

WHEELS UP

Code of Business Conduct
and Ethics

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INTRODUCTION

Wheels Up Experience Inc. and its subsidiaries (collectively, “Wheels Up,” the “Company,” “we,” “us,” or “our”) strive to conduct their business according to the highest ethical standards and integrity. We expect our officers, directors, employees and contractors to conduct themselves and their business activities in accordance with these standards. Corporate officers (including the Company’s principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions), directors, employees and contractors (together or referred to in this Code, collectively or individually, as “Personnel”) must act lawfully, ethically and honestly in all dealings with Wheels Up’s members, clients, vendors, suppliers and others who provide services to or transact business with Wheels Up (“Business Partners”). The integrity of our reputation and brand and the experience we provide our members and clients depends on your exercise of good judgment in all that you do. Unethical, dishonest, or inappropriate conduct will not be tolerated.

This Code of Business Conduct and Ethics (the “Code”) is not intended to be a comprehensive rulebook and cannot address every situation you may face. The Company has and/or may in the future adopt supplemental and more detailed policies also applicable to Personnel and which may vary depending on the jurisdiction(s) and business(es) in which they operate. It is your responsibility to read and comply with all policies applicable to you in conjunction with this Code. All relevant provisions of your individual employment contract must also be complied with.

If you feel uncomfortable about a situation or have any doubts about whether it is consistent with Wheels Up’s ethical standards, seek help. Wheels Up encourages you to contact your manager for help first. If your manager cannot answer your question, does not respond in a manner that you feel is satisfactory or you do not feel comfortable contacting your manager, contact the Human Resources Department and/or the Legal Department. In the event something in this Code conflicts with any federal, state, or local law or regulation, such law or regulation shall prevail. If you believe such a conflict exists, please bring it to the attention of the Legal Department.

This Code may be amended or updated at any time at the sole discretion of the Company.

EQUAL EMPLOYMENT OPPORTUNITY

Wheels Up embraces equal employment opportunities and prohibits discriminatory behavior of any kind.

We offer equal employment opportunities to all applicants and employees without regard to race, color, religion, sex/gender, sexual orientation, gender identity, age, national origin, citizenship, disability, military or veteran status, or any other characteristic protected by federal, state or local law. We do not and will not tolerate unlawful discrimination in connection with hiring, placement, promotion, pay or any other aspect of employment.

OPEN DOOR POLICY/SUGGESTIONS/COMPLAINTS

Wheels Up recognizes the value of our employees’ experience and promotes an atmosphere where employees can speak freely with members of the management staff. Employees are strongly encouraged to submit ideas and suggestions to improve operations and reduce costs. Employees are also encouraged to openly discuss with their supervisor or manager any problems that may arise so appropriate action may be taken.

Should an occasion ever arise when you feel that you are not receiving fair treatment regarding wages, hours, working conditions or any other problems, you are strongly encouraged to discuss the situation with your supervisor or manager. If the supervisor or manager cannot be of assistance, you may speak with any other member of Wheels Up management. The Company is interested in the success and happiness of all of our employees while on the job and we welcome the opportunity to help employees whenever feasible.

WE DO NOT TOLERATE HARASSMENT, BULLYING OR VIOLENCE IN THE WORKPLACE OR WORK-RELATED SETTINGS.

All of our Personnel have the right to work in an environment where they are respected, safe and secure, which includes online and virtual spaces and any work-related setting such as a business trip or other business-related social event. Wheels Up seeks to provide a safe and respectful work environment and to comply with all applicable anti-harassment and anti-discrimination laws. Accordingly, Wheels Up strictly prohibits and will not tolerate:

- harassment on the basis of race, color, religion, sex/gender, sexual orientation, gender identity, age, national origin, citizenship, disability, military or veteran status, or any other characteristic protected by federal, state or local law;
- sexually harassing behavior in the workplace and any other work-related setting;
- bullying in the workplace; and
- violence or threats of violence in the workplace for any reason, at any time.

Individuals who participate in any of these actions will be subject to disciplinary action, up to and including termination, in accordance with applicable laws and collective bargaining agreements (if any). For additional guidance and details on this topic, please refer to the employee handbook or policy applicable to you.

