

*WHEELS UP*

# Fourth quarter 2023 earnings



March 7, 2024

## Cautionary statement regarding forward-looking statements

This presentation 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 Experience Inc. (“Wheels Up”, or “we”, “us”, or “our”), 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: (i) the impact of Wheels Up’s cost reduction efforts and measures intended to increase Wheels Up’s operational efficiency on its business and results of operations, including the timing and magnitude of such expected actions and any associated expenses in relation to liquidity levels and working capital needs; (ii) Wheels Up’s liquidity, future cash flows and certain restrictions related to its debt obligations; (iii) the size, demands, competition in and growth potential of the markets for Wheels Up’s products and services and Wheels Up’s ability to serve and compete in those markets; (iv) the degree of market acceptance and adoption of Wheels Up’s products and services, including member program changes implemented in June 2023, the UP for Business member program introduced in November 2023 and any additional new member programs or other products introduced by Wheels Up; (v) Wheels Up’s ability to perform under its contractual obligations; (vi) the expected impact of any potential strategic actions involving Wheels Up or its subsidiaries or affiliates, including realizing any anticipated benefits relating to any such transactions or asset sales, and any potential impacts on the trading market and prices for the Wheels Up’s Class A common stock, \$0.0001 par value per share; (vii) Wheels Up’s ability to achieve positive Adjusted EBITDA (as defined herein) pursuant to the schedule that it has announced;; and (viii) general economic and geopolitical conditions, including due to fluctuations in interest rates, inflation, foreign currencies, consumer and business spending decisions, and general levels of economic activity. In addition, any statements that refer to projections, forecasts, or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. 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. We have identified certain known material risk factors applicable to Wheels Up in our Annual Report on Form 10-K for the year ended December 31, 2022 filed with the U.S. Securities and Exchange Commission (“SEC”), our Quarterly Report on Form 10-Q for the three months ended September 30, 2023 filed with the SEC and our other filings with the SEC. Moreover, it is not always possible for us to predict how new risks and uncertainties that arise from time to time may affect us. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Except as required by law, we do not intend to update any of these forward-looking statements after the date of this presentation.

## Use of non-GAAP financial measures

This presentation includes certain non-GAAP financial measures, such as Adjusted EBITDA, Adjusted Contribution, Adjusted Contribution Margin and Flight Transaction Value. These non-GAAP financial measures are an addition, and not a substitute for or superior to, measures of financial performance prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) and should not be considered as an alternative to revenue or any component thereof, net income (loss), operating income (loss) or any other performance measures derived in accordance with GAAP. Definitions and reconciliations of non-GAAP financial measures to their most comparable GAAP counterparts are included in the sections titled “Definitions of key metrics and non-GAAP financial measures” and “Reconciliations of non-GAAP financial measures,” respectively, in the appendix of this presentation. Wheels Up believes that these non-GAAP financial measures of financial results provide useful supplemental information to investors about Wheels Up. However, there are a number of limitations related to the use of these non-GAAP financial measures and their nearest GAAP equivalents, including that they exclude significant expenses that are required by GAAP to be recorded in Wheels Up’s financial measures or represent a transaction value that Wheels Up does not book as revenue. In addition, other companies may calculate non-GAAP financial measures differently, or may use other measures to calculate their financial performance, and therefore, Wheels Up’s non-GAAP financial measures may not be directly comparable to similarly titled measures of other companies. Additionally, to the extent that forward-looking non-GAAP financial measures are provided, they are presented on a non-GAAP basis without reconciliations of such forward-looking non-GAAP financial measures due to the inherent difficulty in forecasting and quantifying certain amounts that are necessary for such reconciliations.

For more information on these non-GAAP financial measures, see the sections titled “Definitions of key metrics and non-GAAP financial measures” and “Reconciliations of non-GAAP financial measures” included in the appendix.

