

WHEELS UP

Wheels Up Experience Inc. Reverse Stock Split Frequently Asked Questions (FAQs)

Updated June 1, 2023

On June 1, 2023, Wheels Up Experience Inc. (“Wheels Up”, “we”, “our” or the “Company”) announced that it will proceed with a 1-for-10 reverse stock split (the “Reverse Stock Split”) and a contemporaneous reduction in the number of shares of Wheels Up Class A common stock, par value \$0.0001 per share (“Common Stock”), authorized for issuance under Wheels Up’s Certificate of Incorporation by the same ratio (the “Authorized Share Reduction”), which was previously approved by Wheels Up’s stockholders at the 2023 annual meeting of stockholders held on May 31, 2023 (the “2023 Annual Meeting”) and by Wheels Up’s Board of Directors (the “Board”) on May 31, 2023. Wheels Up plans to file an amendment to its Certificate of Incorporation to effectuate the Reverse Stock Split and Authorized Share Reduction, which will become effective immediately after the close of trading on The New York Stock Exchange (the “NYSE”) on Wednesday, June 7, 2023 (the “Effective Time”). Wheels Up’s Common Stock is expected to begin trading on a reverse split-adjusted basis on Thursday, June 8, 2023.

Additional information relating to the Reverse Stock Split and Authorized Share Reduction was included in the Company’s definitive proxy statement on Schedule 14A for the 2023 Annual Meeting, which was filed with the U.S. Securities and Exchange Commission (“SEC”) on April 19, 2023 (as supplemented, the “Proxy Statement”).

Q: What is a reverse stock split?

A: A reverse stock split exchanges a fixed number of existing shares of our Common Stock for a smaller number of new shares of our Common Stock. The new shares of Common Stock are initially expected to have a higher price, but there will be fewer of them.

Q: Why is Wheels Up doing a reverse stock split?

A: The purpose of the Reverse Stock Split is to increase the trading price per share of our Common Stock, as fewer shares will be outstanding. We expect that the increased trading price per share as a result of implementing the Reverse Stock Split may improve the marketability and liquidity of our Common Stock, as well as the marketability of our securities that are convertible into shares of Common Stock, including our public warrants. It is also anticipated that an increase in the trading price per share will encourage institutional and retail interest and trading in our Common Stock and increase the number of investment analysts that provide research reports on the Company and our Common Stock.

Generally, brokerage commissions, as a percentage of total transaction value, tend to be relatively higher for lower-priced stocks. As a result, certain stockholders and investors may also be dissuaded from purchasing lower-priced stocks due to anticipated transaction costs. It is possible that the increase in the trading price per share of our Common Stock anticipated after the Reverse Stock Split may reduce this concern, which may increase the marketability and liquidity of our Common Stock.

In addition, if the trading price per share of our Common Stock promptly exceeds \$1.00 per share after the Reverse Stock Split and remains above that level for at least the 30 trading-day period thereafter, we expect to regain compliance with Section 802.01C of the NYSE Listed Company Manual, which requires listed companies to maintain an average closing price per share of at least \$1.00 over a 30 consecutive trading-day period.

Q: How will the Wheels Up Reverse Stock Split work?

A: At the Effective Time, every 10 shares of Common Stock will be automatically combined into 1 share and the stock price is expected to initially increase proportionately. This will reduce the number of outstanding shares from approximately 254 million to approximately 25.4 million.

Similarly, the Authorized Share Reduction will reduce the number of authorized shares of Common Stock under Wheels Up's Certificate of Incorporation to be reduced from 2.5 billion to 250 million, effective as of the Effective Time.

Q: When will the Reverse Stock Split and Authorized Share Reduction be effective?

A: Wheels Up currently anticipates to file an amendment to its Certificate of Incorporation to effectuate the Reverse Stock Split and Authorized Share Reduction that will become effective immediately after the close of trading on the NYSE on June 7, 2023. Wheels Up's Common Stock is expected to begin trading on a reverse split-adjusted basis on June 8, 2023.