Please refer to “Reporting a Violation”, below, for information on how to report violations of this Code. Additional information on how to report incidents of harassment, bullying or violence in the workplace may be found in the employee handbook or policy applicable to you.

REPORTING A VIOLATION

Any actual or suspected violations of the Code should be reported immediately to your manager, the Human Resources Department, the Legal Department and/or Wheels Up’s hotline (set forth in Wheels Up’s Whistleblower Policy), without fear of any form of retaliation.

Wheels Up will promptly investigate all reports of actual or suspected violations and will discipline any Personnel who has violated the Code, up to and including termination of employment, in accordance with applicable laws and collective bargaining agreements (if any). Wheels Up will take steps to protect the confidentiality of anyone making a good faith report of an actual or suspected violation, where appropriate and to the extent reasonably possible. Wheels Up will not tolerate any retaliatory action directed against any Personnel who in good faith reports a suspected violation or who in good faith participates in the investigation of such a violation. Retaliatory acts can be any negative treatment that impacts the terms or conditions of someone’s employment, including, but not limited to, discharge, discipline, modification of a schedule, unwarranted performance management, or intimidation. This retaliation provision, however, is not intended to protect persons making intentionally false charges of violations of the Code. Any Personnel found to have engaged in retaliation will be subject to discipline, up to and including

separation of employment. For additional guidance and details, please refer to Wheels Up's Whistleblower Policy.

CONFLICT OF INTEREST

Wheels Up's business dealings must never be influenced by, or appear to be influenced by, its Personnel's personal interests. Therefore, upon hire, each year, and whenever a potential conflict of interest arises, employees are required to disclose all interests, relationships or activities which may present a conflict of interest between Wheels Up and the Personnel.

A conflict of interest may exist and should be disclosed where these interests, relationships or activities may directly or indirectly compete or interfere with the business, business opportunities or business relationships (including vendor, supplier, member, client, and employee relationships) of Wheels Up. Conflicts of interest may arise when any Personnel or a member of her or his family or friends receives improper personal benefits as a result of her or his position with Wheels Up. Loans to, or guarantees of obligations of any Personnel and their family members or friends are generally not permitted due to legal concerns and because they may create conflicts of interest.

Identifying potential conflicts of interest may not always be clear cut. For example, on an indicative and non-exclusive basis only, it is a conflict of interest for Personnel to:

- Have any financial interest (other than nominal stock interests in publicly-held corporations) in any competitor, or Business Partner of Wheels Up.
- Work for, be associated with or provide any services or materials to any competitor, or Business Partner of Wheels Up, without written permission from Wheels Up's Human Resources or Legal Department.
- Solicit any gifts, money, services or anything else of value from any competitor or Business Partner of Wheels Up.
- Accept anything (including, without limitation, gifts, money or services) of any value from any competitor of Wheels Up.
- Accept anything (including, without limitation, gifts, money or services) of more than nominal value from any member, potential member, client, supplier or vendor of Wheels Up (subject to limited exceptions described in the Favors and Gifts section below).
- Engage in any outside employment, independent consulting or volunteer activity which may interfere or conflict with the employee's duties and responsibilities to Wheels Up.
- Use the Wheels Up name for any outside activities including sponsorship of athletic teams, support for charitable organizations and/or conducting business with outside entities.
- Serve as an officer or director of or receive any compensation from an outside organization that is not a professional, social, religious, educational, civic or charitable organization.

The actions of family members or friends outside the workplace may also give rise to the conflicts of interest described above, because they may influence Personnel's objectivity in making decisions on behalf of Wheels Up. For purposes of this Code, "family members" includes, without limitation, your spouse, brothers, sisters, parents, in-laws and children whether such relationships are by blood or adoption.

This policy does not preclude Personnel from socializing with members, clients, competitors, suppliers and vendors, however, Personnel must not violate any of the provisions of this Code in connection with such socializing. Personnel also must be careful to avoid even the appearance of a conflict of interest.

While Personnel are encouraged to create and foster a friendly workplace, romantic or other intimate relationships in the workplace may give rise to a conflict of interest and must comply with the guidelines set forth in the employee handbook or policy applicable to you.