# Business update

**George Mattson**  
Chief Executive Officer



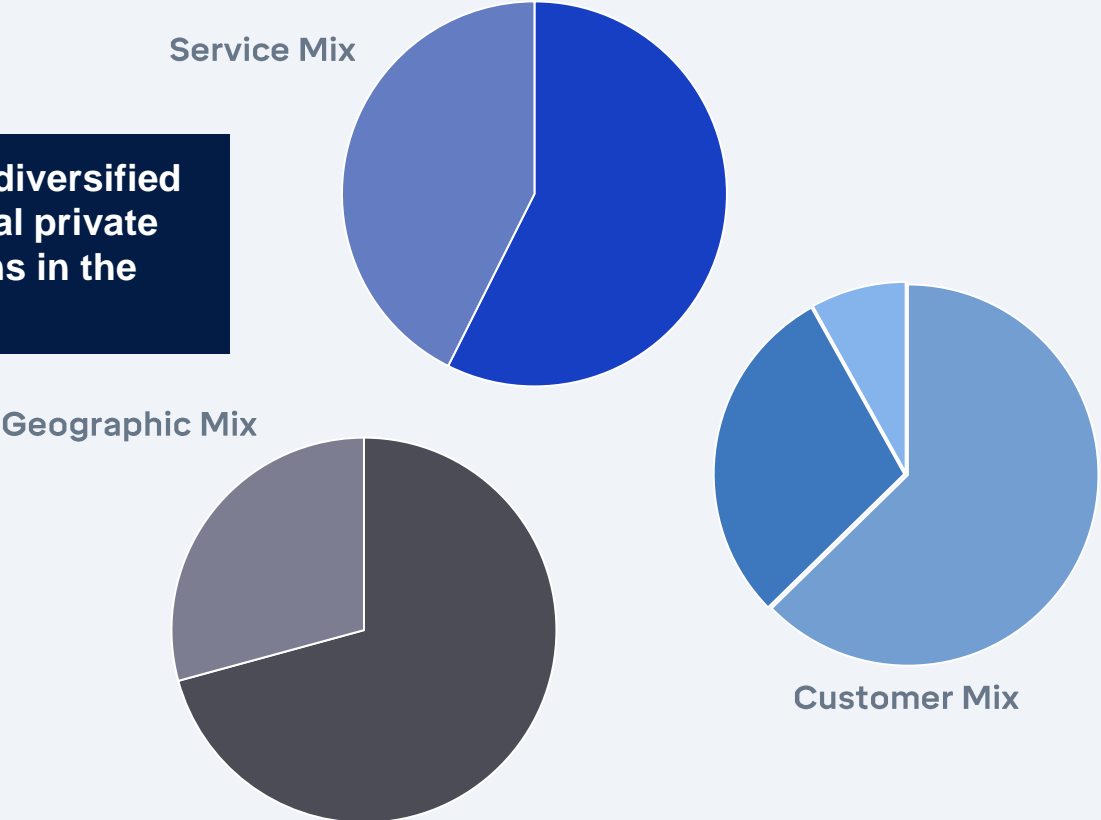
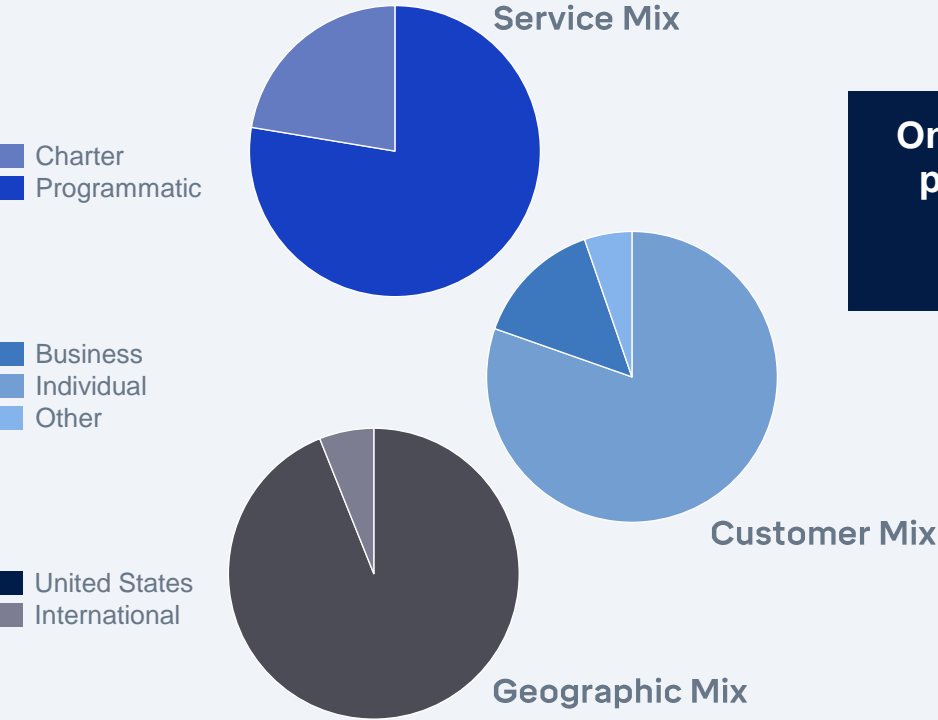
# Annual Total Flight Transaction Value<sup>(1)</sup>



## 2021 (Pre-Air Partner)

## Today<sup>(2)</sup>

One of the largest diversified providers of global private aviation solutions in the industry



2021 Total Flight Transaction Value  
\$0.9 billion

2023 Total Flight Transaction Value  
\$1.2 billion

**Notes:**  
 1. Total Flight Transaction Value is a non-GAAP measure. Please see appendix for definitions and reconciliations of non-GAAP financial measures.  
 2. Full year 2023.