Q: Will the Reverse Stock Split change my percentage ownership or voting power?

A: The Reverse Stock Split is expected to affect all of the Company's stockholders uniformly and will not affect any stockholder's percentage ownership interest or proportionate voting power, except as may result from the cash-out of fractional shares of Common Stock. Fractional shares of Common Stock are expected to be paid out in cash in an amount equal to the closing trading price per share as reported on the NYSE as of the close of trading on June 7, 2023, as adjusted by the Reverse Stock Split ratio of 1-for-10, multiplied by the applicable fraction of a share.

Q: What is the difference between a registered holder and a beneficial holder?

A: Stockholders that hold shares directly through Continental Stock Transfer & Trust Company, Wheels Up's transfer agent ("Continental"), are considered registered stockholders. Stockholders that hold shares in an account at a brokerage firm, bank, dealer, custodian or other similar organization acting as nominee (each, a "Broker") are considered beneficial stockholders.

Q: I'm a Wheels Up registered stockholder — what happens to my shares of Common Stock?

A: At the Effective Time, every 10 shares of Common Stock will be automatically combined into 1 share and the stock price is expected to initially increase proportionately. Registered stockholders who would otherwise hold fractional shares because the number of shares of Common Stock they held before the Reverse Stock Split is not evenly divisible by 10 will be entitled to receive cash (without interest and subject to any required tax withholding applicable to a holder) in lieu of fractional shares. Fractional shares are expected to be paid out in cash in an amount equal to the closing trading price per share of our Common Stock as reported on the NYSE as of the close of trading on June 7, 2023, as adjusted by the Reverse Stock Split ratio of 1-for-10, multiplied by the applicable fraction of a share. The Company expects to make payments for fractional shares by the end of June 2023.

For example, if you held 150 shares before the Reverse Stock Split, you would hold 15 shares after the Reverse Stock Split becomes effective. If you held 155 shares before the Reverse Stock Split, you would hold 15 shares after the Reverse Stock Split becomes effective, and receive a cash payment in lieu of the 5 pre-Reverse Stock Split shares that would have otherwise been converted into fractional shares.

Q: I'm a Wheels Up beneficial stockholder — what happens to my shares of Common Stock?

A: Shares of Wheels Up Common Stock held by stockholders that hold their shares through a Broker will be treated in the same manner as shares held by registered stockholders. Accordingly, Brokers that hold shares of Wheels Up Common Stock will be instructed to effectuate the Reverse Stock Split for the beneficial owners of such shares. However, those organizations may implement different procedures than those to be followed for registered stockholders for processing the Reverse Stock Split, particularly with respect to the treatment of fractional shares. If you have any questions regarding the application of the Reverse Stock Split to your shares, we encourage you to contact the Broker that holds your shares.

Q: I'm a Wheels Up employee or former employee — what happens to my equity awards?

A: Holdings under Wheels Up's current and former equity incentive plans, including stock options, restricted stock units, performance-based restricted stock units and profits interests, will generally be adjusted to preserve value immediately upon the effectiveness of the Reverse Stock Split. Plan participants will receive specific communications with further details about what to expect leading up to the Reverse Stock Split. Please refer to the descriptions under the heading "*Proposal No. 7- Reverse Stock Split and Authorized Share Reduction — Effect on Equity Compensation Arrangements and Warrants*" in the Proxy Statement for a general summary of the principal effects of the Reverse Stock Split on the holders of securities granted or issued and outstanding under Wheels Up's equity incentive plans.

In addition, if you have a Rule 10b5-1 trading plan, we encourage you to contact your Broker to determine whether an amendment to such trading plan is required following the Reverse Stock Split. Please note that employees and consultants of the Company are subject to the Company's Amended and Restated Insider Trading Policy, which contains certain requirements for adopting or amending any Rule 10b5-1 trading plan.

Q: I'm a Wheels Up warrant holder — what happens to my warrants to purchase Common Stock?