Questions and potential conflicts issues should be brought to the attention of your manager, the Human Resources Department and/or the Legal Department. These items will be presented to the Legal Department and/or Board of Directors, who shall determine whether a conflict of interest exists. Unless the Legal Department or the Board of Directors, in their sole discretion, waives the conflict of interest, it shall be a condition of employment that no employee has a conflict of interest with Wheels Up. Employees who violate this policy will be subject to discipline, up to and including termination, in accordance with applicable laws and collective bargaining agreements (if any). For additional detail on this topic, please refer to the employee handbook or policy applicable to you.

FAIR DEALING

Wheels Up strives to deal fairly with members, clients, competitors, suppliers and vendors. We do not take unfair advantage of anyone or engage in unfair-dealing practices in our business activities such as unlawful cooperation on price, market sharing or other unlawful restrictions on trade. It is a violation of the U.S. Federal Trade Commission Act and any applicable anti-trust legislation in the countries in which Wheels Up operate to engage in unfair methods of competition and unfair or deceptive acts or practices in commerce.

FAVORS AND GIFTS

Business decisions should be made in the best interests of Wheels Up. Wheels Up prohibits Personnel from seeking or accepting any gifts, favors, entertainment, flights, payment, loans or other advantages for themselves or their family members from any member, client, vendor, supplier, contractor or other party doing business with Wheels Up which are or appear to be disproportionate, lavish or otherwise inappropriate. Small and appropriate gifts valued at such monetary threshold as set forth in the gift and hospitality policy or local law applicable to you, may be accepted.

Any gifts or hospitality above the applicable threshold will need prior written approval before being received or given in accordance with the gift and hospitality policy applicable to you, and, should this be required by the same policy, should also be recorded onto the Company's gifts and hospitality register.

Members and customers who fly with us may sometimes want to express their appreciation in the form of a cash or equivalent gratuity or advantage to pilots, cabin attendants, and/or FBO or Maintenance staff. Personnel must never solicit a gratuity or other advantage. However, if the member or customer offers a gratuity for the service provided it may be permissible to accept such offer subject to the terms of the gift and hospitality policy applicable to you. It is the Personnel's responsibility to appropriately declare that income for tax purposes. If a Personnel violates this policy, Wheels Up will take prompt corrective action, including discipline up to and including termination of employment imposed in accordance with applicable laws and collective bargaining agreements (if any), if appropriate.

CORPORATE OPPORTUNITIES

Every Personnel has a duty to Wheels Up to advance Wheels Up's legitimate interest and shall not compete with Wheels Up in any way. Wheels Up's property or information or your position within Wheels Up should not be used for your own personal gain. You may not take personal advantage of opportunities that are presented to you or discovered by you through your use of Wheels Up's property or information or as a result of your position within Wheels Up.

CONFIDENTIALITY, CORPORATE COMMUNICATIONS & SOCIAL MEDIA

Regardless of where Personnel works in Wheels Up, she or he may have access to confidential and/or proprietary information not otherwise available to persons or entities outside of Wheels Up about Wheels Up's operations, its members, its clients and its employees and contractors. This confidential information is to be protected and must never be disclosed to others either during employment with Wheels Up or after employment has ended, except as required in performing the Personnel's job responsibilities or as required by law.

In addition, if you possess or are privy to material, nonpublic information about Wheels Up, you are subject to additional requirements set forth in Wheels Up's Insider Trading Policy. Disclosure of material, nonpublic information by you may also be a violation of Regulation FD or local law, which prohibits disclosure of such information to market professionals or securityholders unless such information is made public simultaneously. For questions regarding Regulation FD or local law, please contact the Legal Department.

Confidential and/or proprietary information includes, but is not limited to: business, manufacturing, marketing, legal and accounting methods, policies, plans, procedures, specifications, strategies and techniques; information concerning Wheels Up's earnings, marketing strategies and methods for doing business; research-and-development-projects, plans and results; the names and addresses of Wheels Up suppliers, members, clients and vendors; member/client lists, pricing, acquisitions, divestitures or other potential transactions credit and financial information; confidential information about employees and/or applicants that is protected by law; and trade secrets. For information on what constitutes material, nonpublic information, see Wheels Up's Insider Trading Policy.

