified a triggering event for WUP Legacy, and, accordingly, we performed an interim quantitative impairment assessment. The interim quantitative assessment was performed as of December 31, 2022, using the income approach. As a result of this assessment, a non- cash goodwill impairment charge of $ 118. 0 million was recorded to WUP Legacy during the fourth quarter ended December 31, 2022. See Note 2, Summary of Significant Accounting Policies and Note 7, Goodwill and Intangible Assets in the of the Notes to Consolidated Financial Statements included herein for additional information. Quantitative impairment assessments are sensitive to key assumptions, such as expected future cash flows, the degree of volatility in equity and debt markets, and our stock price. If the assumptions used in our assessments are not realized, or such assumptions change due to a change in business or market conditions impacting our forecasts, rises in interest rates that impact our estimate of weighted average cost of capital, or if the trading price of our Class A common stock declines significantly from historical levels, it is possible that an additional impairment charge for tangible or intangible assets, including goodwill, may need to be recorded in the future, including as result of the effects of factors outside our control on our flight schedules and business. The value of our~~

~~aircraft could also be impacted in future periods by changes in supply and demand for these aircraft, including as a result of the grounding of aircraft, which could adversely impact our business, operating results, cash flows, financial condition and liquidity, and cause adverse impacts to us under the agreements governing our indebtedness obligations. See also " — The residual value of our owned aircraft may be less than estimated in our depreciation policies. " An impairment loss related to our tangible or intangible assets, including goodwill, could have a material adverse effect on our financial condition and operating results. In addition, an impairment loss that is based on, among others, changes in business or market conditions impacting our forecasts, the weighted average cost of capital or the market price of our Class A common stock, may adversely impact the perception of the Company held by stockholders, investors, members and customers, which may adversely impact our business, results of operations or financial condition, and the market price and volatility of our Class A common stock and Public Warrants. As of December 31, 2022, we had $ 394. 6 million of property and equipment and related assets, net of accumulated depreciation, of which $ 344. 5 million relates to owned aircraft. In accounting for these long- lived assets, we make estimates about the expected useful lives of the assets, the expected residual values of certain of these assets, and the potential for impairment based on the fair value of the assets and the cash flows they generate. Factors indicating potential impairment include, but are not limited to, significant decreases in the market value of the long- lived assets, a significant change in the condition of the long- lived assets and operating cash flow losses associated with the use of the long- lived assets. In the event the estimated residual value of any of our aircraft types is determined to be lower than the residual value assumptions used in our depreciation policies, the applicable aircraft type in our fleet may be impaired and may result in a material reduction in the book value of applicable aircraft types we operate or we may need to prospectively modify our depreciation policies. An impairment on any of the aircraft types we operate or an increased level of depreciation expense resulting from a change to our depreciation policies could result in a material negative impact to our financial results. Similarly, any factor that may cause an impairment on any of the aircraft types we operate may result in lower appraised values for such aircraft, which could cause adverse impacts to us under the agreements governing our indebtedness obligations. Significant reliance on Textron aircraft and spare parts poses risks to our business and prospects. As part of our business strategy, we have historically flown Textron Aviation (" Textron ") aircraft substantially. A majority of the aircraft we currently operate are the product of that single manufacturer. We have negotiated preferred rates with Textron for line maintenance services, certain component repair services and to purchase and exchange parts. Parts and services from Textron are subject to their product and workmanship warranties. If Textron fails to adequately fulfill its obligations towards us or experiences interruptions or disruptions in production or provision of services due to, for example, bankruptcy, natural disasters, labor strikes or disruption of its supply chain, including due to ongoing impacts from the COVID- 19 pandemic and the global economic slowdown, we may experience a significant delay in the delivery of or fail to receive previously ordered aircraft and parts, which would adversely affect our revenue and results of operations and could jeopardize our ability to meet the demands of our program participants. Although we could choose to operate aircraft of other manufacturers or increase our reliance on third- party operators, such a change would involve substantial expense to us and could disrupt our business activities. Significant reliance on Pratt and Whitney and Rolls Royce aircraft engines poses risks to our owned and leased aircraft. As part of our business strategy, we have historically relied on Pratt & Whitney and Rolls Royce aircraft engines to power our owned and leased aircraft. We have also entered into Program Agreements covering certain of our aircraft related to engine maintenance and overhauls for certain aircraft in our fleet. If either Pratt & Whitney or Rolls Royce fail to adequately fulfill their obligations towards us or experience interruptions or disruptions in production or provision of services due to, for example, bankruptcy, natural disasters, labor strikes or disruption of its supply chain, we may experience a significant delay in the delivery of or fail to receive previously ordered aircraft engines and parts, which would adversely affect our revenue and profitability and could jeopardize our ability to meet the demands of our program participants. In addition, if we fail to meet our obligations or are otherwise in default under the Program Agreements, our access to aircraft engines and parts may become limited and we may experience adverse consequences under the agreements governing our indebtedness, each of which could adversely impact our business, operations, cash flow, financial condition and liquidity. We may incur substantial maintenance costs as part of our leased aircraft return obligations. Our aircraft lease agreements may contain provisions that require us to return aircraft airframes and engines to the lessor in a specified condition or pay an amount to the lessor based on the actual return condition of the equipment. These lease return costs are recorded in the period in which they are incurred. We estimate the cost of maintenance lease return obligations and accrue such costs over the remaining lease term when the expense is probable and can be reasonably estimated. Any unexpected increase in maintenance return costs may negatively impact our financial position and results of operations. We are exposed to operational disruptions due to maintenance. Our fleet requires regular maintenance work, which may cause operational disruption. Our inability to perform timely maintenance and repairs can result in our aircraft being underutilized which could have an adverse impact on our business, financial condition and results of operations. On occasion, airframe manufacturers and / or regulatory authorities require mandatory or recommended modifications to be made across a particular fleet which may mean having to ground a particular type of aircraft. This may cause operational disruption to, and impose significant costs on, us. Furthermore, our operations in remote locations, where delivery of components and parts or transportation of maintenance personnel could take a significant period of time, could result in delays in our ability to maintain and repair our aircraft. We often rely on commercial airlines to deliver such components and parts or transport maintenance personnel. Any such delays may pose a risk to our business, financial condition and results of operations. See " — Aviation businesses are often affected by factors beyond their control including: air traffic congestion at airports; airport slot restrictions; air traffic control inefficiencies; increased and changing security measures; changing regulatory and governmental requirements; new or changing travel- related taxes; any of which could have a material adverse effect on our business, results of operations and financial condition. " Moreover, as our aircraft base increases and our fleet ages, our maintenance costs could potentially increase and we may be unable to manage the composition of our fleet in a manner that reduces costs due to the availability and prices for replacement aircraft and parts. Our transition to in- house maintenance, repair~~

~~and overhaul activities could prove unsuccessful or impact key relationships. We acquired MRO facilities as part of past acquisitions, and our business strategy contemplates that certain of the MRO activities for which we have historically relied on third- parties to perform would instead be handled at our facilities. We may be unsuccessful in such efforts or unable to expand such services commensurate with our growth, which could have an adverse effect on our future business and results of operations. The successful execution of our MRO strategy could adversely affect our relationships with vendors historically providing MRO services to us, from whom we expect to continue to require maintenance and other services. In addition, performing such services in- house would internalize the risks and potential liability for the performance of such services. If maintenance is not performed properly this may lead to significant damage to aircraft, loss of life, negative publicity and legal claims against us, each of which could have an adverse impact on our business, results of operations, cash flows, financial condition and liquidity. Significant increases in fuel costs that we are unable to pass along to our members and customers could have a material adverse effect on our business, financial condition and results of operations. Fuel is essential to the operation of our aircraft and to our ability to carry out our transport services. Fuel costs are a key component of our operating expenses. A significant increase in fuel costs may impact flight activity by our members and customers, and otherwise negatively impact our revenue, operating expenses and results of operations, including Adjusted Contribution Margin. Pursuant to our membership agreements, we are able to add a limited fuel surcharge to our guaranteed capped rates with specified prior notice, and to our members and customers without capped rate pricing directly by adjusting our pricing when needed. In 2022, we introduced a fuel surcharge for our customers that is applied when the cost of cost of Jet A fuel, as published by the Argus U. S. Jet Fuel IndexTM, is more than $ 2. 