A: Wheels Up's outstanding redeemable public and private warrants to purchase Common Stock will be adjusted to preserve value immediately upon the effectiveness of the Reverse Stock Split. Pursuant to the terms of the existing Warrant Agreement underlying such warrants, effective as of the Effective time certain proportionate adjustments to the warrants will be made, including (i) an increase in the exercise price of the warrants by the inverse of the Reverse Stock Split ratio (i.e., pre-Reverse Stock Split warrant exercise price, multiplied by 10), (ii) a reduction in the number of shares of Common Stock issuable upon such exercise of the warrants by the Reverse Stock Split ratio (i.e., pre-Reverse Stock Split number of warrants, divided by 10), and (iii) a proportionate adjustment to the redemption price per warrant by the Reverse Stock Split ratio (i.e., pre-Reverse Stock Split redemption price per warrant, divided by 10). As a result, each warrant will be a warrant to purchase 1/10th of a share of Common Stock at an exercise price of \$115.00 per whole share of Common Stock. Multiple Warrants may be simultaneously exercised for whole shares; however, the Company will not issue fractional shares upon exercise of Warrants and to the extent any Warrant is exercised such that a fractional share would be issuable, the Company will round down to the nearest whole share of Common Stock to be issued to such holder.

For example, if you held 25 warrants to purchase 25 shares of Common Stock at an exercise price of \$11.50 per share before the Reverse Stock Split, you would hold 25 warrants exercisable for 2 shares at \$115.00 per share after the Reverse Stock Split, and the 5 warrants corresponding to 0.5 shares of Common Stock would not be exercisable for, and the Company would not be obligated to issue per the terms of the Warrant Agreement, 0.5 shares of Common Stock.

Please refer to the descriptions under the heading “*Proposal No. 7-Reverse Stock Split and Authorized Share Reduction — Effect on Equity Compensation Arrangements and Warrants*” in the Proxy Statement for a general summary of the principal effects of the Reverse Stock Split on the holders of warrants.

Q: Do I need to take any action?

A: *Beneficial stockholders*: If you are a beneficial stockholder or warrant holder (your shares are held in the name of a Broker), you do not need to take any action.

Registered stockholders (Held in Electronic Book-Entry Form): Registered stockholders whose shares of Common Stock or warrants are held only electronically in book-entry form on the records of Continental, Wheels Up’s transfer agent, you do not need to take any action to receive post-reverse stock split shares or updated warrants. You will automatically receive, at your address of record, a transaction statement from Continental indicating the number of post-reverse stock split shares and/or warrants held following the effectiveness of the Reverse Stock Split, and, if applicable, a cash payment in lieu of any fractional shares of Common Stock.

Registered stockholders (Held in Certificate Form): If you are a registered holder of shares of Common Stock held in certificate form as part or all of the account holding, as soon as practicable after the Reverse Stock Split becomes effective, you will receive a transmittal letter from Continental, Wheels Up’s transfer agent, which will be accompanied by instructions specifying how you may exchange your certificates representing the pre-Reverse Stock Split shares of Common Stock for a statement of holding and, if applicable, a cash payment in lieu of any fractional shares. When you submit your certificates representing the pre-Reverse Stock Split shares of Common Stock, the post-Reverse Stock Split shares of Common Stock will be held electronically in book-entry form. Thus, instead of receiving a new stock certificate, you will receive a statement that shows the number of post-Reverse Stock Split shares of Common Stock held in book-entry form.

Q: I hold a Wheels Up stock certificate — what do I do with it?

A: We encourage stockholders who hold in certificated form to send in their certificates to Continental as soon as possible, but in any event so that they are received prior to June 7, 2023.

If any of a stockholder’s shares of Common Stock are certificated, that stockholder will receive a transmittal letter from Continental as soon as practicable after the Effective Time of the Reverse Stock Split. The transmittal letter will be accompanied by instructions specifying how the stockholder may exchange their certificated shares representing the pre-Reverse Stock Split shares of Common Stock for a book-entry statement of holding. When that stockholder submits their certificates representing the pre-Reverse Stock Split shares of Common Stock, the post-Reverse Stock Split shares of Common Stock will be held electronically in book-entry form. This means that, instead of receiving a new stock certificate, that stockholder will receive a statement of holding that indicates the number of post-Reverse Stock Split shares of Common Stock held in book-entry form. ***We will no longer issue physical certificates for shares of Common Stock.***

To send certificates to Continental in advance of June 7, 2023, stockholders should contact the Company at legal@wheelsup.com for instructions.

Q: Will there be any impact on my ability to trade Wheels Up Common Stock or warrants?

A: If you are a registered stockholder or warrant holder, the sales facility provided by Continental, Wheels Up's transfer agent, will not be offered beginning at 4:00 pm, Eastern Daylight Time on Wednesday, June 7, 2023. As a result, registered stockholders and warrant holders will be unable to sell Wheels Up Common Stock or warrants through the direct registration system ("DRS") sales facility at that time. At some point following the effectiveness of the Reverse Stock Split, we expect that Continental will resume offering the DRS sales facility.

If you are a beneficial stockholder or warrant holder (your shares are held in the name of a Broker), the Broker that holds your shares may impose their own restrictions on your ability to access and make changes to your account. For information regarding any such restrictions, we encourage you to contact your Broker.

Q: Who should I contact if I have questions about my shares?

A: If you are a beneficial stockholder or warrant holder whose shares of Common Stock or warrants are held in the name of a Broker, please contact the Broker who holds your shares.

If you are a registered stockholder or warrant holder, you can contact Continental, Wheels Up's transfer agent, at:

Continental Stock Transfer & Trust Company
Phone: 1-800-509,5586(toll free) or 1-212-509-4000
Email: cstmail@continentalstock.com
Website: Continentalstock.com

Mail / Overnight Delivery:
Continental Stock Transfer & Trust Company
1 State Street- 30th Floor
New York, NY 10004
Attention: Corporate Actions

If you hold equity incentive awards under Wheels Up's current and former equity incentive plans, including stock options, restricted stock units and performance-based restricted stock units, you will receive specific communications with further details about what to expect leading up to the Reverse Stock Split and have the opportunity to ask questions.

Q: Will the post-reverse stock split shares continue trading on the exchanges on which Wheels Up Common Stock is currently listed?

A: Yes, the post-reverse stock split shares will continue trading on the NYSE under the symbol "UP" and Wheels Up's public warrants will continue trading on the NYSE under the symbol "UP WS". However, the shares of Common Stock will trade under new CUSIP number (96328L205) and ISIN number (US96328L2051), which are numbers used to identify a company's equity securities. There will be no change in the CUSIP or ISIN number for Wheels Up's public warrants.

As noted above, we are currently out of compliance with Section 802.01C of the NYSE Listed Company Manual, which requires listed companies to maintain an average closing price per share of at least \$1.00 over a 30 consecutive trading-day period. If the trading price per share of Common Stock does not exceed \$1.00 per share after the Reverse Stock Split or fails to remain above that level for at least the 30 trading-day period thereafter, our Common Stock may be subject to delisting actions by the NYSE. After the Effective Time, Wheels Up will continue to be subject to periodic reporting and other requirements of the SEC under the Securities Exchange Act of 1934, as amended.

Q: How will the Reverse Stock Split affect the future calculation of net income (loss) per share?

A: Reported per share net income or loss and other per share of Common Stock amounts will increase, because there will be fewer shares of Common Stock outstanding following the Reverse Stock Split. In financial statements issued after the effectiveness of the Reverse Stock Split, per share net income or loss and other per share of Common Stock amounts for periods ending before the Effective Time of the Reverse Stock Split will be adjusted to give retroactive effect to the reverse stock split. Therefore, per share net income or loss and other per share of Common Stock amounts for both past and future periods will have a greater magnitude than they would have if the Reverse Stock Split had not been implemented.

Q: How will the Reverse Stock Split impact dividend payments?