Confidential information that must be made available to proper authorities is to be released only by designated personnel as specified by the Legal Department. If Personnel is ever in doubt about disclosing confidential information, discuss this information with the Legal Department. Under no circumstances may any employee distribute such documents or any copies thereof to persons not previously designated as proper recipients by Wheels Up. An employee should never discuss proprietary information with any persons from outside Wheels Up or with other Wheels Up employees in any public place where it is possible she or he could be overheard.

Even if the information is not confidential, note that your communications relating to Wheels Up on social media platforms must comply with Wheels Up's Social Media and Corporate Communications Policy.

Respecting confidential information is part of Wheels Up ethics, and confidentiality of records is strictly enforced. Any employee revealing confidential information to non-authorized parties is subject to discipline, up to and including termination in accordance with applicable laws and collective bargaining agreements (if any).

This section does not, in any way, restrict or impede an employee from discussing the terms and conditions of her or his employment with her or his co-workers or others.

The non-disclosure and confidentiality obligations of the Code are in addition to and not in lieu of any agreement a Wheels Up Personnel may enter into with Wheels Up, including but not limited to the Employee Confidentiality and Restrictive Covenants Agreement.

PROTECTING AND USING THIRD PARTY INFORMATION

Wheels Up is committed to safeguarding and handling third party information in accordance with applicable laws and contractual obligations, and in a manner that protects privacy and preserves trust. We will not improperly obtain, have or use proprietary, confidential or trade secret information of our competitors or other third parties, such as vendors, suppliers, owners and former employers. In addition, we will only collect, safeguard and use personal information in accordance with laws and in order to fulfill legitimate business purposes. Examples of sensitive third party information include but are not limited to: strategic plans and presentations, RFP, RFI or RFQ responses, non-public information about business partners, clients, members and vendors, information subject to a non-disclosure agreement, any third party information marked confidential or proprietary or similarly marked materials, any material on the letterhead or containing logos or other owned marks of a third party that is not publicly available, private information about passengers, personally identifiable information (e.g., social security numbers and credit card information) of passengers and Business Partners.

DATA PROTECTION

Wheels Up Personnel are required to comply with all data protection and privacy policies and data protection laws applicable to them particularly when handling personal data. Where UK or EU citizens personal data is concerned, the General Protection Regulation (GDPR), and the UK Data Protection Act 2018, respectively, shall be complied with. Failure to comply with applicable policies or laws may be dealt with under our disciplinary procedure and, in serious cases, may be treated as gross misconduct leading to dismissal imposed in accordance with applicable laws and collective bargaining agreements (if any). Breach of applicable data protection laws may also be considered a crime.

INVENTIONS

Any inventions, original works of authorship, developments, concepts, improvements, designs or discoveries that you conceive or develop alone or with others during your employment that relate to the work you do for Wheels Up or produced using our facilities, equipment or supplies is work produced for hire and owned by the Company, subject to compliance with local law applicable to you.

INSIDER TRADING

During the course of your relationship with Wheels Up, you may receive or become privy to material, nonpublic information about Wheels Up, or its Business Partners. Material information includes information that could be important for an investor to consider in making a decision about whether to buy or sell securities. Federal, state or local securities law prohibits you from using such material, nonpublic information to purchase, sell, gift or otherwise trade in the Company's securities or provide any such information to others outside of Wheels Up. The penalties for trading on material, nonpublic information can be severe, both for individuals involved in such unlawful conduct and their employers and supervisors, and may include jail terms, criminal fines, civil penalties and civil enforcement injunctions. Our Insider Trading Policy has important information and details regarding these restrictions on trading, including information on related company-wide trading windows and blackout periods.

WHEELS UP PROPERTY AND ASSETS

We all must protect Wheels Up property and assets by using them responsibly, efficiently and in a manner consistent with Wheels Up policies. Wheels Up property and assets include items such as our real estate, aircraft and other tangible goods, cash, company-issued credit cards, equipment and supplies. Wheels up property and assets also include technology assets, trade secrets and intellectual property.