00 per gallon and is calculated based on estimated billable flight time. Given our contractual ability to pass on increased fuel costs, in whole or in part, to certain of our customers and mitigate the risk with others, we do not maintain hedging arrangements for the price of fuel. However, increased fuel surcharges may adversely affect our member retention, customer flight activity and revenue if a prolonged period of high fuel costs occurs. In addition, potential increased environmental regulations that might require new fuel sources (e. g., sustainable aviation fuel) could lead to increased costs. To the extent there is a significant increase in fuel costs that affects the amount our customers choose to fly with us, it may have a material adverse effect on our business, financial condition and results of operations. Our reliance upon others to provide essential services on behalf of our operations may limit our ability to control the efficiency and timeliness of contract services. We have entered into agreements, including Program Agreements, with OEMs and third- party contractors to provide various facilities and services required for our operations, including aircraft maintenance, ground facilities and IT services, and expect to enter into additional similar agreements in the future. In particular, we rely on OEMs, Textron, Hartzell Propeller Inc. and third- party providers for procurement of replacement parts or to provide component exchange or repair services for our fleet. We also rely on Pratt and Whitney and Rolls Royce to provide engine maintenance for their respective engine products. Our agreements with such OEMs, and other service providers, are subject to termination after notice. If our third- party service providers terminate their contracts with us, including Program Agreements, or do not provide timely or consistently high- quality service, we may not be able to replace them in a cost- efficient manner or in a manner timely enough to support our operational needs, which could have a material adverse effect on our business, financial condition and results of operations. In addition, our operations could be materially and adversely affected by the failure or inability of OEMs to provide sufficient parts or related maintenance and support services to us in a timely manner. While we operate a significant portion of the flights for our customers, the transition to increased utilization of third- party operators is a key element of our go- forward, " asset right " fleet strategy. For the year ended December 31, 2022, approximately 25 % of our revenue generating flights were fulfilled by third- party aircraft operators on our behalf, a substantial majority of which were with our ten most frequently used partners. We face the risk that any of our third- party operators may not fulfill their contracts and deliver their services on a timely basis, or at all. The ability of our third- party operators to effectively satisfy our requirements could also be impacted by any such third- party operators' financial difficulty or damage to their operations caused by fire, terrorist attack, natural disaster, pandemic or other events. In addition, due to aircraft supply constraints across the industry, we may be required to pay more for capacity with our third- party operators to service customer or member flights. The failure of any third- party operators to perform to our expectations could result in delayed or cancelled flights or service credits, and harm the applicable portion of our business and customer relationships. Our reliance on third- party operators and our inability to fully control any operational difficulties or increased costs with our third- party operators could have a material adverse effect on the portion of our business where we use third- party operators, financial condition and results of operations. In addition, due to our reliance on third- parties to supplement our capabilities, 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~~ Part I, Item **2** ~~1A. —~~ " **Properties** ~~Risk Factors~~ " ~~section, such as the impact~~ of ~~adverse economic conditions and the inability of third- parties to hire or retain skilled personnel, including pilots and maintenance personnel. Several of these third- party operators provide significant 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, shortages of skilled personnel and adverse economic conditions in general, have subjected certain of these third- party operators to significant financial and operational pressures, which have in the past and could result in future temporary or permanent cessation of their operations. Union strikes or staff shortages among airport workers or certain pilots of third- party aircraft operators may result in disruptions of our operations and thus could have a material adverse effect on some of our business, results of operations and financial condition. Any significant disruption to our operations as a result of problems with any of our third- party aircraft operators would have an adverse effect on our business, results of operations and financial condition. In addition, we have entered into agreements with contractors to provide various facilities and services required for our operations. Because we rely on others to provide such services, our ability to control the efficiency and timeliness of such services is limited. Similar agreements may be entered into in any new markets we decide to serve. We are also at risk should one of these service providers cease operations, and there is no guarantee that we could replace these providers on a timely basis with~~

~~comparably priced providers, or at all. Any material problems with the efficiency and timeliness of contract services, resulting from financial hardships or otherwise, could have a material adverse effect on our business, results of operations and financial condition. In addition, in the event potential competitors establish cooperative or strategic relationships with third- party aircraft operators in the markets we serve, offer to pay third- party aircraft operators more attractive rates or guarantee a higher volume of flights than we have historically offered, we may not have access to the necessary number of aircraft to achieve our planned growth. If our third- party aircraft operators are unable or unwilling to support our growth, or we are unable to add new operators, some of our business and results of operations could be adversely affected. As the private aviation market grows, we expect competition for third- party aircraft operators to increase. Further, we expect that as competition in the private aviation market grows, the use of exclusive contractual arrangements with third- party aircraft operators, sometimes requiring volume guarantees and prepayments or deposits, may increase. This may require us to purchase or lease additional aircraft that may not be available or require us to incur significant capital or operating expenditures, in each case which may adversely impact our business, results of operations and financial condition.. Our insurance may become too difficult or expensive to obtain. If we are unable to maintain sufficient insurance coverage, it may materially and adversely impact our results of operations and financial position. Hazards are inherent in the aviation industry and may result in loss of life and property, potentially exposing us to substantial liability claims arising from the operation of aircraft. We carry insurance for aviation hull, aviation liability, premises, hangarkeepers, product, war risk, general liability, workers compensation, directors and officers, cyber and other insurance customary in the industry in which we operate. Insurance underwriters are required by various federal and state regulations to maintain minimum levels of reserves for known and expected claims. However, there can be no assurance that underwriters have established adequate reserves to fund existing and future claims. The number of accidents, as well as the number of insured losses within the aviation and aerospace industries, and the impact of general economic conditions on underwriters may result in increases in premiums above the rate of inflation. To the extent that our existing insurance carriers are unable or unwilling to provide us with sufficient insurance coverage, and if insurance coverage is not available from another source (for example, a government entity), our insurance costs may increase and may result in our being in breach of regulatory requirements or contractual arrangements requiring that specific insurance be maintained, which may have a material adverse effect on our business, financial condition and results of operations. In addition, incidents related to aircraft operation with respect to the portion of our business where we use third- party operators are covered by our third- party operators' insurance. If our third- party aircraft operators' insurance costs increase, such operators are likely to pass the increased costs to us, which could cause us to increase the prices paid by our customers. Such cost increases could adversely affect demand for our products and services and harm our business. Our self- insurance programs may expose us to significant and unexpected costs and losses. Since January 1, 2021, we have maintained employee health insurance coverage on a self- insured basis. We do maintain stop loss coverage which sets a limit on our liability for both individual and aggregate claim costs. Prior to January 1, 2021, we maintained such coverage on a fully insured basis. We record a liability for our estimated cost of claims incurred and unpaid as of each balance sheet date. Our estimated liability is recorded on an undiscounted basis and includes a number of significant assumptions and factors, including historical trends, expected costs per claim, actuarial assumptions and current economic conditions. Our history of claims activity for all lines of coverage has been and will be closely monitored, and liabilities will be adjusted as warranted based on changing circumstances. It is possible, however, that our actual liabilities may exceed our estimates of loss. In addition, we have rapidly hired employees to match the growth of our business, which may cause reevaluation of our estimated liabilities and losses. We may also experience an unexpectedly large number of claims that result in costs or liabilities in excess of our projections, and therefore we may be required to record additional expenses. For these and other reasons, our self- insurance reserves could prove to be inadequate, resulting in liabilities in excess of our available insurance and self- insurance. If a successful claim is made against us and is not covered by our insurance or exceeds our policy limits, our business may be negatively and materially impacted. We must continue to build and maintain strong brand identity for our products and services, which have expanded over time. We believe that strong brand identity will continue to be important in attracting members. If our efforts to promote and maintain our brand are not successful, our operating results and our ability to attract members and other customers may be adversely affected. From time to time, our members and other customers may express dissatisfaction with our products and service offerings, in part due to factors that could be outside of our control, such as the timing and availability of aircraft and service interruptions driven by prevailing political, regulatory or natural conditions. To the extent dissatisfaction with our products and services is widespread or not adequately addressed, our brand may be adversely impacted and our ability to attract and retain members may be adversely affected. With respect to our planned expansion into additional markets, we will also need to establish our brand and to the extent we are not successful, our business in new markets would be adversely impacted. Through our marketing, advertising, and communications with our customers, we set the tone for our brand as aspirational but also within reach. We strive to create high levels of customer satisfaction through the experience provided by our team and representatives. The ease and reliability of our offerings, including our ability to provide high- quality customer support, helps us attract and retain customers. Customers depend on our account managers and member services team to resolve any issues relating to our products and services, such as scheduling changes and other updates to trip details and assistance with certain billing matters. Our ability to provide effective and timely support is largely dependent on our ability to attract and retain skilled employees who can support our customers and are sufficiently knowledgeable about our product and services. As we continue to grow our business and improve our platform, we will face challenges related to providing quality support at an increased scale. Any failure to provide efficient customer support, or a market perception that we do not maintain high- quality support, could adversely affect our reputation, brand, business, financial condition and results of operations. If we are unable to adequately protect our intellectual property interests or are found to be infringing on intellectual property interests of others, we may incur significant expense and our business may be adversely affected. Our intellectual property includes our trademarks, domain names, website, mobile and web applications, software~~

