

**CHARTER OF THE NOMINATING AND ESG COMMITTEE OF
THE BOARD OF DIRECTORS OF
WHEELS UP EXPERIENCE INC.**

Membership

The Nominating and ESG Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Wheels Up Experience Inc., a Delaware corporation (the “*Company*”), shall consist of three or more directors as determined by the Board from time to time. Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange (“*NYSE*”).

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or their earlier death or resignation. Any member of the Committee may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies may be filled by the Board.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, the development and maintenance of corporate governance policies, the oversight of the Company’s corporate responsibility initiatives and programs and any related matters required by the federal securities laws.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities, as well as such other authority and responsibilities that, in its judgment, are appropriate in carrying out the Committee’s purpose or as directed by the Board:

- A. To determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “*Director Criteria*”), including such factors as business experience, diversity, and skills and knowledge with respect to aviation, travel, media, technology, finance, marketing, financial reporting and any other areas as may be expected to contribute to an effective Board. With respect to diversity, the Committee may consider such factors as differences of viewpoint, professional experience, international experience, education, skill and other individual qualities and attributes that contribute to board heterogeneity, including characteristics such as race, gender, and national origin.
- B. To identify, screen and recommend to the Board individuals qualified to become members of the Board, consistent with the Director Criteria.

- C. To consider, evaluate and, as applicable, propose and approve, director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement for its annual meeting of stockholders.
- D. To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review the guidelines at least once a year, and to recommend any changes to the Board.
- E. To periodically review the Company's Bylaws and recommend any changes to the Board.
- F. To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's governance framework, including its certificate of incorporation and by-laws.
- G. To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- H. To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson annually. If a vacancy on the Board and/or any Board committee occurs, to identify and select and approve candidates to fill such vacancy either by election by stockholders or appointment by the Board.
- I. To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- J. To develop, subject to approval by the Board, a process for a periodic evaluation of the Board and its committees and to oversee the conduct of this periodic evaluation.
- K. To review the disclosure in the Company's proxy statement for its annual meeting of stockholders relating to Committee functions and inform management whether there are any changes that are necessary or appropriate with respect to such disclosure in the proxy statement.
- L. To oversee the Company's corporate responsibility strategies, initiatives, practices and policies relating to environmental and social matters and recommend any changes to the Board.
- M. To perform such other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

- N. To conduct or authorize investigations into any matters within the scope of the Committee's responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- O. To conduct a periodic self-evaluation of the performance of its duties under this Charter, in a manner as it deems appropriate, and present the results of the evaluation to the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of outside counsel, an executive or director search firm and such other advisors (collectively, "*Advisors*") as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of Advisors, and the Company shall provide appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to Advisors.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.