Wheels Up property and assets may not be removed from Wheels Up's offices except for the purpose of conducting Wheels Up business. Event equipment and materials, cameras, stationery, copiers, and supplies, including but not limited to postage, are for Wheels Up business only and are not to be used for personal matters. If it is necessary to use any of these items outside the office for Wheels Up business, you are responsible for the safekeeping and return of such items.

COMPLIANCE WITH LAWS

It is your duty to comply fully with all applicable laws, rules and regulations in cities, states, and countries in which Wheels Up operates.

A. Government Investigations/Litigation

No person may knowingly destroy, alter, mutilate, conceal, cover up, falsify, or make a false entry in any record, document, or tangible object with the intent to obstruct or influence any federal, state or local governmental investigation or administrative procedure before any federal, state, or local department or agency or any contemplated or filed bankruptcy proceeding. If you receive or become aware of a subpoena, pending or filed litigation, or a government investigation, you must immediately contact the Legal Department. As may be directed by the Legal Department, you will retain and preserve all

records (documents, e-mails, electronic data, voicemails, etc.) in your possession or control that may be responsive to the subpoena, or are relevant to the litigation, or that may pertain to the investigation. Once a directive is issued to you to retain records, you must not destroy relevant records in your possession or control and stop the destruction cycle of records subject to automatic destruction pursuant to record retention policies. Questions regarding the responsiveness of a record to subpoena, or its pertinence to an investigation or litigation, or the appropriate preservation of certain records, should be directed to the Legal Department.

B. Anti-Corruption

Wheels Up Personnel shall conduct business in accordance with the highest ethical standards and shall not engage in business practices which are or appear to be corrupt or unlawful. They shall comply with all applicable anti-bribery and anti-corruption laws and regulations, including, without limitation, the U.S. Foreign Corrupt Practices Act and the United Kingdom Bribery Act of 2010. Personnel shall not solicit, accept, offer, provide or authorize bribes of any kind, kickbacks or illegal payments, directly or indirectly, including through the use of agents, consultants or any other third-party representative. Adequate due diligence should be conducted on Wheels Up's agents, representatives and suppliers to assess if they comply with all such applicable laws before any engagement. It is now and always has been Wheels Up's strict policy worldwide that Personnel shall not make, receive, offer or solicit any payment, or other advantage (including gifts or hospitality) in order to improperly influence any person, business decision or to obtain a business advantage. The use of any funds or assets of Wheels Up for any unlawful, improper or unethical purpose is strictly prohibited.

C. Trade Compliance, Economic Sanctions and Anti-Money Laundering

The U.S., UK and EU governments and the governments of the countries in which Wheels Up operates maintain economic sanctions that prohibit Wheels Up from providing services and engaging in commercial and financial transactions with certain countries, people and entities and has enacted laws to prevent the funding of terrorism and money laundering. It is the policy of the Company to comply with not only the letter, but also the spirit and intent, of all U.S., UK, EU and UN export controls, sanctions, international trade licensing laws, anti-terrorism, anti-money laundering and anti-boycott laws and regulations, as well as those of other countries where Wheels Up operates. Under no circumstances may an export, reexport, import (whether of a service, commodity, technical data, or technology), or any other transaction be made contrary to these laws and regulations or contrary to the Company's policies and procedures governing international transactions. You are responsible for knowing the sanctions, licensing legislation and processes that apply to your work within Wheels Up and any questions concerning these policies or any import or export law, licensing, rule or regulation should be directed to the Legal Department.

WHEELS UP RECORDS, FINANCIAL AND TAX INTEGRITY

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings releases, financial reports and disclosures to our shareholders and lenders, and guide our business decision-making and strategic planning. Wheels Up records include sales information, payroll, travel and expense reports, e-mails, accounting, tax and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Wheels Up records must be complete, accurate and reliable in all material respects. Wheels Up policy is to comply with utmost best practice in maintaining complete and accurate financial books, financial and tax records and statements related to its business in accordance with applicable laws, regulations and recognized industry practices. Wheels Up ensures transparency in all its financial and tax dealings and has adequate internal controls in place. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record keeping policy and to report to your manager, the Legal Department or through the Whistleblower policy any breach or suspected breach of this policy that you may become aware of Ask your manager if you have any questions.