A: The Company has not historically paid dividends to stockholders. Although the Board reserves the right to change the Company's dividend policy in the future, the Company does not currently anticipate that the Reverse Stock Split will result in a change to the Company's dividend policy.

Q: Are there tax implications of the Reverse Stock Split?

A: The Reverse Stock Split is intended to be tax-free for U.S. federal income tax purposes. U.S. stockholders generally should not recognize gain or loss from the Reverse Stock Split, except in those instances where cash payments will be provided in lieu of fractional shares, which will be taxable. We expect that Form 1099-Bs will be issued in early 2024 for cash payments made to registered stockholders in lieu of fractional shares. For additional information regarding the tax implications of the Reverse Stock Split, please refer the discussion under the heading "*Proposal No. 7-Reverse Stock Split and Authorized Share Reduction — Material U.S. Federal Income Tax Consequences of the Reverse Stock Split Amendment*" in the Proxy Statement.

Q: How do I determine my tax basis after the Reverse Stock Split?

A: Upon the effectiveness of the Reverse Stock Split, every 10 shares of Common Stock are expected to automatically convert to 1 share of Common Stock. As a result, stockholders must allocate the aggregate tax basis in their shares held immediately prior to the Reverse Stock Split among the shares held immediately after the Reverse Stock Split, including consideration of any fractional shares for which cash was received. Additional information will be included in the U.S. Internal Revenue Service Form 8937, Report of Organizational Actions Affecting Basis of Securities, to be prepared by Wheels Up and posted to the Wheels Up Investor Relations website within 45 days after the Reverse Stock Split becomes effective.

This information about certain U.S. federal income tax consequences is for general information only and is not tax advice. Stockholders and warrant holders are urged to consult their own tax advisor with respect to the application of United States federal income tax laws to their particular situation, as well as any tax considerations arising under other United States federal tax laws (such as the estate or gift tax laws) or under the laws of any state, local, foreign or other taxing jurisdiction or under any applicable tax treaty.

Cautionary Note Regarding Forward-Looking Statements

This document contains certain “forward-looking statements” within the meaning of the federal securities laws. Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside of the control of Wheels Up that could cause actual results to differ materially from the results discussed in the forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the expectations, hopes, beliefs, intentions or strategies of Wheels Up regarding the future, including, without limitation, statements regarding: (i) the impact of the Reverse Stock Split and Authorized Share Reduction on the trading market for the Company’s Common Stock and Warrants, including the trading price, liquidity, trading volume, volatility and marketability of the Common Stock and Warrants after the Reverse Stock Split; (ii) public perception of the Reverse Stock Split and Authorized Share Reduction in light of the history of reverse stock splits for other companies and the potential impacts on the trading market or price of the Common Stock and Warrants; (iii) the likelihood that the Reverse Stock Split will result in any permanent increase in the trading price per share of Common Stock or price per Warrant; and (iv) whether or not the Reverse Stock Split will cure any deficiency under, and allow the Company to regain compliance with, Section 802.01C of the NYSE Listed Company Manual. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “possible,” “potential,” “predict,” “project,” “should,” “strive,” “would” and similar expressions may identify forward-looking statements, but the absence of these words does not mean that statement is not forward-looking. These forward-looking statements are subject to a number of risks, uncertainties and assumptions that could cause actual events and results to differ materially from those contained in such forward-looking statements. Factors that could cause actual results to differ materially from those expressed or implied in forward-looking statements can be found in Wheels Up’s Annual Report on Form 10-K for the year ended December 31, 2022 filed with the SEC on March 31, 2023 and Wheels Up’s other filings with the SEC. Moreover, Wheels Up operates in a very competitive and rapidly changing environment. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, and Wheels Up undertakes no obligation to update or revise the forward-looking statements, whether as a result of new information, changes in expectations, future events or otherwise. Although Wheels Up believes that the expectations reflected in the forward-looking statements are reasonable, Wheels Up cannot guarantee future results, levels of activity, performance or achievements. Except as required by law, Wheels Up does not intend to update any of these forward-looking statements after the date of this document or to conform these statements to actual results or revised expectations.

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