~~(including our proprietary algorithms and data analytics engines), copyrights, trade secrets and inventions (whether or not patentable). We believe that our intellectual property plays an important role in protecting our brand and the competitiveness of our business. If we do not adequately protect our intellectual property, our brand and reputation may be adversely affected and our ability to compete effectively may be impaired. We protect our intellectual property through a combination of trademark, copyright, and trade secret laws, contracts and policies. Our efforts may not be sufficient or effective. For example, we do not have any issued patents and have not registered any of our copyrights. Moreover, we have registered our trademarks and domain names that we currently use in certain countries, but we may not be able to register them in other territories in which we may operate now or in the future or the cost of registering may significantly increase. Further, we may be unable to prevent competitors from acquiring trademarks or domain names that are similar to or diminish the value of our intellectual property. In addition, it may be possible for other parties to copy or reverse engineer our applications or other technology offerings. Moreover, our proprietary algorithms, data analytics engines, or other software or trade secrets, including UP FMS, may be compromised by third- parties or our employees, which could cause us to lose any competitive advantage we may have from them. In addition, our business is subject to the risk of third- parties infringing our intellectual property. We may not always be successful in securing protection for, or identifying or stopping infringements of, our intellectual property and we may need to resort to litigation in the future to enforce our rights in this regard. Any such litigation could result in significant costs and a diversion of resources. Further, such enforcement efforts may result in a ruling that our intellectual property rights are unenforceable. Moreover, companies in the aviation and technology industries are frequently subject to litigation based on allegations of intellectual property infringement, misappropriation or other violations. As we expand and raise our profile, the likelihood of intellectual property claims being asserted against us grows. Further, we may acquire or introduce new technology offerings, which may increase our exposure to patent and other intellectual property claims. Any intellectual property claims asserted against us, whether or not having any merit, could be time- consuming and expensive to settle or litigate. If we are unsuccessful in defending such a claim, we may be required to pay substantial damages or could be subject to an injunction or agree to a settlement that may prevent us from using our intellectual property or making our offerings available to customers. Some intellectual property claims may require us to seek a license to continue our operations, and those licenses may not be available on commercially reasonable terms or may significantly increase our operating expenses. If we are unable to procure a license, we may be required to develop non- infringing technological alternatives, which could require significant time and expense. Any of these events could adversely affect our business, financial condition and results of operations. A delay or failure to identify and devise, invest in and implement certain important technology, business and other initiatives could have a material impact on our business, financial condition and results of operations. In order to operate our business, achieve our goals, and remain competitive, we continuously seek to identify and devise, invest in, implement and pursue technology, business and other important initiatives, such as those relating to aircraft fleet structuring, UP FMS, business processes, information technology, initiatives seeking to ensure high quality service experience and others. Our business and the aircraft we operate are characterized by changing technology, introductions and enhancements of models of aircraft and services and shifting customer demands, including technology preferences. Our future growth and financial performance will depend in part upon our ability to develop, market and integrate new services and to accommodate the latest technological advances and customer preferences. In addition, the introduction of new technologies or services that compete with our product and services could result in our revenues decreasing over time. If we are unable to upgrade our operations or fleet with the latest technological advances in a timely manner, or at all, our business, financial condition and results of operations could suffer. A failure in our technology or breaches of the security of our information technology infrastructure may adversely affect our business and financial condition and disrupt our customers' businesses. The performance and reliability of the technology that we and our third- party operators use is critical to our ability to compete effectively. A significant internal technological error or failure or large- scale external interruption in the technological infrastructures on which we and our third- party operators depend, such as power, telecommunications or the Internet, may disrupt our internal network. Any substantial, sustained or repeated failure of the technology that we or our third- party operators use could impact our ability to conduct our business, lower the utilization of our aircraft, and result in increased costs. Our and our third- party operators' technological systems and related data may be vulnerable to a variety of sources of interruption due to events beyond our control, including natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers and other security issues. In addition, as a part of our ordinary business operations, we collect and store sensitive data, including personally identifiable information of our employees and customers. Our information systems are subject to an increasing threat of continually evolving cybersecurity risks, as evidenced by a recent incident in which a cloud- based data storage system we maintain for customers was accessed by an intruder. On December 6, 2020, an unauthorized actor located outside of the U. S. gained access to certain files in the cloud- based storage system where certain of our flight management system customers (aircraft owners / operators) upload documents related to flights. Some of those documents contained personally identifiable information regarding flight passengers. We responded to the incident by implementing our incident response plan, remediating the vulnerability that enabled the data security breach, and engaging both internal resources as well as outside experts for ongoing mitigation of any adverse impact. Nevertheless, it is possible that individuals whose personal information was included in the documents involved could be subject to identity theft if their information is misused, which could trigger complaints and potential liability, including through class action litigation. 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. We may not be able to prevent future data security breaches or unauthorized uses of data. A compromise of the technology systems we use resulting in the loss, disclosure, misappropriation of, or access to, employees' or business partners' information could result in legal claims or proceedings, liability or regulatory penalties under laws protecting the privacy of personally identifiable information, disruption to our operations and damage to our reputation, any, or all of which could adversely affect our business and financial condition.~~

~~We rely on third- party Internet, mobile, and other products and services to deliver our mobile and web applications and flight management system offerings, and any disruption of, or interference with, our use of those services could adversely affect our business, financial condition, results of operations and customers. Our platform' s continuing and uninterrupted performance is critical to our success. That platform is dependent on the performance and reliability of Internet, mobile and other infrastructure services that are not under our control. For example, we currently host our platform, including our mobile and web- based applications and the UP FMS, and support our operations using a third- party provider of cloud infrastructure services. While we have engaged reputable vendors to provide these products or services, we do not have control over the operations of the facilities or systems used by our third- party providers. These facilities and systems may be vulnerable to damage or interruption from natural disasters, cybersecurity attacks, human error, terrorist attacks, power outages, pandemics and similar events or acts of misconduct. In addition, any changes in one of our third- party service provider' s service levels may adversely affect our ability to meet the requirements of our customers or needs of our employees. While we believe we have implemented reasonable backup and disaster recovery plans, we have experienced, and expect that in the future we will experience, interruptions, delays and outages in service and availability from time to time due to a variety of factors, including infrastructure changes, human or software errors, website hosting disruptions, capacity constraints or external factors beyond our control. Sustained or repeated system failures would reduce the attractiveness of our offerings and could disrupt our customers', suppliers', third- party vendors' and aircraft providers' businesses. It may become increasingly difficult to maintain and improve our performance, especially during peak usage times, as we expand our products and service offerings. Any negative publicity or user dissatisfaction arising from these disruptions could harm our reputation and brand, may adversely affect the usage of our offerings, and could harm our business, financial condition and results of operation. We rely on third- parties maintaining open marketplaces to distribute our mobile and web applications and to provide the software we use in certain of our products and offerings, including the provision of our flight management system. If such third- parties interfere with the distribution of our products or offerings, with our use of such software, or with the interoperability of our platform with such software, our business would be adversely affected. Our platform' s mobile applications rely on third- parties maintaining open marketplaces, including the Apple App Store and Google Play, which make applications available for download. We cannot be assured that the marketplaces through which we distribute our applications will maintain their current structures or that such marketplaces will not charge us fees to list our applications for download. We rely upon certain third- party software and integrations with certain third- party applications to provide our platform and products and service offerings. As our offerings expand and evolve, we may use additional third- party software or have an increasing number of integrations with other third- party applications, software, products and services. Third- party applications, software, products and services are constantly evolving, and we may not be able to maintain or modify our platform, including our mobile and web- based applications and UP FMS, to ensure its compatibility with third- party offerings following development changes. Moreover, some of our competitors or technology partners may take actions which disrupt the interoperability of our offerings with their own products or services, or exert strong business influence on our ability to, and the terms on which we, operate our platform and provide our products and service offerings to customers. In addition, if any of our third- party providers cease to provide access to the third- party software that we use, do not provide access to such software on terms that we believe to be attractive or reasonable, do not provide us with the most current version of such software, modify their products, standards or terms of use in a manner that degrades the functionality or performance of our platform or is otherwise unsatisfactory to us or gives preferential treatment to competitive products or services, we may be required to seek comparable software from other sources, which may be more expensive or inferior, or may not be available at all. Any of these events could adversely affect business, financial condition and results of operations. Because we use software to collect and store personal information, privacy concerns in the territories in which we operate could result in additional costs and liabilities to us or inhibit sales of our software offering. The regulatory framework for privacy issues worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. Many government bodies and agencies have adopted or are considering adopting laws and regulations regarding the collection, use, storage and disclosure of personal information and breach notification procedures. We are also required to comply with laws, rules and regulations relating to data security. Interpretation of these laws, rules and regulations and their application to our software and professional services in applicable jurisdictions is ongoing and cannot be fully determined at this time. In the U. S., these include rules and regulations promulgated under the authority of the Federal Trade Commission, the Electronic Communications Privacy Act, the Computer Fraud and Abuse Act, and the CCPA and other state and federal laws relating to privacy and data security. By way of example, the CCPA requires covered businesses to provide new disclosures to California residents, provide them new ways to opt- out of certain disclosures of personal information, and allows for a new cause of action for data breaches. It includes a framework that includes potential statutory damages and private rights of action. There is some uncertainty as to how the CCPA, and similar privacy laws emerging in other states, could impact our business as it depends on how such laws will be interpreted. As we expand our operations, compliance with privacy laws may increase our operating costs. Outside the U. S., an increasing number of laws, regulations, and industry standards apply to data privacy and security. For example, the GDPR, took effect in the European Union (" EU ") on May 25, 2018. Following the withdrawal of the United Kingdom (" UK ") from the EU, the UK continues to generally apply GDPR in substantially equivalent form. The GDPR increased covered businesses' data privacy and security obligations and imposed stringent data privacy and security requirements, including, for example, detailed notices about how such businesses process personal data, the implementation of security measures, mandatory security breach notification requirements, contractual data protection requirements on data processors and limitations on the retention of records of personal data processing activities. Such restrictions could increase our exposure to regulatory enforcement action, increase our compliance costs, and adversely affect our business. Like other aviation companies, our business is affected by factors beyond our control, including air traffic congestion at airports, airport slot restrictions, air traffic control inefficiencies and staffing shortages, increased and changing security measures, changing~~

~~regulatory and governmental requirements, and new or changing travel- related taxes. Factors that cause flight delays frustrate passengers and increase operating costs and decrease revenues, which in turn could adversely affect demand for our products and services and profitability. Any general reduction in flight volumes could have a material adverse effect on our business, results of operations and financial condition. In the U. S., the federal government singularly controls all U. S. airspace, and aviation operators are completely dependent on the FAA to operate that airspace in a safe, efficient and affordable manner. The expansion of our business into international markets involves a greater degree of interaction with the regulatory authorities of the foreign countries in which we may operate. The air traffic control system, which is operated by the FAA, in the U. S., faces challenges in managing the growing demand for U. S. air travel. U. S. and foreign air- traffic controllers often rely on outdated technologies that routinely overwhelm the system and compel aviation operators to fly inefficient, indirect routes resulting in delays and increased operational cost. In January 2023, the FAA experienced an unexpected technical system outage that resulted in all domestic commercial air traffic being temporarily grounded for several hours, which adversely impacted airlines and private aviation industry operators during the duration of the outage. There have also been recent instances where understaffing of certain U. S. and foreign air traffic control systems have led to flight delays and cancellations, and resulted in significant costs to aviation operators. These instances are capable of repetition and may harm our business and results of operations in the future. In addition, discussions regarding privatization of the U. S. air traffic control system are ongoing, which could adversely affect our business. Further, implementation of the Next Generation Air Transport System by the FAA could result in changes to aircraft routings and flight paths that could lead to increased noise complaints and lawsuits, resulting in increased costs. Extreme weather, natural disasters and other adverse events could have a material adverse effect on our business, results of operations and financial condition. Adverse weather conditions and natural disasters, such as hurricanes, winter snowstorms or earthquakes, can cause flight cancellations or significant delays. We frequently fly to small or non-primary airports without a commercial airline presence, which may not maintain the level of preparedness to continue operations during such events. Cancellations or delays due to adverse weather conditions or natural disasters, air traffic control problems or inefficiencies, breaches in security or other factors may affect us to a greater degree than our competitors who may be able to recover more quickly from these events, and therefore could have a material adverse effect on our business, results of operations and financial condition to a greater degree than other air carriers. Any general reduction in passenger traffic could have a material adverse effect on our business, results of operations and financial condition. We are subject to risks associated with climate change, including the potential increased impacts of severe weather events on our operations and infrastructure. All climate change- related regulatory activity and developments may adversely affect our business and financial results by requiring us to reduce our emissions, make capital investments to modernize certain aspects of our operations, purchase carbon offsets or sustainable aviation fuel, or otherwise pay for our emissions. Such activity may also impact us indirectly by increasing our operating costs and adversely affecting our Adjusted Contribution Margin. The potential physical effects of climate change, such as increased frequency and severity of storms, floods, fires, fog, mist, freezing conditions, sea- level rise and other climate-related events, could affect our operations, infrastructure, and financial results. Operational impacts, such as the delay or cancellation of flights, could result in loss of revenue, decrease the demand for our products and services, and harm our reputation. In addition, certain airports that we frequently utilize and certain of our facilities are in locations susceptible to the impacts of storm- related flooding and sea- level rise, which could result in costs and loss of revenue. We could incur significant costs to improve the climate resiliency of our infrastructure and otherwise prepare for, respond to, and mitigate such physical effects of climate change. We are not able to accurately predict the materiality of any potential losses or costs associated with the physical effects of climate change. Our business is primarily focused on certain targeted geographic regions making us vulnerable to risks associated with having geographically concentrated operations. Our customer base is primarily concentrated in certain geographic regions of the U. S., including the northeast, southeast, southwestern and western regions. As a result, our business, financial condition and results of operations are susceptible to regional economic downturns and other regional factors, including state regulations and budget constraints and severe weather conditions, catastrophic events or other disruptions. Likewise, our international operations and customers are generally concentrated in certain European and Middle East countries. As we seek to expand in our existing markets, opportunities for growth within these regions will become more limited and the geographic concentration of our business may increase. The operation of aircraft is subject to various risks, and failure to maintain an acceptable safety record may have an adverse impact on our ability to obtain and retain customers. The operation of aircraft is subject to various risks, including catastrophic disasters, crashes, mechanical failures and collisions, which may result in loss of life, personal injury and / or damage to property and equipment. We may experience accidents in the future. These risks could endanger the safety of our customers, our personnel, third- parties, equipment, cargo and other property (both ours and that of third- parties), as well as the environment. If any of these events were to occur, we could experience loss of revenue, termination of customer contracts, higher insurance rates, litigation, regulatory investigations and enforcement actions (including potential grounding of our fleet and suspension or revocation of our operating authorities) and damage to our reputation and customer relationships. In addition, to the extent an accident occurs with an aircraft we operate or charter, we could be held liable for resulting damages, which may involve claims from injured passengers, and survivors of deceased passengers and property owners. There can be no assurance that the amount of our insurance coverage available in the event of such losses would be adequate to cover such losses, or that we would not be forced to bear substantial losses from such events, regardless of our insurance coverage. Moreover, any aircraft accident or incident, even if fully insured, and whether involving us or other private aircraft operators, could create a public perception that we are less safe or reliable than other private aircraft operators, which could cause our customers to lose confidence in us and switch to other private aircraft operators or other means of transportation. In addition, any aircraft accident or incident, whether involving us or other private aircraft operators, could also affect the public' s view of industry safety, which may reduce the amount of trust by our customers. We incur considerable costs to maintain the quality of (i) our safety program, (ii) our training programs and (iii) our fleet of aircraft. We cannot~~

~~guarantee that these costs will not increase. Likewise, we cannot guarantee that our efforts will provide an adequate level of safety or an acceptable safety record. If we are unable to maintain an acceptable safety record, we may not be able to retain existing customers or attract new customers, which could have a material adverse effect on our business, financial condition and results of operations. Failure to comply with regulatory requirements related to the maintenance of our aircraft and associated operations may result in enforcement actions, including revocation or suspension of our operating authorities in the U. S. and potentially other countries. 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, such as movements to institute a " living wage, " customer perceptions of our advertising campaigns, sponsorship arrangements or marketing programs, customer perceptions of our use of social media, 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. Any change in public perception of the private aviation industry due to perceived negative impacts on the environment and climate change may have an adverse impact on the demand for our products, services and reputations, which could adversely affect our business, results of operations and financial condition. 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 or repair our reputation. We could suffer losses and adverse publicity stemming from any accident involving our aircraft models operated by third- parties. Certain aircraft models that we operate have experienced accidents while operated by third- parties. If other operators experience accidents with aircraft models that we operate, obligating us to take such aircraft out of service until the cause of the accident is determined and rectified, we may lose revenues and customers. It is also possible that the FAA or other regulatory bodies in another country could ground a model of aircraft that we fly and restrict it from flying in their airspace. In addition, safety issues experienced by a particular model of aircraft could result in customers refusing to use that particular aircraft model or a regulatory body grounding that particular aircraft model. The value of the aircraft model might also be permanently reduced in the secondary market if the model were to be considered less desirable for future service, which may adversely impact our ability to comply with certain covenants under the agreements governing our indebtedness or require us to post additional collateral to comply with such covenants. Such accidents or safety issues related to aircraft models that we operate could have a material adverse effect on our business, financial condition and results of operations. The terrorist attacks of September 11, 2001 and their aftermath have negatively impacted the aviation business in general. If additional terrorist attacks are launched against the aviation industry, there will be lasting consequences of the attacks, which may include loss of life, property damage, increased security and insurance costs, increased concerns about future terrorist attacks, increased government regulation and airport delays due to heightened security. We cannot provide any assurance that these events will not harm the aviation industry generally or our operations or financial condition in particular. Risks Related to Our Indebtedness and Contractual Obligations Our obligations in connection with our contractual obligations, including long- term leases and debt financing obligations, could impair our liquidity and thereby harm our business, results of operations and financial condition. We have significant long- term lease and debt financing obligations primarily relating to our aircraft fleet, and we may incur additional obligations as we expand our aircraft fleet and operations. As of December 31, 2022, we had 67 aircraft under operating leases, with an average remaining lease term of approximately 4. 0 years. As of December 31, 2022, future minimum lease payments due under all long- term operating leases were approximately $ 152. 8 million. In addition, on October 14, 2022, WUP LLC, an indirect subsidiary of the Company, issued equipment notes (collectively, the " Equipment Notes ") in an aggregate principal amount of $ 270. 0 million (the " 2022- 1 Equipment Note Financing ") secured by 134 of the Company' s owned aircraft fleet and certain of our intellectual property assets of the Company and certain of its subsidiaries. The Equipment Notes require quarterly payments of interest and a specified percentage of unpaid principal amount, and have final expected distribution dates ranging from July 15, 2025 to October 15, 2029 depending on the type of aircraft, unless earlier redeemed by WUP LLC. As of December 31, 2022, $ 270. 0 million aggregate principal amount of the Equipment Notes were outstanding, with a weighted average remaining maturity of 5. 7 years. Our ability to timely pay our contractual obligations, including our long- term lease obligations and required payments under the Equipment Notes, or perform our obligation to provide services for which we have already received deferred revenue, will depend on our results of operations, cash flow, liquidity and ability to secure additional financing, which will in turn depend on, among other things, the success of our current business strategy, U. S. and global economic and political conditions, the availability and cost of financing, and other factors that may be beyond our control. If our liquidity is materially diminished, our cash flow available to fund our working capital requirements and operations, debt service obligations, capital expenditures and strategic initiatives may be materially and adversely affected, or we may not be able to realize the benefits of, or otherwise maintain, certain relationships with our business partners, members and customers. We cannot be assured that our operations will generate sufficient cash flow to make any required payments or perform our obligation to provide services for which we have already received deferred revenue, or that we will be able to obtain financing to make expenditures in pursuit of our strategic initiatives. The amount of our contractual obligations and timing of required payments could have a material adverse effect on our business, results of operations and financial condition. There are a number of factors that may limit our ability to raise financing or access capital markets in the future, including future debt and future contractual obligations, our liquidity and credit status, our operating cash flows, the market conditions in the aviation industry, U. S. and global economic conditions, the general state of the capital markets and the financial position of the major providers of aircraft and other aviation industry financing. We also may not, without the consent of Delta, issue any equity or equity- linked securities to certain domestic~~

~~commercial air carriers. We cannot assure you that we will be able to source external financing for our capital needs, and if we are unable to source financing on acceptable terms, or unable to source financing at all, our business could be materially adversely affected. To the extent we finance our activities with debt, we may become subject to financial and other covenants that may restrict our ability to pursue our business strategy or otherwise constrain our growth and operations. Our ability to obtain additional financing on terms we deem attractive or access the capital markets may be limited under certain circumstances. Our operations are capital intensive, and we require sufficient liquidity levels for our operations and strategic growth plans. We have significant debt obligations and may seek to incur additional indebtedness in the future to fund working capital requirements, debt service obligations, capital expenditures and strategic initiatives. Numerous factors may affect our ability to obtain financing or access the capital markets in the future on terms attractive to us, including our liquidity, operating cash flows and the timing of capital requirements, credit status and any credit ratings assigned to us, market conditions in the private aviation industry, U. S. and global economic conditions and conditions in the capital markets generally, and the availability of our assets as collateral for future financings. We can provide no assurance that external financing will be available to us in the future on terms that we deem attractive, or at all, to fund the capital needs for our business. If we are unable to source additional financing on terms we deem attractive, or at all, our business, results of operations and financial condition could be materially adversely affected, and we may be unable to execute our strategic goals. Agreements governing our debt obligations include financial and other covenants that provide limitations on our business and operations under certain circumstances, and failure to comply with any of the covenants in such agreements could adversely impact us. Our financing agreements, including those in connection with the 2022- 1 Equipment Note Financing, and other financing agreements that we may enter into from time to time, contain certain affirmative, negative and financial covenants, and other customary events of default. Under certain circumstances, such covenants require us to maintain minimum liquidity levels, limit our ability to enter into certain strategic transactions, make certain investments, pay dividends and make certain other specified restricted payments, and limit the loan- to- value ratio of all aircraft financed under the Equipment Notes based on periodic appraisals of aircraft. Certain covenants in our financing agreements are subject to important exceptions, qualifications and cure rights, including, under limited circumstances, the requirement to provide additional collateral or prepay or redeem certain obligations. In addition, certain of our financing agreements are cross- collateralized, such that an event of default or acceleration of indebtedness under one agreement could result in an event of default under other financing agreements. If we fail to comply with such covenants, if any other events of default occur for which no waiver or amendment is obtained, or if we are unable to timely refinance the debt obligations subject to such covenants or take other mitigating actions, the holders of our indebtedness could, among other things, declare outstanding amounts immediately due and payable and, subject to the terms of relevant financing agreements, repossess or foreclose on collateral, including certain of our aircraft or other assets used in our business. The acceleration of significant indebtedness or actions to repossess or foreclose on collateral may cause us to renegotiate, repay or refinance the affected obligations, and there is no assurance that such efforts would be successful or on terms we deem attractive. In addition, any acceleration or actions to repossess or foreclose on collateral under our financing agreements could result in a downgrade of any credit ratings then applicable to us, which could result in additional events of default or limit our ability to obtain additional financing. Legal and Regulatory Risks Relating to Our Business All interstate air carriers, including us, are subject to regulation by the DOT, the FAA and other governmental agencies, including the DHS, the TSA, the CBP and others. The laws enforced by these and other agencies impose substantial costs on us, may reduce air travel demand, and also may restrict the manner in which we conduct our business now or in the future, resulting in a material adverse effect on our operations. We also incur substantial costs in maintaining our current certifications and otherwise complying with the laws to which we are subject. An adverse decision by a federal agency may have a material adverse effect on our operations, such as an FAA decision to ground, or require time consuming inspections of or maintenance on, all or any of our aircraft. Our business may also be affected if government agencies shut down for any reason or if there is significant automation or another operational disruption, such as those attributed to Air Traffic Control or weather. In addition, as described under the caption " — Delaware law and our Organizational Documents contain certain provisions, including anti- takeover provisions that limit the ability of stockholders to take certain actions and could delay or discourage takeover attempts that stockholders may consider favorable, " we are also subject to restrictions imposed by federal law on foreign ownership of U. S. airlines and oversight by the DOT in maintaining our status as a U. S. Citizen (as such term is set forth in Title 49, U. S. Code, Section 40102 and administrative interpretations thereof issued by the DOT or its predecessor or successors, or as the same may be from time to time amended). A failure to comply with or changes to these restrictions may materially adversely affect our business. Revocation of permits, approvals, authorizations and licenses. Our business also requires a variety of federal, state and local permits, approvals, authorizations and licenses. Our business depends on the maintenance of such permits, approvals, authorizations and licenses. Our business is subject to regulations and requirements and may be adversely affected if we are unable to comply with existing regulations or requirements or if changes in applicable regulations or requirements occur. We are subject to increasingly stringent federal, state, local and foreign laws, regulations and ordinances relating to the protection of the environment and noise, including those relating to emissions to the air, discharges (including storm water and de- icing fluid discharges) to surface and subsurface waters, safe drinking water and the use, management, disposal and release of, and exposure to, hazardous substances, oils and waste materials. We are or may be subject to new or proposed laws and regulations that may have a direct effect (or indirect effect through our third- party specialists or airport facilities at which we operate) on our operations, including related to the environment, climate change and related reporting. Any such existing, future, new or potential laws and regulations could have an adverse impact on our business, results of operations and financial condition. Similarly, we are subject to environmental laws and regulations that require us to investigate and remediate soil or groundwater to meet certain remediation standards. Under certain laws, generators of waste materials, lessees, 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 strict, joint and several, meaning that we could be liable for the costs of cleaning up environmental contamination regardless of fault or the amount of wastes directly attributable to us. Environmental regulation and liabilities, including new or developing laws and regulations, or our initiatives in response to pressure from our stakeholders may increase our costs of operations and adversely affect us. In recent years, governments, customers, suppliers, employees and other of our stakeholders have increasingly focused on climate change, carbon emissions, waste generation and energy use and the public disclosure of such items. Laws and regulations that curb the use of conventional energy or require the use of renewable fuels or renewable sources of energy, such as sustainable aviation fuel or wind or solar power, could result in a decrease in the availability of hydrocarbon- based fuels for our aircraft or result in higher costs for such fuels. In addition, governments could pass laws, regulations or taxes that increase the cost of such fuels, thereby decreasing demand for our services and also increasing the costs of our operations by our third- party aircraft operators. Other laws or pressure from our stakeholders may adversely affect our business and financial results by requiring, or otherwise causing, us to reduce our emissions, make capital investments to modernize certain aspects of our operations, purchase carbon offsets or otherwise pay for our emissions, or make disclosures about or energy usage or emissions. Such activity may also impact us indirectly by increasing our operating costs. More stringent environmental laws, regulations or enforcement policies, as well as motivation to maintain our reputation with our key stakeholders, could have a material adverse effect on our business, financial condition and results of operations. The issuance of operating restrictions applicable to one of the aircraft types we operate could have a material adverse effect on our business, results of operations and financial condition. Our owned and leased fleet is comprised of a limited number of aircraft types, including the Beechcraft King Air 350i turboprop, Hawker 400XP, Cessna Citation Excel / XLS, Citation X and CJ3 aircraft. The issuance of FAA or manufacturer directives restricting or prohibiting the use of any one or more of the aircraft types we operate could have a material adverse effect on our business, results of operations and financial condition. In addition, such restrictions might also permanently reduce the value of certain aircraft types in the secondary market, which may adversely impact our ability to comply with certain covenants under the agreements governing our indebtedness or require us to post additional collateral to comply with such covenants. We may become involved in litigation that may materially adversely affect us. From time to time, we may become involved in various legal proceedings relating to matters incidental to the ordinary course of our business, including employment, commercial, product liability, class action, whistleblower and other litigation and claims, and governmental and other regulatory investigations and enforcement proceedings. Such matters can be time- consuming, divert management attention and resources, cause us to incur significant expenses or liability and / or require us to change our business practices. Because of the potential risks, expenses and uncertainties of litigation, we may, from time to time, settle disputes, even where we believe that we have meritorious claims or defenses. Because litigation is inherently unpredictable, the results of any of these actions may have a material adverse effect on our business, results of operations and financial condition. Risks Relating to Ownership of Our Securities and Being a Public Company Our Warrants are accounted for as liabilities and the changes in value of our Warrants could have a material effect on our financial results. On April 12, 2021, the Acting Director of the Division of Corporation Finance and Acting Chief Accountant of the SEC together issued a statement regarding the accounting and reporting considerations for warrants issued by special purpose acquisition companies entitled " Staff Statement on Accounting and Reporting Considerations for Warrants Issued by Special Purpose Acquisition Companies (" SPACs ") " (the " SEC Statement "). Specifically, the SEC Statement focused on certain settlement terms and provisions related to certain tender offers following a business combination, which terms are similar to those contained in the warrant agreement between Continental Stock Transfer & Trust Company, as warrant agent, and us (the " Warrant Agreement "), which govern our Warrants. As a result of the SEC Statement, prior to the Business Combination, Aspirational reevaluated the accounting treatment of its 7, 991, 544 public warrants (" Public Warrants ") and 4, 529, 950 private warrants (" Private Warrants " and, together with the Public Warrants, the " Warrants ") and determined to classify the Warrants as derivative liabilities measured at fair value, with changes in fair value each period reported in earnings. As a result, included on our consolidated balance sheet as of December 31, 2022 contained in this Annual Report are derivative liabilities related to embedded features contained within the Warrants. Financial Accounting Standards Board Accounting Standards Codification (" ASC ") 815, Derivatives and Hedging provides for the remeasurement of the fair value of such derivatives at each balance sheet date, with a resulting non- cash gain or loss related to the change in the fair value being recognized in earnings in the statement of operations. As a result of the recurring fair value measurement, our financial statements and results of operations may fluctuate quarterly, based on factors, which are outside of our control. Due to the recurring fair value measurement, we expect that we will recognize non- cash gains or losses on our Warrants each reporting period and that the amount of such gains or losses could be material. We may amend the terms of the Warrants in a manner that may be adverse to holders of Public Warrants with the approval by the holders of at least 65 % of the then outstanding Public Warrants. The Warrants were issued in registered form under the Warrant Agreement between Continental Stock Transfer & Trust Company, as warrant agent, and us. The Warrant Agreement provides that (a) the terms of the Warrants may be amended without the consent of any holder for the purpose of (i) curing any ambiguity or correct any mistake or defective provision or (ii) adding or changing any provisions with respect to matters or questions arising under the Warrant Agreement as the parties to the Warrant Agreement may deem necessary or desirable and that the parties deem to not adversely affect the rights of the registered holders of the Warrants and (b) all other modifications or amendments require the vote or written consent of at least 65 % of the then outstanding Public Warrants and, solely with respect to any amendment to the terms of the Private Warrants or any provision of the Warrant Agreement with respect to the Private Warrants, at least 65 % of the then outstanding Private Warrants. Accordingly, we may amend the terms of the Public Warrants in a manner adverse to a holder if holders of at least 65 % of the then outstanding Public Warrants approve of such amendment. Although our ability to amend the terms of the Public Warrants with the consent of at least 65 % of the then outstanding Public Warrants is unlimited, examples of such amendments could be amendments to, among other things, increase the exercise price of the Warrants, shorten the exercise period or decrease~~

~~the number of shares of Class A common stock purchasable upon exercise of a Warrant. We will have broad discretion over the use of proceeds from the exercise of our Warrants and options, and we may invest or spend the proceeds in ways with which investors do not agree and in ways that may not yield a return. We will have broad discretion over the use of proceeds from the exercises of our Warrants and options. Investors may not agree with our decisions, and our use of the proceeds may not yield a return on investment. We intend to use these net proceeds for general corporate purposes, which may include capital expenditures and working capital. Our use of these proceeds may differ substantially from our current plans. Our failure to apply the net proceeds from the exercises of Warrants and options effectively could impair our ability to pursue our growth strategy or could require us to raise additional capital. There is no guarantee that our Warrants will be in the money, and they may expire worthless and the terms of our Warrants may be amended. The exercise price for our Warrants is $ 11. 50 per share of Class A common stock. There is no guarantee that the Warrants will be in the money at any given time prior to their expiration. If the trading price of our Class A common stock declines, the Warrants may expire worthless. We may redeem your unexpired Warrants prior to their exercise at a time that is disadvantageous to you, thereby making your Warrants worthless. We have the ability to redeem the outstanding Warrants at any time after they become exercisable and prior to their expiration, at a price of $ 0. 01 per Warrant if, among other things, the last reported sale price of a share of Class A common stock for any 20 trading days within a 30- trading day period ending on the third trading day prior to the date on which we send the notice of redemption to the Warrant holders (the “ Reference Value ”) equals or exceeds $ 18. 00 per share (as adjusted for adjustments to the number of shares issuable upon exercise or the exercise price of a Warrant). If and when the Warrants become redeemable by us, we may exercise our redemption right even if we are unable to register or qualify the underlying securities for sale under all applicable state securities laws. As a result, we may redeem the Warrants as set forth above even if the holders are otherwise unable to exercise the Warrants. Redemption of the outstanding Warrants as described above could force holders to: (1) exercise Warrants and pay the exercise price therefor at a time when it may be disadvantageous for the holders to do so; (2) sell Warrants at the then- current market price when the holders might otherwise wish to hold Warrants; or (3) accept the nominal redemption price which, at the time the outstanding Warrants are called for redemption, we expect would be substantially less than the market value of the Warrants. Except in limited circumstances, none of the Private Warrants will be redeemable by us (so long as they are held by Aspirational or its permitted transferees). In addition, we have the ability to redeem the outstanding Warrants at any time after they become exercisable and prior to their expiration, at a price of $ 0. 10 per Warrant if, among other things, the Reference Value equals or exceeds $ 10. 00 per share (as adjusted for adjustments to the number of shares issuable upon exercise or the exercise price of a Warrant). In such a case, the holders will be able to exercise their Warrants prior to redemption for a number of shares of Class A common stock determined based on the redemption date and the fair market value of our Class A common stock. The value received upon exercise of the Warrants (1) may be less than the value the holders would have received if they had exercised their Warrants at a later time where the underlying share price is higher and (2) may not compensate the holders for the value of the Warrants, including because the number of ordinary shares received is capped at 0. 361 Class A common stock per Warrant (subject to adjustment) irrespective of the remaining life of the Warrants. The SEC rules define a material weakness as a deficiency, or a combination of control deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of a registrant’ s financial statements will not be prevented or detected on a timely basis. Wheels Up is required to annually provide management’ s attestation on internal controls pursuant to Section 404 of the Sarbanes- Oxley Act of 2002 (“ Sarbanes- Oxley ”) beginning with the year ended December 31, 2022. We are also required to disclose significant changes made to our internal control procedures on a quarterly basis and any material weaknesses identified by our management in our internal control over financial reporting during the course of related assessments. In addition, our independent registered public accounting firm must attest to the effectiveness of our internal control over financial reporting under Sarbanes- Oxley. The standards required for a public company under Sarbanes- Oxley are significantly more stringent than those previously required of Wheels Up as a privately- held company prior to the closing of the Business Combination on July 13, 2021. In connection with the preparation of the audited financial statements to be included in this Annual Report on Form 10- K, management identified a material weakness in certain internal controls over financial reporting related to the financial statement close process. The material weakness resulted in a restatement of the Company' s unaudited condensed consolidated financial statements as of and for the three and nine months ended September 30, 2022 to recognize a non- cash goodwill impairment charge which should have been recognized during the three months ended September 30, 2022. Management determined that such material weakness resulted in the Company’ s internal control over financial reporting and disclosure controls and procedures not being effective as of September 30, 2022. The Company filed a Quarterly Report on Form 10- Q / A with the SEC on March 31, 2023 to restate the unaudited condensed consolidated financial statements as of and for the three and nine months ended September 30, 2022. In connection with an audit of Wheels Up’ s consolidated financial statements for the year ended December 31, 2022, management assessed the effectiveness of our internal control over financial reporting as of December 31, 2022 and identified material weaknesses in our internal controls over financial reporting with respect certain deficiencies in information technology (“ IT ”) general controls for IT systems and applications that are relevant to the preparation of the consolidated financial statements, and the failure to maintain effective controls over the financial statement close and key business processes. These deficiencies could impact the effectiveness of IT- dependent controls, as well as the effectiveness of our controls around the periodic closing and preparation processes for our financial statements, which could result in future misstatement (s) impacting financial statement accounts and disclosures that may in- turn result in a material misstatement of our annual or interim financial statements that we would have failed to prevent or detect. As a result of these material weaknesses, our management concluded that our internal control over financial reporting and disclosure controls and procedures were not effective as of December 31, 2022. See Part II, Item 9A. — “ Controls and Procedures ” in~~ this Annual Report for ~~additional~~ **more** information about ~~these material weaknesses and management’ s assessment of our internal control over financial reporting and disclosure controls and procedures during the~~

~~year ended December 31, 2022. In addition, in connection with an audit of Aspirational' s financial statements for the year ended December 31, 2020 prior to the consummation of the Business Combination, Aspirational identified a defined material weakness in its internal control over financial reporting due to a lack of controls to identify and record expenses that require accrual to ensure liabilities in the financial statements are reported completely and accurately. Following the issuance of the SEC Statement, on May 4, 2021, after consultation with Aspirational' s independent registered public accounting firm, Aspirational' s management and Aspirational' s audit committee concluded that, in light of the SEC Statement, it was appropriate to restate (i) certain items on Aspirational' s previously issued audited balance sheet as of September 25, 2020, which were related to Aspirational' s initial public offering, (ii) Aspirational' s unaudited quarterly financial statements as of September 30, 2020 and for the period from July 7, 2020 (inception) through September 30, 2020 and (iii) Aspirational' s audited financial statements as of December 31, 2020 and for the period from July 7, 2020 (inception) through December 31, 2020. See " — Our Warrants are accounted for as liabilities and the changes in value of our Warrants could have a material effect on our financial results. " Due solely to the events that led to the restatement of certain of Aspirational' s financial statements, Aspirational concluded that it had a material weakness in its internal controls over financial reporting. We have implemented measures to remediate the material weakness with respect to Aspirational. Effective internal controls are necessary for us to provide reliable financial statements and prevent or~~ **our** ~~detect fraud~~ **aircraft fleet** . ~~The material weaknesses in internal control over financial reporting described above, any new deficiencies identified in the future or any deficiencies in our disclosure controls and procedures, if not timely remediated, could limit our ability to prevent or detect a misstatement of our accounts or disclosures that could result in a material misstatement of our annual or interim financial statements. We are in the process of implementing a remediation plan to remediate the material weaknesses identified in fiscal year 2022, which is designed to improve our internal controls. We can provide no assurance that the measures we have taken to- date and any actions that we may take in the future will be sufficient to remediate these control deficiencies, or that such remediation measures will be effective at preventing or avoiding potential future significant deficiencies or material weaknesses in our internal controls. If we identify any new deficiencies in the future or are not able to successfully remediate the material weaknesses identified in fiscal year 2022 and related deficiencies in our disclosure controls and procedures, the accuracy and timing of our financial reporting may be adversely affected, stockholders, investors, members and customers may lose confidence in the accuracy and completeness of our financial reports, the market price of our Class A common stock and Public Warrants could decline, we could be subject to sanctions or investigations by the SEC, NYSE or other regulatory authorities, and we may not be able to source external financing for our capital needs on acceptable terms or at all. Each of the foregoing items could adversely affect our business, results of operations, financial condition, and the market price and volatility of our Class A common stock and Warrants. In addition, we have expended, and expect to continue to expend, significant resources, including accounting- related costs and significant management oversight, in order to assess, implement, maintain, remediate and improve the effectiveness of our internal control over financial reporting and our general control environment. In addition, as a result of the material weaknesses described above, the change in accounting for the Warrants, past restatements of Aspirational' s and our financial statements, and other matters raised or that may in the future be raised by the SEC, we face the potential for litigation or other disputes which may include, among others, claims invoking the federal and state securities laws, contractual claims or other claims arising from the deficiencies in our internal control over financial reporting described above, the preparation of our financial statements and the restatement described above. As of the date of this Annual Report, we have no knowledge of any such litigation or dispute. However, we can provide no assurance that such litigation or dispute will not arise in the future. Any such litigation or dispute, whether successful or not, could have a material adverse effect on our business, results of operations, liquidity and financial condition. The restatement of our prior quarterly financial statements may affect stockholder and investor confidence in us or harm our reputation, and may subject us to additional risks and uncertainties, including increased costs and the increased possibility of legal proceedings and regulatory inquiries, sanctions or investigations. In connection with the preparation of the audited financial statements to be included in this Annual Report on Form 10- K, management identified a material weakness in certain internal controls over financial reporting related to the financial statement close process. These deficiencies related to the review of complex accounting matters, which resulted in a restatement of the Company' s unaudited condensed consolidated financial statements as of and for the three and nine months ended September 30, 2022 to recognize a non- cash goodwill impairment charge which should have been recognized during the three months ended September 30, 2022. The Company filed a Quarterly Report on Form 10- Q / A with the SEC on March 31, 2023 to restate the unaudited condensed consolidated financial statements as of and for the three and nine months ended September 30, 2022. As a result of the restatement described above, we have incurred, and may continue to incur, unanticipated costs for accounting and legal fees in connection with, or related to, such restatement. In addition, such restatement could subject the Company to a number of additional risks and uncertainties, including the increased possibility of legal proceedings and inquiries, sanctions or investigations by the SEC, NYSE or other regulatory authorities. Any of the foregoing may adversely affect our reputation, the accuracy and timing of our financial reporting, or our business, results of operations, liquidity and financial condition, or cause stockholders, investors, members and customers to lose confidence in the accuracy and completeness of our financial reports or cause the market price of our Class A common stock and Public Warrants to decline. Certain of our stockholders will experience immediate dilution as a consequence of future issuances of Class A common stock pursuant to the 2021 LTIP, as part of the Earnout Shares, due to the cash exercise of WUP stock options and due to the exchange of any WUP profits interests for shares of Class A common stock at a level above the intrinsic value of the WUP profits interests. As of December 31, 2022, there were 251, 982, 984 and 249, 338, 569 shares of Class A common stock issued and outstanding, respectively, which excludes the possible future issuance of any Class A common stock as Earnout Shares and in connection with the exercise of any Warrants. If stock options are cash exercised, or if due to appreciation of our Class A common stock, WUP profits interests become exchangeable for a greater amount of shares of Class A common stock, the percentage ownership held by existing stockholders~~

~~in Wheels Up will be different. In addition, our employees, non- employee directors and consultants hold and are expected to be granted equity awards under the Wheels Up Experience Inc. 2021 Long- Term Incentive Plan (“ 2021 LTIP ”). Existing stockholders will experience additional dilution when those equity awards and purchase rights become vested and settled or exercisable, as applicable, for shares of our Class A common stock. The issuance of additional Class A common stock may adversely affect prevailing market prices for our shares of Class A common stock and Warrants. The price of our Class A common stock and Warrants may be volatile. The price of our Class A common stock as well as our Warrants may fluctuate due to a variety of factors, including: • changes in the industries in which we and our customers operate; • changes in general market conditions; • changes in macro- economic conditions, including the price of fuel; • effects of the spread of infectious diseases, public health threats and pandemics on the U. S. and global economy; • developments involving our competitors, such as material announcements; • changes in laws and regulations affecting our business; • variations in our operating performance and the performance of our competitors in general; • changes in our level of indebtedness and other obligations, or terms or covenants associated with our contractual obligations or indebtedness; • changes in our credit ratings; • actual or anticipated fluctuations in our quarterly or annual operating results; • publication of research reports by securities analysts about us or our competitors or our industry; • the public’ s reaction to our press releases, our other public announcements and our filings with the SEC; • actions by stockholders, including the sale by stockholders of any of their shares of our Class A common stock; • increases or decreases in reported holdings by insiders or significant stockholders; • fluctuations in trading volume; • additions and departures of key personnel; • commencement of, or involvement in, litigation involving us; • changes in our capital structure, such as future issuances of securities or the incurrence of debt; • the volume of shares of our Class A common stock available for public sale; and • general economic and political conditions, such as the effects of recessions, increases in interest rates, local and national elections, fuel prices, international currency fluctuations, corruption, political instability and acts of war or terrorism. These market and industry factors may materially reduce the market price of our Class A common stock and our Warrants regardless of our operating performance. We do not intend to pay cash dividends for the foreseeable future. We currently intend to retain our future earnings, if any, to finance the further development and expansion of our business and do not intend to pay cash dividends in the foreseeable future. Any future determination to pay dividends will be at the discretion of our Board and will depend on our financial condition, results of operations, capital requirements, restrictions contained in future agreements and financing instruments, business prospects and such other factors as our Board deems relevant. If analysts do not publish research about our business or if they publish inaccurate or unfavorable research, our stock price and trading volume could decline. The trading market for our Class A common stock will depend in part on the research and reports that analysts publish about our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our Class A common stock or publish inaccurate or unfavorable research about our business, the price of our Class A common stock would likely decline. If few analysts cover us, demand for our Class A common stock could decrease and our Class A common stock price and trading volume may decline. Similar results may occur if one or more of these analysts stop covering us in the future or fail to publish reports on us regularly. We may be subject to actions by activist stockholders or securities litigation, each of which could cause us to incur substantial costs and could divert management’ s attention and resources. The market price of our Class A common stock may be volatile and, in the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert management’ s attention from other business concerns, which could seriously harm our business. In addition, activist stockholders may periodically attempt to affect changes, engage in proxy solicitations or advance stockholder proposals. While our Board and management team strive to maintain constructive, ongoing communications with all of our stockholders and welcome their views and opinions with the goal of working together constructively to enhance value for all stockholders, responding to actions by activist stockholders can be costly and time- consuming, may disrupt our operations, and could divert the attention and resources of management and our employees. Such activities could also interfere with our ability to execute our strategic plan. Any perceived uncertainties as to our future strategy or direction resulting from activist strategies could harm our business and adversely impact the market price and volatility of our Class A common stock. Future resales of our Class A common stock may cause the market price of our securities to drop significantly, even if our business is doing well. Sales of a substantial number of shares of our Class A common stock in the public market or the perception in the market that the holders of a large number of shares intend to sell shares, could reduce the market price of our Class A common stock. The lock- up restrictions applicable to securities held by certain of our stockholders following the Business Combination expired on January 9, 2022. The sale or possibility of sale of these shares could have the effect of increasing the volatility in our Class A common stock price or the market price of our Class A common stock could decline if the holders of currently restricted shares sell them or are perceived by the market as intending to sell them. The New York Stock Exchange (“ NYSE ”) may delist our securities from trading on its exchange, which could limit investors’ ability to make transactions in our securities and subject us to additional trading restrictions. The NYSE has established certain standards for the continued listing of a security on the NYSE. There can be no assurance that we will meet these standards in the future to maintain the listing of our Class A common stock or the Warrants on the NYSE. Factors that could impact our ability to maintain the listing of our Class A common stock or the Warrants on NYSE include the status of the market for, and trading price of, our Class A common stock or the Warrants, our reported results of operations in future periods, and general economic, market and industry conditions. If we receive a notice from the NYSE stating that our Class A common stock and / or the Warrants may be subject to delisting, we may take action to avoid such delisting. Any such actions intended to avoid delisting may not be successful and could have a material adverse effect on our business, results of operations and financial condition. If our Class A common stock or the Warrants are delisted from the NYSE, we may seek to list on another stock exchange or quotation service. If we obtain a substitute listing for our Class A common stock or the Warrants, it will likely be on a securities exchange with less liquidity and more volatility, and stockholders may not be able to sell their Class A~~

~~common stock or Warrants in the quantities, at the times, or at the prices potentially available on a more liquid trading market. As a result of these factors, the price of our Class A common stock or the Warrants is likely to decline under this scenario. If we are not able to obtain a substitute listing for our Class A common stock or the Warrants, stockholders may encounter difficulty or be unable to sell their Class A common stock or the Warrants. A delisting of our Class A common stock or the Warrants from the NYSE could also adversely affect our ability to obtain financing and / or result in a loss of confidence by our members, customers, business partners, stockholders, warrantholders or employees. The obligations associated with being a public company involve significant expenses and require significant resources and management attention, which may divert from our business operations. As a public company, we are subject to the reporting requirements of the Exchange Act and Sarbanes- Oxley. The Exchange Act requires the filing of annual, quarterly and current reports with respect to a public company' s business and financial condition. Sarbanes- Oxley requires, among other things, that a public company establish and maintain effective internal control over financial reporting. As a result, we will incur significant legal, accounting and other expenses that we did not previously incur. Our entire management team and many of our other employees will need to devote substantial time to comply and may not effectively or efficiently manage our transition into a public company. These rules and regulations will result in us incurring substantial legal and financial compliance costs and will make some activities more time- consuming and costly. For example, these rules and regulations will likely make it more difficult and more expensive for us to obtain director and officer liability insurance, and it may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be difficult for us to attract and retain qualified people to serve on our Board, its committees or as executive officers. Delaware law and our Organizational Documents contain certain provisions, including anti- takeover provisions that limit the ability of stockholders to take certain actions and could delay or discourage takeover attempts that stockholders may consider favorable. Our Organizational Documents and the General Corporation Law of the State of Delaware (the " DGCL ") contain provisions that could have the effect of rendering more difficult, delaying or preventing an acquisition that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. These provisions could also limit the price that investors might be willing to pay for shares of our Class A common stock, and therefore depress the trading price of our Class A common stock. These provisions could also make it difficult for stockholders to take certain actions, including electing directors who are not nominated by the current members of our Board or taking other corporate actions, including effecting changes in our management. Among other things, our Organizational Documents include provisions regarding: • providing for a classified board of directors with staggered, three- year terms; • the ability of our Board to issue shares of preferred stock, including " blank check " preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer; • our Certificate of Incorporation prohibits cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates; • the limitation of the liability of, and the indemnification of, our directors and officers; • the ability of our Board to amend our Bylaws, which may allow our Board to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend our Bylaws to facilitate an unsolicited takeover attempt; and • advance notice procedures with which stockholders must comply to nominate candidates to our Board or to propose matters to be acted upon at a stockholders' meeting, which could preclude stockholders from bringing matters before annual or special meetings of stockholders and delay changes in our Board and also may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirer' s own slate of directors or otherwise attempting to obtain control of us. These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our Board or management. The provisions of our Certificate of Incorporation requiring exclusive forum in the Court of Chancery of the State of Delaware for certain types of lawsuits may have the effect of discouraging certain lawsuits, including derivative lawsuits and lawsuits against our directors and officers, by limiting plaintiffs' ability to bring a claim in a judicial forum that they find favorable. Our Certificate of Incorporation provides that, to the fullest extent permitted by law, and unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, in the event that such court does not have jurisdiction, the federal district court for the District of Delaware or other state courts of the State of Delaware) will be the sole and exclusive forum for any claims made by any stockholder (including a beneficial owner) for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee to us or our stockholders, (iii) any action asserting a claim against us, our directors, officers or employees arising pursuant to any provision of the DGCL or our Bylaws or our Certificate of Incorporation (as either may be amended from time to time), (iv) any action asserting a claim against us, our directors, officers or employees governed by the internal affairs doctrine or (v) any action asserting an " internal corporate claim " as that term is defined in Section 115 of the DGCL. Notwithstanding the foregoing, our Certificate of Incorporation provides that the general exclusive forum provision will not apply to suits brought to enforce a duty or liability created by the Securities Act or the Exchange Act. Instead, our Certificate of Incorporation provides that federal district courts will be the sole and exclusive forum for claims under the Securities Act. In addition, Section 27 of the Exchange Act creates exclusive federal jurisdiction over all suits brought to enforce any duty or liability created by the Exchange Act or the rules and regulations thereunder. These provisions may have the effect of discouraging certain lawsuits, including derivative lawsuits and lawsuits against our directors and officers, by limiting plaintiffs' ability to bring a claim in a judicial forum that they find favorable. The enforceability of similar choice of forum provisions in other companies' certificates of incorporation has been challenged in legal proceedings, and it is possible that, in connection with any applicable action brought against us, a court could find the choice of forum provisions contained in our Certificate of Incorporation to be inapplicable or unenforceable in such action. Our Organizational Documents include provisions limiting voting by non- U. S. Citizens. To comply with restrictions imposed by federal law on foreign ownership of U. S. airlines, our Organizational Documents restrict voting of shares of our capital stock by non- U. S. Citizens. The restrictions imposed by~~

~~federal law currently require that no more than 25 % of our stock be voted, directly or indirectly, by persons who are not U. S. Citizens, and that our chief executive officer, president, at least two- thirds of our officers and at least two- thirds of the members of our Board be U. S. Citizens. Our Bylaws provide that if the number of shares of our capital stock owned or controlled by non- U. S. Citizens exceed 25 % of the voting power of our capital stock (the " Ownership Threshold "), the voting rights of the capital stock owned or controlled by non- U. S. Citizens and not registered on a separate stock record (the " Foreign Stock Record ") at the time of any vote or action will be suspended. The suspension of voting power will be terminated upon the earlier of (i) the shares are transferred to a U. S. Citizen and (ii) the registration of the shares on the Foreign Stock Record. The Foreign Stock Record is maintained by our transfer agent. It is the duty of each stockholder that is not a U. S. Citizen to register his, her or its shares of capital stock as a non- U. S. Citizen. We and our transfer agent will not permit the number of shares entered on the Foreign Stock Exchange to exceed the Ownership Threshold. If the number of shares on the Foreign Stock Record exceeds the Ownership Threshold, each stockholder with capital stock registered on the Foreign Stock Record will have their voting rights suspended on a pro rata basis such that the voting rights afforded to the stock registered on the Foreign Stock Record is equal to the Ownership Threshold. The voting rights will be reinstated once the voting rights of the capital stock registered on the Foreign Stock Record does not exceed the Ownership Threshold, not taking into consideration the pro rata reduction.~~