PROHIBITION AGAINST HUMAN TRAFFICKING

Wheels Up condemns all forms of human trafficking and commercial exploitation, including the sexual exploitation of any human being. Wheels Up prohibits any Wheels Up aircraft, product, or service from being used in any manner that supports or enables any form of abuse and exploitation. Wheels Up expects its Personnel to report any concerns regarding human trafficking and commercial exploitation using identified reporting channels.

HEALTH AND SAFETY

Wheels Up and its Personnel will carry out all its activities with proper regard for the health and safety of all those involved in its operations and that of the general public, in compliance with all applicable laws and regulations.

ENVIRONMENT, COMMUNITIES, AND CHARITABLE DONATIONS

Wheels Up Personnel shall consider and seek to contribute positively to the social and economic wellbeing of the communities in which Wheels Up operates. Employees and contractors should seek and encourage the reduction of natural resources consumption, such as working paperless or recycle, and generally seek to reduce the negative environmental impact of their activities.

Wheels Up may support Personnel initiatives to support charities, locally, nationally and internationally but will only make contributions in accordance with all applicable laws. Additional information regarding charitable giving can be found in the Wheels Up Procurement and Signature Authorization Policy or other policy applicable to you.

IMPORTANT CONTACT INFORMATION

Wheels Up Experience Inc.
601 West 26th Street, Suite 900
New York, NY 10001
(855) 359-8760

ADDITIONAL EXPECTATIONS OF WHEELS UP LEADERS

In addition to the expectations that apply to all Personnel Wheels Up leaders have additional responsibilities under this Code. Wheels Up leaders must:

- Demonstrate the highest standards of integrity — set the right example, and others will follow your lead.
- Create a culture of compliance and ensure that business results are never treated as being more important than acting legally and ethically.
- Discuss ethics and compliance topics with Personnel and ensure that everyone on your team completes compliance training and other compliance requirements.
- Create an environment where Personnel are comfortable speaking up and be available to receive reports of potential violations of the Code or applicable laws.
- Ensure that reports of suspected violations are brought to the attention of the Legal or Human Resources Team immediately.
- Protect Personnel who make reports from retaliation and safeguard the confidentiality of investigations as needed.

VIOLATIONS OF THE CODE

Any violation of the laws or policies described in this Code, or other improper and unlawful conduct, may subject you to disciplinary action, up to and including termination in accordance with applicable laws and collective bargaining agreements (if any) and possibly legal action. Subject to applicable law, disciplinary measures can also apply to any manager or supervisor who directs, approves or condones violations, or has knowledge of violations and does not promptly report and correct them. Wheels Up may also face substantial fines and penalties and may incur damage to its reputation and standing in the community, and subjecting Wheels Up to such risk would be a violation of this Code. Any waiver of this Code for executive officers or directors may be made only by the Board of Directors or Board Committee.

CONCLUSION

This Code contains general guidelines for conducting the business of Wheels Up consistent with the highest standard of business ethics. If you have any questions about these guidelines, please contact your manager, the Human Resources Department and/or the Legal Department. We expect all Wheels Up Personnel to adhere to these standards.

CERTIFICATION

I, _____, do hereby certify that: *(Print Name)*

1. I have received and carefully read the Wheels Up Code of Business Conduct and Ethics (as amended as of the date written below, the “Code of Business Conduct and Ethics”);
2. I understand the Code of Business Conduct and Ethics;
3. I have complied and will continue to comply with the terms of the Code of Business Conduct and Ethics; and
4. The information in the *Disclosures* section below is true and complete in all respects.

Signature _____

Date _____

Disclosures

The following are all interests, relationships, or activities held or engaged in by the signer above that in the good faith judgment of the signer (i) give rise to a present conflict of interest relating to Wheels Up; (ii) could give rise to a conflict of interest relating to Wheels Up within the 12-month period following the date of this Certification; or (iii) give rise, or could give rise within the 12-month period following the date of this Certification, to an apparent conflict of interest or an appearance of impropriety relating to Wheels Up (as distinguished from an actual conflict of interest) *(Please state “none” if none)*:
