

**CHARTER OF THE SAFETY AND SECURITY COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
WHEELS UP EXPERIENCE INC.**

**Membership**

The Safety and Security Committee (the “*Committee*”) of the board of directors (the “*Board*”) of Wheels Up Experience Inc. (the “*Company*”) shall consist of two or more directors as determined and appointed by the Board from time to time based on recommendations from the Nominating and Governance committee of the Board. The members of the Committee 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. Unless a chairperson (the “*Chair*”) is appointed by the Board, the Committee members may designate a Chair by majority vote of all Committee members.

**Purpose**

The purpose of the Committee is to oversee the Company’s policies and practices and performance related to safety, security (including information and data security) and public health.

In fulfilling their responsibilities under this charter, it is recognized that the members of the Committee are not employees and are not experts in the field of flight operations safety, security or risk management. Subject to oversight by the Board and the Committee, management has primary responsibility for the Company’s obligation to operate with the highest degree of safety, security and care for the health of the Company’s employees and customers and to ensure compliance with applicable laws and regulations, including those relating to flight operations safety and security. It is not the responsibility of the Committee to conduct any such safety, security or risk reviews, and each member of the Committee shall be entitled to rely on the information, opinions, reports or statements, and other data prepared or presented by management of the Company, its legal counsel, or other persons with professional or expert competence.

**Committee Duties and Responsibilities**

The Committee shall, on behalf of the Board, oversee and consult with management regarding overall customer, employee and aircraft operating safety, security and public health goals, performance and initiatives. In carrying out these responsibilities, the Committee will:

- A. Meet with, and review reports regarding the performance of the Company, by the Company’s Senior Vice President of Safety and other technical or operations management or human resources personnel with respect to safety, security and public health matters.
- B. Review the safety and security strategies, programs and performance of the Company’s flight operations.

- C. Review with management annual safety and security goals.
- D. Review with management reports received from regulators and other legal and regulatory matters that may have a material effect on the Company's flight safety, security and public health matters.
- E. Review periodically current and proposed safety, security and health-related programs, policies and compliance issues covering the Company's worldwide operations.
- F. Oversee and assist management in creating and maintaining a safety culture within the Company's flight operations.
- G. Review the Company's strategies and actions to address operating, reliability and safety and security performance objectives and metrics.
- H. Review such other activities of the Company relating to safety, security or flight operations as it considers relevant or advisable.
- I. Oversee and review the Company's cybersecurity programs and risks, including the cybersecurity practices, procedures and controls; protection of its and its customers' information and data; and compliance with applicable data protection laws and regulations.
- J. Oversee and review data governance, including the source and use of data, access to data, and the quality and protection of data.
- K. Review with management reports received from regulators and other legal and regulatory matters that may have a material effect on the Company's cybersecurity operations.
- L. Assess the Company's performance and make recommendations to the Board and management to undertake actions, relating to any of the foregoing.

In carrying out its responsibilities, the Committee's policies and procedures shall remain flexible so that the Company's safety, security and public health practices are in accordance with all applicable requirements and are of the highest quality.

### **Committee Evaluation and Reports**

The Committee shall:

- A. Conduct an annual performance evaluation of the Committee, which evaluates the performance of the Committee in relation to the requirements of this charter and such other matters as the Committee may deem appropriate. The performance evaluation should also recommend to the Board any changes to this charter deemed necessary or advisable by the Committee. The performance evaluation by the

Committee shall be conducted in such a manner as the Committee deems appropriate.

- B. Report its activities to the Board on a regular basis and make such recommendations with respect to the matters within its responsibility as the Committee may deem necessary or appropriate.

### **Outside Advisors**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a consultant, outside legal counsel and other advisors (collectively, “*Advisors*” and each, an “*Advisor*”), as it deems 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 its 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 its Advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its Advisors to the Committee, and the authority granted in this charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this charter.

### **Structure and Operations**

The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Chair of the Committee will preside at each meeting of the Committee and, in consultation with the other member(s) of the Committee, shall set the frequency of meetings and the agenda of items to be addressed at each meeting. In the event the Chair is not present at a meeting, the Committee shall designate one of its members as acting chairman of such meeting. The Chair will ensure that the agenda for each meeting is circulated in advance of the meeting.

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 have free and direct access to management and to advisers retained by the Company. The Committee may require such members of management or the Company’s advisors to attend its meetings as it deems appropriate. The Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties.

The Committee shall review this charter from time to time 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.