

## Risk Factors Comparison 2025-03-11 to 2024-03-07 Form: 10-K

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

**Risks Relating to** Our business **Business** is subject to numerous risks and **Industry** 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 **or realize the expected benefits of our member program changes and operational efficiency and cost reduction initiatives**. ~~Our~~ **Our growth strategies include, among other things, expanding our membership and charter offerings to meet the varying needs of private flyers and enhance our value proposition to a broader addressable market, expanding our operations in domestic and international markets, and gaining market share within the existing markets in which we compete by evolving our service offerings and attaining operational excellence. The timely achievement of our planned strategic business initiatives and financial goals is dependent on, among other things, our ability to continue executing on the foregoing actions and realize cost savings, refine our service offerings, leverage our first- of- its- kind partnership with Delta, progress our fleet modernization strategy and optimize our asset base, achieve operational excellence and develop our technology and infrastructure to support our operations. Our efforts to implement our growth and strategic business initiatives while elevating the experiences of our members and customers are also subject to various risks outside of our control, which may adversely impact our business, results of operations and financial condition. We may not be successful in implementing these initiatives or may fail to realize the expected benefits on the timelines that we anticipate, which may adversely impact our business, prospects, results of operations and financial condition. In addition, any assumptions underlying estimates of growth, expected cost savings, revenues, or operational or profitability goals may turn out to be inaccurate and the timing of such results may not be predictable with certainty.** ~~We have a history of net losses and have not consistently generated positive cash flow from operations.~~ **We have a history of net losses and have not consistently generated positive cash flow from operations, including during years ended December 31, 2024, 2023 and 2022. Given the significant operating and capital expenditures associated with our strategic business initiatives and financial goals, we anticipate continued variability in our net losses during the period of transition. If we do achieve profitability, we cannot be certain that we will be able to sustain or increase such profitability, which may require, among other things, broadening and stabilizing our sources of revenue, improving our margins, strategically controlling expenses and timely addressing changes in market dynamics. Accomplishing these objectives may require actions to optimize our asset base, make significant capital expenditures, including with respect to our fleet modernization strategy, enter into new markets, exit existing lines of business or implement additional changes to our member programs or charter offerings. There can be no assurance that we will be able to achieve these objectives, that the timing of any achievement will align with our predictions or that there will not be variability in our financial results during periods of transition. 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 or be able to meet our contractual obligations, including those arising under operating leases, debt obligations and obligations to customers to provide future services for which we have already received deferred revenue. We may be unable to execute our fleet modernization strategy on the timeline that we currently anticipate or may fail to realize the expected benefits from such strategy, which may adversely impact our business, prospects, operations, results of operations and financial condition. In October 2024, we announced our current fleet modernization strategy, which we expect will result in the transition from the operation of four current private jet models- Cessna Citation CJ3, X, and Excel / XLS and Hawker 400XP aircraft- to two different private jet models- Embraer Phenom 300 series and Bombardier Challenger 300 series aircraft- while we continue to operate our Beechcraft King Air 350i turboprop aircraft. We expect that our fleet modernization strategy, or future iterations of such strategy, will take a period of years to complete due to the scale of the expected changes. To execute this strategy, we will need to, among other things, strategically acquire aircraft, whether by purchasing aircraft, entering into aircraft leases with third parties or acquiring the businesses of other private aviation operators, sell current owned aircraft and return current leased aircraft, hire new or re- train certain pilots, operations and maintenance personnel to support our new fleets and further tailor our Wheels Up Membership and Wheels Up Charter offerings to fully integrate the new aircraft types. This strategy is expected to be capital intensive and will require significant internal and external resources to achieve. During the period of transition, we may experience variability in, or adverse impacts to, our business and operating results, financial performance, asset base and liquidity, due to, among other things, changes in the market for purchases and sales of aircraft, increased costs associated with such strategy, the incurrence of additional indebtedness to finance the acquisition of assets or businesses, difficulty in hiring new or ~~are- re-~~ re- training pilots, operations and maintenance personnel to adequately support our aircraft fleets and our ability to timely scale and grow our service offerings alongside changes in our aircraft fleet. In addition, we may be unable to execute our current fleet modernization plan on the timeline that we currently anticipate, or at all, or may fail to realize the ~~expected to be difficult to predict based on a number-~~ **expected benefits from such strategy, which may adversely impact our business, prospects, results of factors-** operations and financial condition, or frustrate our ability to achieve our financial goals. We periodically evaluate strategic transactions involving our business, including acquisitions, divestitures, joint ventures, mergers and**

similar transactions, which involve risk and may adversely affect our ability to execute our strategic business initiatives or achieve our financial goals. We frequently consider opportunities to acquire or merge with other entities, or acquire assets, products or technologies that also will affect may enhance our service offerings or operations, expand the breadth of our markets or customer base, advance our strategic business initiatives, help us achieve our financial goals or otherwise improve the long-term performance or value of the Company. We also evaluate divestitures, joint ventures and other strategic transactions in furtherance of these goals. Any such transaction could be material to our business, results of operations and financial condition, involve substantial execution risk and result in the payment or receipt of different types of consideration, such as cash, the issuance of additional dilutive equity securities or the assumption or issuance of indebtedness. If we elect to pursue any 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 from our lenders, regulators or other constituencies, or the imposition of additional restrictive agreements or covenants that limit our operating flexibility or the ability to enter into future strategic transactions. 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, including the timing thereof, may also have a material adverse impact on our business, prospects, results of operations and financial condition. Certain of the Company's stockholders, including Delta, CK Wheels and CIH, collectively own a substantial majority of the outstanding shares of our Common Stock, have consent or approval rights as lenders under our Term Loan and Revolving Credit Facility, and have the contractual right to designate a total of nine of the twelve directors on our Board of Directors as of the date of this Annual Report. As a result, such stockholders may exhibit significant influence over the Company, including with respect to commercial and strategic transactions involving such stockholders and other strategic business initiatives. Such transactions may be in the form of commercial partnerships, joint ventures, the issuance of additional dilutive equity interests, the implementation of leasing structures or sale-leaseback arrangements, commercial understandings and licensing arrangements, or transactions that result in the Company's capital stock no longer being publicly traded. The announcement or consummation of any such strategic transaction may materially adversely impact our business, prospects, results of operations and financial condition, or may result in significant volatility in the market for, and trading price of, our Common Stock or the Warrants (as defined herein). See also " — Certain stockholders, which are also lenders to the Company, have significant influence over the Company. " We are exposed to the risk of a decrease in demand for private aviation services. Demand for private aviation services has fluctuated significantly in recent years due in part to the COVID- 19 pandemic, geopolitical events and trends in the behavior of private flyers. We face significant competition from participants in both the private aviation and commercial air travel industries. We have also made changes to our member programs that aim to leverage our density and scale in certain geographic regions and utilize dynamically priced charter services for flights outside of those regions. If demand for private aviation services or success in selling efforts were to decrease in the markets in which we compete, this could result in, among other things, slower new member growth in our core geographic regions, a decline in membership renewals, lower demand for charter flight services, a reduction in aggregate flight utilization and spend, and / or additional changes to our member programs and charter offerings, all of which could have a material adverse effect on our business, results of operations and financial condition. Furthermore, we have historically relied on Prepaid Blocks as a source of capital to fund our ongoing operations and as an indicator of potential future flight demand. Changes in demand for our offerings and services by our members and customers, or a significant shift in the mix between use of our member programs and charter solutions, could result in a significant decrease in, or a change in the rate at which our members utilize, their Prepaid Blocks, which may significantly impact our working capital and make future demand forecasting more difficult. Such changes could adversely impact our cash flows from operations, unexpectedly accelerate our liquidity needs and require us to seek alternate sources of capital, including from equity or debt financings or asset sales, which may not be available on acceptable terms or at all. In addition, our customers may consider private air travel to be a luxury item, especially when compared to other modes of transportation, such as commercial air travel. Any general downturn in economic, business and financial conditions that has an adverse effect on our members' or customers' spending habits could decrease their demand for travel and, to the extent they travel, increase their use of other travel means considered to be more economical than our offerings and services. In cases where sufficient hours of private flight are needed, many of the companies and individuals to whom we provide services have the financial ability to seek alternative private aviation services should they elect to do so, which may reduce demand for our offerings and services. The private aviation industry is highly competitive. Many of the markets in which we operate are highly competitive as a result of the expansion of private aircraft operators, private aircraft ownership and alternatives such as luxury commercial airline service. There are many private aviation industry participants in our primary geographic markets; however, the industry is largely fragmented. There is also significant variability in private aviation business models, which means we compete with large global and smaller local and regional private aviation operators. Factors that affect competition in the private aviation industry include price, reliability, safety, the regulatory environment, 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, or that any market share gains we experience will be long lived. The materialization of any of these risks or variability in competition in the private aviation industry could adversely affect our business, prospects, results of operations and financial condition. Our business is primarily focused on certain targeted geographic regions, which makes us vulnerable to risks associated with having geographically concentrated operations. Our member base is concentrated in

North America, including the northeast, southeast, southwestern and western regions of the U. S. Our charter customer base is more geographically diverse, but with higher levels of density in larger metropolitan areas in the U. S., U. K. and Europe. As a result, our business, results of operations and financial condition are susceptible to regional economic downturns and other regional factors, including regulations and budget constraints, relations among different territories and severe weather conditions, catastrophic events or other disruptions. Likewise, our international operations and customers may be adversely affected by events outside of our control that impact their respective locales. 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. Delta Air Lines, Inc. (“Delta”) may have the right to terminate its commercial agreements with us. ~~The supply of pilots to the airline industry - its kind partnership with Delta is limited -~~ governed by the long- term CCA and other agreements contemplated thereby, the primary goals of which are to enhance our offerings and services, provide our members and customers with unique Delta benefits and the ability to access private aviation services and premium commercial travel across our respective platforms, join in certain marketing, communications and sales efforts, and expand other initiatives related to the facilitation of their respective businesses. We believe that our partnership with Delta is ~~and - an~~ ~~may negatively~~ important aspect of the value proposition for current and prospective members and customers. If we are not able to perform under our commercial agreements with Delta, Delta will have the right to terminate the CCA and the other commercial agreements under certain circumstances, which would have a material adverse ~~effect~~ effect on our business, prospects, results of operations and financial condition. ~~In addition, any amendment or modification of the CCA or total operating costs -~~ In addition, any amendment ~~or modification~~ of the CCA or total operating costs, which constitute a substantial portion of our operating costs, ~~may~~ require the consent of certain stockholders under the Investor Rights Agreement, and there can be no assurance that we would be able to obtain such ~~costs~~ consents. Any inability to timely enter into agreements with Delta on terms favorable to the Company could adversely affect our business, prospects, results of operations and financial condition. ~~We may be subject to~~ The loss of key personnel upon whom we depend on to operate our business, unionization, work stoppages, slowdowns or our business, the inability to attract additional qualified personnel and increased labor costs could adversely affect our business. 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. We compete against commercial and private aviation operators, including the major 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. 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. Our pilots are subject to stringent pilot qualification and crew member flight training 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. We will also need to hire or re- train pilots rated in the aircraft types that we are transitioning to as part of our fleet modernization strategy, which could increase our short- term and ongoing pilot training and labor costs or result in fluctuations in the number of pilots available to fly during periods of high demand. A shortage of pilots would require us to further increase our labor costs or slow our growth plans, which would result in ~~and - an~~ increase in our operating expenses, adverse impacts to our margins and an inability to achieve our financial goals. Such requirements also impact pilot scheduling, work hours and the number of pilots required to be employed for our operations. In recent years, we have experienced significant volatility in pilot hiring and attrition, due in part to more pilots reaching retirement age and industry- related factors outside of our control. To achieve our financial and operating goals on the expected timelines, it is important that we balance the number of pilots we employ with the number of aircraft in our fleet and demand, as well as accurately forecast pilot attrition and hiring needs. If our forecasts are inaccurate and we do not effectively balance the number of pilots we employ with demand, or the supply of pilots becomes constricted, our operations and financial results could be materially and adversely affected. In addition, our results of operations and financial condition may be adversely impacted if we are unable to train or re- train pilots in a timely manner. Due to an industry- wide shortage of qualified pilots, pilot training timelines have fluctuated in recent years based on limited availability of flight simulators, instructors and related training equipment. Although we have taken measures to secure 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 used to fulfill our flights and the breadth of our unscheduled flight activity, we may not have access to a qualified pilot at the departure location. Our pilots rely on commercial airlines and the other modes of transportation to reach departure locations. Any disruption to commercial airline activity or the availability of other modes of transportation may cause us to delay or cancel a flight, or experience higher costs than expected, 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 and ground congestion at airports; airport capacity 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. ” 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, maintenance and operations personnel, are not currently represented by labor unions, we may, in the future, experience union organizing activities of our pilots,

maintenance or operations personnel, or other crewmembers. In such cases, we would likely be required to negotiate in good faith with the group's certified representative concerning a collective bargaining agreement, which may result in significant significant increases disruptions and adverse public attention. Such union organization activities could lead to work slowdowns or stoppages, which would be disruptive to our operations and could harm our business. In addition, union activity could result in demands fuel costs that may increase our operating expenses and adversely affect our business, results of operations, financial condition and competitive position. We may never realize the full value of our tangible and intangible assets, including goodwill or our long-lived assets, which has caused us to, and may cause us in the future to, record impairments that may materially adversely affect our results of operations and financial condition. In accordance with applicable accounting standards, we are unable required to test pass along to our members indefinite-lived intangible assets, including goodwill, for impairment on and an customers 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 recent years, we have realized non-cash, pre-tax impairment charges related to goodwill, including during each of the three months ended September 30, 2022, December 31, 2022, June 30, 2023, and September 30, 2023, for our WUP Legacy reporting unit (excluding Air Partner), as a result of, among other things, changes in our business plan and forecasts and fluctuations in the trading price per share of our Common Stock. In addition, in the first quarter of 2025, the Company expects to record a non-cash, pre-tax impairment charge related to a right of use asset associated with vacated corporate office space. 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 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 a result of the effects of factors outside our control on our business and operations. In addition, we may incur impairment charges related to certain assets as part of our strategic business initiatives, including cost control measures, or as a result of future acquisition or disposition activity. 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, prospects, results of operations and financial condition, 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 business, results of operations and financial condition. In addition, and 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 Common Stock, may adversely impact the perception of the Company held by stockholders, investors, members and customers, which in turn may adversely impact our business, prospects, results of operations, financial condition and the volatility and trading prices for our Common Stock. See Note 2, Summary of Significant Accounting Policies, Note 6, Goodwill and Intangible Assets, and Note 20, Subsequent Events in the Notes to Consolidated Financial Statements included in Part II, Item 8 " Financial Statements and Supplementary Data " in this Annual Report for additional information about impairment and non-cash, pre-tax impairment charges realized during the years ended December 31, 2023 and 2022 or that are expected to be recorded in the first quarter of 2025. As of December 31, 2024, we had \$ 348.3 million of property and equipment and related assets, net of accumulated depreciation, of which \$ 297.1 million relates to our 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 including include, without limitation but are not limited to Adjusted Contribution Margin. Some significant decreases in the market value of the long-lived assets, a significant change in the condition of the long-lived assets or our use of such assets and operating cash flow losses associated with the use of the long-lived assets. If 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 such aircraft types 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 adverse 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 in turn could cause adverse impacts to us under the agreements governing our indebtedness obligations. Significant reliance on relatively few original equipment manufacturers of aircraft, engine and parts poses risks to our business is dependent and prospects. A substantial majority of our controlled aircraft fleet were manufactured by Bombardier Inc. (" Bombardier "), Embraer S. A. (" Embraer ") and Textron Inc. (" Textron "), and as part of our fleet modernization strategy, we intend to transition more heavily to Bombardier and Embraer jets while continuing to operate many Textron aircraft. We also rely, or expect to rely, on Honeywell, Pratt & Whitney and Rolls-Royce aircraft engines to power our controlled aircraft. We have negotiated preferred rates with certain OEMs and other third-party service providers for maintenance services, certain component repair services and to purchase and exchange parts. Parts and services from OEMs and other third-party service providers are subject to their product and workmanship warranties. If any of these OEMs our or other third-party service providers 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 their 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 results of operations and could jeopardize our ability to meet the demands of our program participants. Due to the limited number of OEMs and other third- party service providers that are qualified to service our aircraft or that produce parts available, we are also exposed to potential rising costs passed through by such parties. In addition, if we fail to meet our obligations or are otherwise in default under the contractual agreements with OEMs or other third- party service providers, 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, results of operations and financial condition. 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. If we face problems with any of our third- party service providers, our operations could be adversely affected. Our reliance upon third parties to provide essential services that enable us to operate may limit our ability to control the efficiency and timeliness of such services, and in turn, experience disruptions or delays in our operations. We have entered into agreements with OEMs and third- party service providers for access to various facilities and the provision of products 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. Our agreements with such third- party service providers are generally subject to termination after notice or a stated period. If our third- party service providers terminate their contracts with us 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, results of operations and financial condition. We may also experience increased costs if we determine it is in our best interests to change from maintenance programs facilitated through OEMs to other third- party service providers, or vice versa. We may incur substantial costs in connection with our leased aircraft, including for return obligations. We lease a significant number of aircraft and other equipment used in our operations. In addition, we intend to strategically lease Embraer Phenom 300 series and Bombardier 300 series aircraft as part of our fleet modernization strategy. Our aircraft lease agreements generally have multi- year terms, may require us to cover all or a portion of the maintenance costs associated with the aircraft, and 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 lease return costs, whether due to the condition of the aircraft or the availability and cost of any parts or equipment necessary to put the aircraft in the required return condition, may adversely impact our financial position and results of operations. In addition, any other costs or notice requirements associated with the termination or expiration of an aircraft lease may result in significant financial payments or limit our ability to strategically optimize our fleet, which may adversely impact our cost and fleet optimization initiatives. We are exposed to operational disruptions and costs due to maintenance and repairs to our aircraft. Our aircraft fleet requires regular maintenance work, which may cause operational disruption. If we are unable to perform timely maintenance and repairs to our aircraft, our aircraft may become unavailable for extended periods or otherwise underutilized, which could have an adverse impact on our business, results of operations and financial condition. On occasion, airframe or engine 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 for extended periods while maintenance is performed or parts become available to be installed. This may cause operational disruption to, and impose significant costs on, us. Furthermore, we frequently operate in remote locations where delivery of components and parts or transportation of maintenance personnel could take a significant period of time, which 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, results of operations and financial condition. Moreover, our maintenance costs could potentially increase as our fleet ages or as we shift the types of aircraft that comprise our fleet as part of our fleet modernization strategy, 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. We perform certain maintenance activities internally and may be unsuccessful in balancing the mix of maintenance activities handled at our MRO facilities and by third parties, which could impact our relationships with key vendors and have an adverse effect on our future business and results of operations. We operate MRO facilities and strategically shift certain maintenance and repair activities between our MRO facilities and those of third parties. The availability of third- party maintenance and repair services is finite and geographically dispersed throughout North America. Any increase in the amount of maintenance or repair work that we perform at our MRO facilities could adversely affect our relationships with third parties that have historically provided MRO services to us, and from whom we expect to continue to require maintenance and other services that are in high demand. We may be unsuccessful in balancing the mix of maintenance activities handled at our MRO facilities and by third parties, or be unable to expand our MRO activities commensurate with demand as we execute our fleet modernization strategy, which could have an adverse effect on our future business and results of operations. In addition, performing such services in- house internalizes the risks and potential liability for the performance of such services. If maintenance or repair services are not performed properly, this may lead to significant damage to aircraft, injury or loss of life, adverse publicity and legal claims against us, each of which could have an adverse impact on our business, prospects, results of operations and financial condition. Significant increases in

fuel costs could have a material adverse effect on our business, results of operations and financial condition. 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 adversely impact our revenue, operating expenses and results of operations, including our margins. Pursuant to our agreements with members, members pay an indexed fuel surcharge that is applied when the cost of Jet A fuel, as published by the Argus U. S. Jet Fuel Index™, is more than \$ 2.00 per gallon, which 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, the demand for flight services, revenue and margins if a prolonged period of high fuel costs occurs. In addition, potential increased environmental regulations that might require alternative fuels (e. g., sustainable aviation fuel or electrical propulsion) could lead to increased costs. To the extent there is a significant increase in fuel costs that affects the costs of our flight operations or the amount our members and charter customers choose to fly with us, it may have a material adverse effect on our business, prospects, results of operations and financial condition. Like other aviation companies, our business is affected by factors beyond our control, including air traffic and ground congestion at airports, airport capacity 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, increase operating costs and decrease revenues, which in turn could adversely affect demand for our offerings and services and our margins. 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 in the U. S. is operated by the FAA, faces challenges in managing the growing demand for U. S. air travel and attracting air traffic controllers. U. S. and foreign air-traffic controllers 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. Unexpected technical system outages have occurred in the past and have resulted in the temporary grounding of all domestic commercial air traffic for periods, 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, future changes to U. S. or international air traffic control systems or protocols could lead to increased costs, legal issues or operational inefficiencies, in each case which adversely impact our business and results of operations. 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 pervasive thunderstorms, hurricanes, winter snowstorms, fog, mist, sea-level rise, wildfires or earthquakes, can cause flight cancellations or significant delays and result in significant operational impacts, loss of revenue, decreased demand for our offerings and services, and reputational harm. In addition, certain airports that we frequently utilize and certain of our facilities are in locations susceptible to the impacts of storm-related flooding, sea-level rise and other climate-related events, which could result in increased costs and loss of revenue in those locations. 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. In addition, we must plan our operations around larger weather patterns or wildfires that may render vast territories inaccessible for extended periods or at peak demand times. Cancellations or delays due to adverse weather conditions or natural disasters, air traffic control problems or inefficiencies, breaches in security or other factors may adversely affect our flight volumes, 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. Climate change-related regulatory activity and developments that may require us to reduce our emissions, make capital investments to modernize or alter our aircraft fleet or certain aspects of our operations, purchase carbon offsets or sustainable aviation fuel, or otherwise pay for our emissions may increase our operating costs and divert management's attention and resources, which may have an adverse effect on our business, prospects, results of operations and financial condition. In addition, we and other operators in the private aviation industry may be required in the future to make climate-related disclosures depending on operating jurisdictions and status as a publicly-traded company, which could negatively impact the perception of the private aviation industry in a manner that impacts demand or prompts additional regulation, and result in reputational harm for operators. 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 on our operations. We are not able to accurately predict the materiality of any potential losses or costs associated with the physical effects of climate change. The operation of aircraft is subject to various risks, and our failure, or the failure of the aviation industry, to maintain an acceptable safety record may have an adverse impact on our ability to obtain and retain members and customers. The operation of aircraft is subject to various risks, including catastrophic disasters, collisions, crashes and mechanical failures, which may result in personal injury, loss of life and / or damage to property and equipment. We, or other participants in the aviation industry, may experience accidents in the future. These risks could endanger the safety of, or the perception of safety by, our members and customers, our personnel, third-parties and result in the loss of aircraft, equipment, cargo and other property, as well as environmental damage. If

any of these events were to occur, we could experience asset losses or a decline in the value of our assets, 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. 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, 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 other safety 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 members and customers to lose confidence in us, switch to other private aircraft operators or seek other means of transportation. We incur considerable and increasing costs to maintain the quality of our safety program, training programs and aircraft fleet. 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 lose existing members and customers or be unable to attract new members and customers, which could have a material adverse effect on our business, prospects, results of operations and financial condition. 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. The issuance of FAA or manufacturer directives restricting or prohibiting the use of any one or more of the aircraft types we operate could also have a material adverse effect on our business, prospects, results of operations and financial condition. 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 negatively affect the public's view of industry safety, result in customers refusing to use that particular aircraft model or prompt a regulatory body to ground 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, results of operations and financial condition. Terrorist activities, geopolitical hostilities or other security events may adversely impact our business, results of operations and financial condition. Terrorist activities, geopolitical hostilities or other security events, or the fear or threat of these events, have adversely impacted the aviation business in general and may adversely impact our business, results of operations and financial condition. These events, or the fear or threat of any of these events, could cause flight delays and disruptions or the imposition of certain travel restrictions, discourage members and customers from flying and decrease member and customer purchases. In addition, such events, even if not made directly on or involving air travel, may result in more financial resources and time being devoted to compliance with new regulations or heightened safety and security procedures that do not currently apply, or generally reduce the demand for private aviation services. We cannot provide any assurance that these events will not harm the aviation industry generally or our business, prospects, results of operations and financial condition, in particular. Any damage to our reputation or brand image could adversely affect our business or financial results. Maintaining a good reputation globally is critical to our business. Our reputation or brand image could be adversely impacted by, among other things, any failure to maintain high ethical, social and environmental sustainability practices for all of our operations and activities, our impact on the environment, public pressure from investors or policy groups to change our policies, customer perceptions of our advertising campaigns, sponsorship arrangements or marketing programs, customer perceptions of our use of social media, or customer perceptions of statements made by us, our employees and officers, agents or other third-parties. In addition, we operate in a highly visible industry that has significant exposure to social media. Any change in public perception of the private aviation industry due to perceived adverse impacts on the environment and climate change may have an adverse impact on the demand for our offerings and services, and our reputation, which could adversely affect our business, prospects, results of operations and financial condition. Should we not respond in a timely and appropriate manner to address adverse 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. 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 customers, and our operating results may be adversely affected. We must continue to build and maintain strong brand identity for our offerings and services. We believe that strong brand identity will continue to be important in attracting members and customers, as well as building loyalty to Wheels Up. If our efforts to promote and maintain our brand are not successful, our operating results and our ability to attract members and customers may be adversely affected. From time to time, our members and customers may express dissatisfaction with our offerings 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. To the extent dissatisfaction with our offerings and services is widespread or is not adequately addressed, our brand and ability to attract and retain members and customers may be adversely affected. With respect to our expansion into additional markets, if any, 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. Any failure to offer high-quality customer support may harm our relationships with our members and customers, and could adversely affect our reputation, brand, business, prospects, results of operations and financial condition. We strive to elevate member and 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, is important to attract and retain members and customers. Members and customers depend on our teams to resolve any issues relating to their experience. Our ability to provide effective and timely support is largely dependent on our ability to attract and retain skilled employees who can support our members and customers, and facilitate prompt, satisfactory solutions. As we continue to grow our business and strive for operational excellence, we will face challenges related to providing quality support at an increased scale. Any failure to provide effective and prompt customer support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, brand, business, prospects, results of operations and financial condition. If third-party operators that we rely on to provide certain flights to our members and charter customers do not perform adequately or terminate their relationships with us, our costs may increase and our business, prospects, operations, results of operations and financial condition could be adversely affected. While we operate a significant portion of the flights for our members and customers, we also rely on our ability to source charter services for a portion of member and customer flight demand. The ability to source charter services from reliable third-party operators is also important to supporting guaranteed availability and recovery in the U. S., U. K. and Europe to members who purchase higher levels of Prepaid Blocks. We expect that our charter offerings will continue to be a significant part of our operating model. If such any of our third-party operators do not fulfill their contracts and deliver their services on a timely basis, or at all, due to, among other factors, financial difficulty, staffing shortages, security events, damages to assets, natural conditions or disasters or other disruptions to their operations, we may be held responsible by our members and customers and suffer economic losses, as well as reputational harm. Several of these third-party operators provide significant capacity to us that we may be unable to promptly replace if that operator fails to perform adequately its obligations to us. Due to aircraft supply constraints across the industry, we may be required to pay more or for terminate capacity with our third-party operators to service flights. The failure of any third-party operators to perform to our expectations could result in delayed or cancelled flights, or increased costs, refunds or service credits, and harm the applicable portion of our business and customer relationships. Any significant disruption to our operations as a result of problems with any of our third-party aircraft operators could have an adverse effect on our business, prospects, operations, results of operations and financial condition. We and certain of our competitors have established, or have attempted to establish, cooperative or strategic relationships with third-party aircraft operators. During times of high demand and limited aircraft supply, there is significant competition for the services of third-party aircraft operators. In the past, we have provided minimum flight guarantees, prepayments and deposits to third-party aircraft operators to secure their services. If we are unable to add new or replacement operators over time, or otherwise source the requisite number of aircraft to service our flight demand on terms favorable to us, our costs may increase and our business, prospects, results of operations and financial condition and results of operations could be adversely affected. → If by significant capital our or operating expenditures as efforts to continue to build our strong brand identity and improve member satisfaction and loyalty are not successful, we seek alternatives. In addition, if a third-party aircraft operator fails to perform or wrongfully terminates its relationship with us under any contractual arrangement, we may take legal action to recover any prepayments or deposits, or the benefit of our bargain under such arrangements, which may not be able to attract successful, require significant financial resources and result in losses. Insurance costs have risen in recent years and or our retain members, and insurance may become too difficult our or operating expensive to obtain. Any inability to maintain sufficient insurance coverage may materially and adversely impact our business, prospects, financial position and results of operations. Hazards are inherent in the aviation industry and may result in personal injury, loss of life and property damage, 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 liability, certain cyber risks and other insurance customary in the industry in which we operate. The number of incidents producing insurance claims, 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, our insurance costs may increase and may result in breach of regulatory requirements or contractual arrangements requiring that specific insurance be maintained, which may have a material adverse effect on our business, prospects, results of operations and financial condition. There can be no assurance that underwriters of our insurance have established adequate reserves to fund existing and future claims, which may also adversely affected impact us. → Any failure In addition, incidents related to offer high-quality customer support may harm our business where we use third-party operators are generally covered by our relationships with 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 in turn cause us to increase the prices paid by our customers, and could adversely affect demand for our offerings reputation, brand and services, and harm our business; financial condition and results of operations. → We may never realize the full value of our or prospects 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 past periods, we identified material weaknesses in internal control over financial reporting, and as of December 31, 2023, we determined that our disclosure controls and procedures were not effective. We may

identify additional material weaknesses in the future or otherwise fail to maintain an effective system of internal controls, which may 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. • **Our intellectual property includes our trademarks, domain names, websites, 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. Our efforts to protect our intellectual property through a combination of trademark, copyright, and trade secret laws, contracts and policies may not be sufficient or effective. 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. 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. We may acquire or introduce new technology into our operations, 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. In addition, if an intellectual property claim requires us to seek a license to continue our operations, we may be unable to procure a license on terms we deem attractive, or at all, and 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, results of operations and financial condition.**

**Risks Relating to Technology, Cybersecurity and Data Privacy** A delay or failure to identify and devise, invest in and implement certain important technology, business and other initiatives could have a material adverse impact on our business, results of operations and financial condition. 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, the Wheels Up mobile app, business processes, information technology and other initiatives seeking to ensure high quality service experience. 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 due to changes in 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, including flight bookings through the Wheels Up mobile app. In addition, the introduction of new technologies or services that compete with our offerings and services could result in our revenues decreasing over time. If we are unable to upgrade our operations or aircraft fleet with the latest technological advances in a timely manner, or at all, our business, results of operations and financial condition could be materially and adversely impacted. • A failure in our technology or breaches of the security of our information technology infrastructure may harm our reputation and adversely affect our business and financial condition. 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 technological systems and related data, as well as the systems and data used or managed by third parties on which we rely, 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, system hacks and other security issues. In addition, as a part of our ordinary business operations, we process personal data, including sensitive personal data of our members, customers and employees. Our information systems are subject to and an increasing threat of continually evolving cybersecurity risks, including from ransomware or malware attacks, through vulnerabilities in licensed software or hardware or the use of third- party networks that we do not control or have the ability to monitor, or as a result of other attacks or misappropriation. In addition, a significant portion of our workforce works remotely from time- to- time and / or travels frequently, which enhances the risk that third party actors may improperly access our data, information or systems. 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 extended periods of time. We may not be able to prevent future data security breaches or unauthorized uses of data. Any breach or circumvention of our systems or the systems of third parties on which we rely may lead to disruptions in our business operations, unauthorized access to or the loss of our ability to access competitively sensitive, confidential or other critical data or systems, a loss of members and customers, regulatory inquiries, disputes and litigation, and material damages, including reputational damage and fines. Additionally, we rely on third parties to help us to implement and manage our cybersecurity risks.

Any measures that we take and such third parties take to avoid, detect, mitigate or recover from material cybersecurity threats or incidents can be expensive and may be insufficient or ineffective depending on the circumstances. Due to the nature of our operations, we rely on substantial safety and security procedures designed to ensure the safe operation of our aircraft and safety of our members and customers. A compromise of the technology systems we use resulting in the loss, disclosure, misappropriation of, misuse, or access to, members', customers', employees', third- party operators' or other business partners' information, or any inability to operate our information systems, could result in legal claims or proceedings, liability or regulatory penalties under FAA regulations and laws protecting the privacy of personally identifiable information, disruption to our operations, heightened safety concerns given the nature of our flight operations and damage to our reputation, any, or all of which could adversely affect our, results of operations and financial condition. In addition, as an SEC registrant, we are required to publicly report certain material cybersecurity incidents without unreasonable delay after discovery. Any material cybersecurity incident for which public disclosure is required may result in actual or reputational damages to the Company or result in a loss in confidence in the Company by our current and prospective members and customers, each of which could adversely impact our business, prospects, results of operations and financial condition. We rely on third- party Internet, mobile and other offerings and services to deliver our mobile and web applications and facilitate our flight management systems, and any disruption of, or interference with, our use of those services could adversely affect our customers, business, results of operations and financial condition. The continuing and uninterrupted performance of our mobile and web- based applications, UP FMS and cloud infrastructure services provided by a third party is critical to our success. While we have engaged reputable vendors to provide certain of 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. We have experienced, and expect that in the future we will continue to 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 service offerings. 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 offerings and services, including the provision of the flight management system we utilize. If such third parties interfere with the distribution of our service offerings, with our use of such software, or with the interoperability of our platform with such software, our business would be adversely affected. We rely on third parties maintaining open marketplaces for downloads of our mobile application. There can be no assurance 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 mobile and web- based applications and our 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 service offerings to members and customers. In addition, if any of our third- party providers cease to provide access to the third- party software 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. In addition, faulty updates provided by certain third- party software providers may interrupt other software applications or lead to system outages, which could result in significant operational delays or stoppages, or require significant expenditures and time to remediate. Any of these events, and downstream harm or damage to our operations, could adversely affect our business, results of operations and financial condition. Because we use software to process personal information, privacy concerns in the territories in which we operate could result in additional costs and liabilities to us. 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 processing and protection 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, offerings and services in applicable jurisdictions is ongoing and cannot be fully determined at this time. The following restrictions and future laws and regulations could increase our exposure to regulatory enforcement action, increase our compliance costs and adversely affect our business: • 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 other state and federal laws relating to privacy

and data security. Certain of the laws require disclosures about the use of personal data, require users to be able to opt out of information sharing, create causes of actions for data breaches and / or include significant enforcement and penalty regimes. There is some uncertainty as to how emerging federal and state privacy laws could impact our business as it depends on how such laws will be interpreted. • 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”) in 2018. Following the withdrawal of the U. K. from the EU, the U. K. continues to generally apply GDPR in a 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. We expect to continue to devote increasing time and resources to complying with emerging data privacy and information security laws, rules and regulations. Any failure to comply with applicable laws, rules and regulations related to data security to which we are subject or may in the future be subject to could result in, among other things, regulatory proceedings or disputes or litigation against us, losses, damages and fines, or may adversely affect our business, results of operations and financial condition.

**Risks Relating to Our Indebtedness and Contractual Obligations** 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. • We have significant contractual obligations, including operating leases and debt financing obligations. We expect to incur additional obligations as we continue to develop and enhance our business and operations. We lease aircraft under long- term operating leases that include either fixed or variable rate lease payments and certain return and end- of- lease conditions that we are obligated to satisfy upon expiration or termination of an aircraft lease, which may result in substantial payments by the Company for the benefit of the aircraft owner in the event of expiration or termination of a lease. We also have contractual obligations to provide future services for which we have already received deferred revenue from our members and customers, which require that we have sufficient levels of working capital and liquidity on- hand in the future to perform such services. Our ability to timely pay our contractual obligations as they come due, including under our operating leases, the Revolving Equipment Notes, the Term Loan and the Revolving Credit Facility (as each term is defined in Note 8, Long- Term Debt in the Notes to Consolidated Financial Statements included in Part II, Item 8 “ Financial Statements and Supplementary Data ” in this Annual Report), or to perform our obligation to provide future services for which we have already received deferred revenue from our members and customers, will depend on, among other things, our run- rate results of operations, cash flow, liquidity and ability to obtain additional financing in the future. We can provide no assurance that our operations will generate sufficient cash flow to make any required cash payments as they come due, including payments under any existing or future debt obligations or to fund our working capital needs, or that we will be able to obtain additional financing in the future to fund our operations and pursuit of our strategic business initiatives. Any inability to satisfy our contractual obligations as they come due, including any refinancing of our debt obligations on terms we deem attractive, or at all, and maintain sufficient levels of working capital could have a material adverse effect on our business, prospects, results of operations and financial condition, or require the Company to seek strategic alternatives that may not be favorable to stockholders, including under bankruptcy or insolvency laws. Our ability to obtain additional financing or refinance our existing debt obligations in the future on terms we deem attractive or access the capital markets may be limited. Our operations are capital intensive, and we require sufficient liquidity levels for our operations and strategic growth plans, including our fleet modernization strategy. We have significant debt obligations and may seek to incur additional indebtedness in the future to fund working capital requirements, debt service obligations, acquisitions of assets or businesses, capital expenditures and other strategic initiatives. Numerous factors may affect our ability to obtain additional financing, refinance existing debt obligations or access the capital markets in the future on terms attractive to us, including our financial performance, operating cash flows, asset base, liquidity, the timing of capital requirements or strategic initiatives, limited public float and market for our equity securities, credit status and any credit ratings then assigned to us, market conditions in the private aviation industry, general economic conditions and conditions in the capital markets generally, and the availability of our assets as collateral for future financings. Our ability to incur additional indebtedness and issue any equity or equity- linked securities without obtaining the consent of third parties is limited under the documents governing the Revolving Equipment Notes, Credit Agreement and Investor Rights Agreement. 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 of 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. Any failure to comply with any of the covenants in such agreements could adversely impact us. Our financing agreements, including those in connection with the Revolving Equipment Notes, the Term Loan and Revolving Credit Facility, and related guarantees, 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. For example, the governing documents for the Revolving Equipment Notes contain certain covenants and events of default, such as a covenant that limits the maximum loan to value ratio of all aircraft financed under the Revolving Equipment Notes Facility, a covenant that limits the maximum concentration of the outstanding aggregate principal amount for Revolving Equipment Notes for specified models of aircraft relative to the outstanding aggregate principal amount of all aircraft financed under the Revolving Equipment

Notes Facility, and a requirement to maintain a liquidity reserve in the form of a cash amount or a letter of credit equal to six months of interest charges based on the aggregate principal amount of Revolving Equipment Notes outstanding on any regularly scheduled principal and interest payment date, in each case subject to certain cure rights of the Company. Each of these covenants may require us to make cash prepayments on the Revolving Equipment Notes or deposit additional sums for the benefit of the Revolving Equipment Note lenders in the event of non-compliance. In addition, the Credit Agreement contains separate events of default and covenants, such as limitations on: prepaying, redeeming, repurchasing, or issuing and selling new equity interests of the Company and its subsidiaries; paying dividends and making certain distributions; making certain investments and consummating certain acquisitions, mergers or disposals of assets; and replacing existing indebtedness and incurring new indebtedness and encumbrances. In addition, under the Investor Rights Agreement, we must obtain the approval of certain Lenders to, among other things, incur capital expenditures, consummate certain acquisitions of equity interests or assets in excess of certain amounts, issue equity interests, make material changes to the scope of our business, or enter into certain commercial arrangements with a Lender. Certain of the 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 and the ability to delay payments of interest and principal for limited periods of time. In addition, certain of our debt obligations 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 amendment, consent or waiver is timely 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 all outstanding amounts and any premiums or penalties immediately due and payable and, subject to the terms of relevant financing agreements, repossess or foreclose on collateral, including our aircraft and other assets that are pledged as collateral under the Revolving Equipment Notes Facility and Credit Agreement, as applicable, the equity interests of the Company's subsidiaries 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 on terms we deem attractive, available in amounts sufficient to satisfy such affected obligations, or at all, or that certain holders of our indebtedness may withhold their consent to such refinancing. We may also experience a downgrade in any credit ratings then assigned to us in such circumstances. Any default, event of default, acceleration of significant indebtedness, actions to repossess or foreclose on collateral, credit downgrade or failure to obtain additional financing on terms we deem attractive, or at all, access the capital markets may be limited. We could suffer losses and have a material adverse effect on 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 of operations and cash flow, financial condition and liquidity. See also Part II, Item 7A "Quantitative and Qualitative Disclosures about Market Risk" in this Annual Report for information about interest rate risk associated with our Revolving Equipment Notes, which accrue interest at a variable rate.

**Legal and Regulatory Risks Relating to Our Business** 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, All interstate air carriers, including us, are subject to various environmental regulation by the DOT, the FAA and noise other governmental agencies, including Department of Homeland Security, Transportation Safety Administration, U. S Customs and Border Protection and others. The laws enforced by these and regulations other agencies impose substantial costs on us, may reduce air travel demand, and may also restrict the manner in which we could have 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. In addition, any adverse decision that results in the temporary suspension or revocation of our FAA operating certificates or an inability to obtain other licenses, clearances or bonds from governmental agencies would 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, 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 conditions. 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 Investor Rights Agreement DOT in maintaining our status as a U. S. Citizen (as such term is defined herein in Title 49, U. S. Code, Section 40102 and administrative interpretations thereof issued by the DOT ). A failure to comply with or changes to these restrictions may materially adversely affect our business. 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. We are subject to increasingly stringent federal, state, local and foreign laws, regulations and ordinances relating to, among other things, the protection of the environment and noise, include including provisions limiting those relating to emissions to the air 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, new or potential laws and regulations could have an adverse impact on our business, results of operations and financial condition. 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, investors, members, 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 and the operations of 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, purchase quantities of sustainable aviation fuels that are costly or not readily available, or make disclosures about our 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 adopt environmental initiatives to maintain our reputation with our key stakeholders, could have a material adverse effect on our business, prospects, results of operations and financial condition.

**Risks Relating to Ownership of Our Securities and Being a Public Company**

**Certain of the Company's stockholders, including Delta, CK Wheels and CIH, collectively own a substantial majority of the outstanding shares of our Common Stock as of the date of this Annual Report. As a result of their beneficial ownership of our Common Stock, they have sufficient voting power to significantly influence all matters requiring stockholder approval, including the election of directors, approval of strategic corporate transactions, such as changes in control, or changes in our Board or management. Under our Certificate of Incorporation, our stockholders may act by written consent without a meeting or soliciting the vote of stockholders if such consent is received by the holders of outstanding shares of the relevant class or series having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting of the stockholders. In addition, such stockholders have the contractual right to designate a total of nine of the twelve directors non- on -U our Board as of the date of this Annual Report. S- Additionally, such stockholders are also lenders under our Term Loan and Revolving Credit Facility. Citizens- In their capacity as lenders, such stockholders must consent to certain transactions and have the ability to waive defaults or direct the agent under the Credit Agreement to exercise remedies in the event of a default. PART- I- As a result, such stockholders in their capacity as beneficial owners and lenders, may exhibit significant influence over the Company, and the interests or objectives of these stockholders may differ from the interests or objectives of other stockholders. Item- I- Finally, if these stockholders were to sell a substantial number of shares of our Common Stock in the public market, the market price of our Common Stock could be adversely impacted and volatility could increase. BUSINESS- General- The perception or expectation among the public regarding any such sales or the ability of such stockholders to maintain certain rights tied to the level of ownership of Common Stock could also contribute to a decline in the market price of our Common Stock. Similarly, if these stockholders were to assign or transfer their rights and obligations under the Term Loan or Revolving Credit Facility to third parties, the third parties could exercise, among other things, certain consent and voting rights pursuant to the terms of the Credit Agreement, which could have a material adverse effect on our business, prospects, results of operations and financial condition. We identified a material weakness in internal control over financial reporting and determined that it resulted in our internal control over financial reporting and disclosure controls and procedures not being effective, as of December 31, 2024. If we are not able to remediate any material weakness, or we identify additional deficiencies in the future or otherwise fail to maintain an effective system of internal controls, 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. 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 a leading provider- provide of management's attestation on internal controls pursuant to Section 404 of the Sarbanes- Oxley Act of 2002 demand private aviation in the United States (" Sarbanes- Oxley U. S.-") and. We are also required to disclose significant changes made to our internal controls procedures one- on of the largest companies- a quarterly basis and any material weaknesses identified by our management in the industry- our internal controls over financial reporting during 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. In connection with the audit of Wheels Up offers a complete global private aviation solution with a large and diverse aircraft fleet, backed by an uncompromising commitment to safety and service. We connect private flyers to aircraft, and to one another, through an open platform that enables life- s consolidated financial statements for the year ended December 31 most important experiences. 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 travel alternatives. In addition, 2024, management assessed the effectiveness of our unique partnership- internal control over financial reporting as of December 31, 2024. We identified a material weakness in our internal controls over financial reporting with respect Delta provides our members and customers with a seamless offering across both private and premium commercial travel. Our Products and Services- While we offer numerous products and services to certain deficiencies in controls over information technology our**

customers and industry partners, we generate the majority of our revenue from flight activity through our member programs and charter solutions. We have historically provided the majority of our private aviation services through our membership program, which allows members to select the membership level best tailored for their flying needs and receive additional benefits from the purchase of dollar-denominated credits that can be applied to future costs, including flight services, annual dues and other incidental costs such as catering and ground transportation (“IT Prepaid Blocks”). We fulfill for IT systems and applications that are relevant to the majority preparation of member flights using the consolidated financial statements, including (i) access management controls to ensure appropriate segregation of duties and restrict user access to financial applications, programs and data affecting underlying accounting records, and (ii) program change management controls affecting IT applications, key information and underlying accounting records, that ensure IT program and data changes are identified, tested, authorized and implemented properly. These deficiencies impact the effectiveness of application controls and manual 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) of one or more account balances or disclosures, which fleet of owned and leased aircraft to fly to locations in North America turn could result in a material misstatement to our annual or interim consolidated financial statements that could not be prevented or detected. As a result of the material weakness identified during the year ended December 31, 2024, our management concluded that our internal control over financial reporting and disclosure controls and procedures were not effective as of December 31, 2024. See Part II, Item 2-9A “Properties Controls and Procedures” of in this Annual Report for more information about management’s assessment of our internal control over financial reporting and disclosure controls and procedures as of December 31, 2024. Effective internal controls are necessary for us to provide reliable financial statements and prevent or detect fraud. The material weaknesses in internal control over financial reporting described above, any new deficiencies identified in our internal control over financial reporting 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, or the failure to timely file required reports under the Exchange Act. We are in the process of implementing certain measures as part of a remediation plan to address the deficiencies underlying the material weakness identified during the year ended December 31, 2024. 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 any potential future significant deficiency or material weakness in our internal controls. If we identify any new deficiencies in the future or are not able to successfully remediate any material weaknesses, including any 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 trading prices for our Common Stock and the 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, prospects, results of operations, financial condition and the market price and volatility of our Common Stock. 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 controls over financial reporting and our general control environment. In addition, as a result of reported material weaknesses in internal control over financial reporting described above, a past restatement of our financial statements and other matters raised or that may in the future be raised by the SEC, we are currently subject to, and face the potential for additional, 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. Any such litigation or dispute, whether successful or not, could have a material adverse effect on our business, prospects, results of operations and financial condition. We have consummated dilutive issuances of Common Stock in the past and we may undertake additional dilutive issuances of equity securities in the future. We have consummated dilutive issuances of Common Stock in the past and may undertake additional dilutive issuances of equity securities or securities convertible into or exchangeable or exercisable for equity securities in the future. The number of outstanding shares of Common Stock reported in our periodic reports generally exclude the possible future issuance of any Common Stock pursuant to the following, which were not included in the computation of diluted shares outstanding as of December 31, 2024 or 2023, because the effect would be anti-dilutive or the issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied as of such dates: outstanding equity awards under our equity incentive plans; upon any cash exercise of WUP and Wheels Up stock options; upon any exchange of WUP profits interests; due to the vesting and issuance of Earnout Shares; and in connection with the exercise of Warrants. Any of the foregoing that increase the number of outstanding shares of Common Stock will result in a change in the percentage ownership held by existing stockholders in Wheels Up, which may cause relative voting power related to such shares of Common Stock to decrease. In addition, our past dilutive issuances, including the Common Stock issuances to the Lenders during the year ended December 31, 2023, which were entered into and consummated without the approval of the Company’s stockholders based on the Financial Distress Exception provided for in the Shareholder Approval Policy of the NYSE, and any future dilutive issuances, could be the subject of stockholder litigation or disputes, which could adversely impact our business, results of operations and financial condition. In addition, our employees, certain directors and consultants hold, and are expected to be granted, equity awards under current and future equity incentive plans. Certain of these equity incentive plans may be approved

by the Lenders due to their ability to collectively cast votes for at least a majority of the outstanding shares of Common Stock at a meeting or act by written consent. 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 Common Stock or other voting securities. The issuance of additional Common Stock or securities convertible into or exchangeable or exercisable for Common Stock, whether pursuant to public offerings, at-the-market equity distribution programs or private placements of equity securities, equity incentive plans, existing instruments or otherwise, may result in additional dilution to existing holders of Common Stock and adversely affect volatility in and prevailing market prices for our shares of Common Stock and Warrants. The price of our Common Stock and Warrants may be volatile. The price per share of our Common Stock, as well as for the Warrants, may fluctuate due to a variety of factors within and outside of our control, including: (i) changes in the private aviation industry and general demand for travel services; (ii) changes in general market conditions and macro-economic conditions, including the price of aircraft fleet fuel; (iii) developments involving our competitors, such as material announcements or new offerings and services; (iv) changes in applicable laws and regulations affecting our business and operations; (v) variations in our operating performance and the performance of our competitors in general; (vi) changes in our level of indebtedness, other contractual obligations or credit ratings and the terms or covenants associated with our indebtedness or contractual obligations; (vii) actual or anticipated fluctuations in our quarterly or annual operating results and the public's reaction to our press releases, our other public announcements and our filings with the SEC; (viii) publication of research reports by securities analysts about us or our competitors or our industry or the cessation of such coverage; (ix) actions by stockholders, including sales by stockholders of any of their shares of our Common Stock; (x) increases or decreases in reported holdings by insiders or significant stockholders, including shares of Common Stock held by our Lenders; (xi) fluctuations in trading volume and the volume of shares of our Common Stock available for public sale, including upon expiration of lock-ups or other restrictions on trading shares of Common Stock applicable to certain stockholders; (xii) additions and departures of key personnel; (xiii) commencement of, or involvement in, litigation involving us; (xiv) changes in our capital structure, such as future issuances of equity securities or the incurrence of debt and grants of equity awards under our equity incentive plans; and (xv) general economic and political conditions, such as the effects of recessions, changes in inflation and interest rates, the results of local and national elections, fluctuations in fuel prices and international currency rates, and the impact of corruption, political instability and acts of war or terrorism. We do not currently pay cash dividends and may not pay cash dividends for the foreseeable future. We historically have not, and as of the date of this Annual Report do not anticipate in the foreseeable future to, pay cash dividends. In addition, the Credit Agreement limits our ability to pay dividends to holders of our Common Stock, except under certain circumstances, and the Investor Rights Agreement requires the written consent of certain parties thereto for any change in our dividend policy. Any future determination to pay dividends will be at the discretion of our Board, subject to the aforementioned limitations, and will depend on our results of operations and financial condition, capital requirements, contractual limitations, including in our financing instruments, business prospects and such other factors as our Board then deems relevant. We are subject to securities litigation and may in the future be subject to additional actions, which could cause us to incur substantial costs and divert management's attention and resources. The market price of our 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. Securities-related claims and litigation may also arise in connection with past transactions or actions taken by the Board or management, as well as related to past reports filed with the SEC. We have been a target of this type of litigation in the past and are currently defending certain securities claims. In addition, 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. We dispute the claims that have been asserted against us and intend to vigorously defend against them. Litigation, however, is inherently uncertain, and we are unable to predict the outcome or to estimate the range of loss, if any, that could result from an unfavorable outcome. Any adverse judgment against the Company, the Board or management, whether or not covered by applicable insurance policies may have a material adverse effect on our liquidity and financial condition, or could harm our reputation in a manner that adversely impacts our business and results of operations for an indefinite period. Future resales of our Common Stock may cause the market price of our securities to drop significantly. Sales of a substantial number of shares of our 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, including with respect to our largest stockholders, could reduce the market price of our Common Stock notwithstanding our financial and operating performance. Our Lenders and certain of our former directors, officers and employees own a substantial number of shares of Common Stock relative to recent historical daily trading volumes. The sale or possibility of sale of these shares could have the effect of increasing the volatility in our Common Stock price or could cause the market price of our Common Stock to increase or decrease rapidly if the holders of such shares sell them or are perceived by the market as intending to sell them. The NYSE may delist our Common Stock from trading on its exchange, which could limit investors' ability to transact 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 Common Stock on the NYSE, which could be impacted by, among others, the trading price of our Common Stock, our reported results of operations in future periods and general economic, market and industry conditions. We may take action to avoid such delisting, which may not be successful and could have a material adverse effect on our business, prospects, results of operations and financial condition. If our Common Stock is delisted from the NYSE, we may seek to list on another stock exchange or quotation service, which may result in, among other things, an increase in the volatility of, and

a limited ability to transact in, our Common Stock, as well as an overall decrease in the trading prices of our Common Stock. If we are not able to obtain a substitute listing for our Common Stock, stockholders may encounter difficulty or be unable to sell their Common Stock. A delisting of our Common Stock from the NYSE could also adversely affect our ability to obtain new or replacement financing and / or result in a loss of confidence by our members, customers, business partners, stockholders, the holders of Warrants (as defined below) or employees. Our Warrants are accounted for as liabilities and the changes in value of our Warrants could have a material effect on our financial results. As of December 31, 2024, there were 7, 991, 544 public warrants (“ Public Warrants ”) and 4, 529, 950 private warrants (“ Private Warrants ” and, together with the Public Warrants, the “ Warrants ”) outstanding, which are classified as derivative liabilities measured at fair value on our balance sheet, with changes in fair value each period reported in earnings. 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 certain factors, some 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 the Warrants each reporting period and that the amount of such gains or losses could be material. The Public Warrants ceased to be publicly traded on the NYSE on July 17, 2023.

**Risks Relating to Our Organizational Documents** 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 Common Stock, and therefore reduce the trading price of our 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:

- providing for a classified board of directors with staggered, three- year terms;
- regarding 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;
- regarding the ability of stockholders to act by written consent without a meeting of our stockholders if consent is received by the holders of outstanding shares of the relevant class or series having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting;
- prohibiting cumulative voting in the election of directors, which limits the ability of minority stockholders to elect director candidates;
- regarding the limitation of the liability of, and the indemnification of, our directors and officers;
- regarding 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
- that set forth 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. In addition, the terms of the Investor Rights Agreement may have the effect of delaying or preventing hostile takeovers and changes in control or changes in our Board or management to the extent that the stockholders party thereto still own a significant amount of Common Stock and do not participate or consent to the applicable transaction. The provisions of our Certificate of Incorporation requiring exclusive forum 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, if 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 Organizational Documents, (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 federal district courts will be the sole and exclusive forum for claims under the Securities Act and Exchange Act. 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 as a result, 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 and the Investor

Rights Agreement include provisions limiting voting and control by non- U. S. Citizens. To comply with restrictions imposed by federal law on foreign ownership of U. S. air carriers, 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 president / chief executive officer, at least two- thirds of our officers and at least two- thirds of the members of our Board be U. S. Citizens. Our By- Laws 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 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 transfer of the shares to a U. S. Citizen and (ii) the registration of the shares on the Foreign Stock Record. The Investor Rights Agreement also limits the number of shares of Common Stock held by certain Lenders that may be voted at a meeting of the Company’ s stockholders or in connection with any consent solicitation in a manner intended to comply with the foregoing requirements. This limitation is also referred to herein as the “ Citizenship Limitation. ” 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 their 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 Citizenship Limitation. If the number of shares on the Foreign Stock Record exceeds the Citizenship Limitation, 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 Citizenship Limitation. The voting rights will be reinstated once the voting rights of the capital stock registered on the Foreign Stock Record does not exceed the Citizenship Limitation, not taking into consideration the pro rata reduction. 43