# Stronger financial position



## New Capital

### Closed in September

- \$350 million credit facility

### Closed in November

- \$40 million additional credit facility

### Committed

- \$100 million undrawn revolver from Delta

**Total Proceeds: \$490 million**

## New Investors



**Certares**



KORE CAPITAL



***Cash balance up \$19 million sequentially from third quarter***

# Stronger operating position<sup>(1)</sup>

UP

## Operations

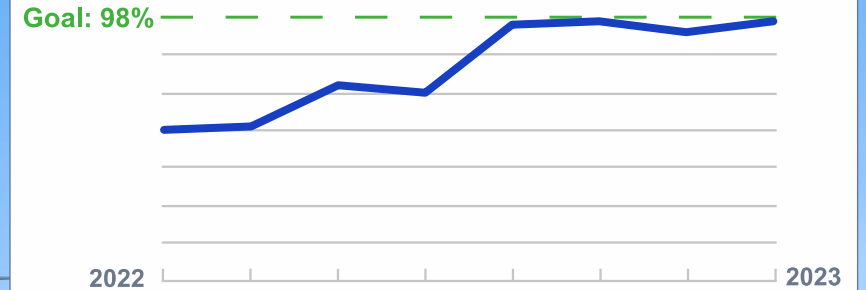
- Added new leadership with a combined over 250+ years of operating experience
- Continued strong customer service metrics

## Commercial

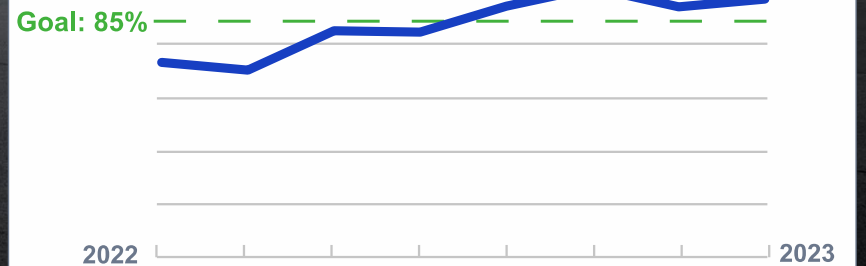
- Integrated scheduling, pricing, and revenue management
- Strong corporate pipeline from integration with Delta



### Quarterly completion rate



### Quarterly on-time performance (D-60)



Notes:  
1. Please see appendix for definition of key metrics

- **Lead the industry in reliability**
- **Provide unmatched customer flexibility and accessibility**
- **Continue to deliver exceptional customer experience**

# Financial review

**Todd Smith**  
Chief Financial Officer



# Quarter review<sup>(1)</sup>

(in millions, except percentages)



	Three Months Ended December 31,	
	2023	2022
<b>Revenue</b>	\$246	\$408
<b>Revenue excluding ACM &amp; Aircraft Sales<sup>(2)</sup></b>	\$236	\$324
<b>Adjusted Contribution Margin</b>	1.2%	4.7%
<b>Adjusted EBITDA</b>	\$(38)	\$(44)
<b>Total liquidity &amp; reserve deposit<sup>(3)</sup></b>	\$384	\$586
<b>Total deferred revenue</b>	\$724	\$1,077

**Notes:**

1. Please see appendix for explanation of non-GAAP measures.

2. Aircraft Management (ACM) business was divested in September 2023. We do not expect to recognize any significant revenue or expenses associated with aircraft management activities in future periods. As of January 1, 2024, aircraft sales are now outsourced to a 3<sup>rd</sup> party. There were no aircraft sales in Other revenue for the fourth quarter of 2023.

3. Includes cash, undrawn revolver, and \$20 million reserve deposit on EETC notes.

# Cash review and outlook



## Liquidity

### December 31, 2023

- Cash: \$264 million
- Undrawn revolver: \$100 million

**Total Liquidity: \$364 million**

- Equipment note reserve deposit: \$20 million<sup>(1)</sup>

**Total Liquidity & Reserve Deposit: \$384 million**

## Factors Expected to Drive Future Cash Flow

### Prepaid Block Sales

- Increased go-to-market efforts to drive block sales across corporate and individual customers

### Improving profitability

- Higher mix of charter and corporate flying
- Cost reductions/optimized fleet
- Stabilization of deferred revenue balance
- Normalization of working capital

### Disciplined capital investment

***Total liquidity was up sequentially in 4Q 2023***

**Notes:**

1. Equipment note reserve deposit amount included in minimum liquidity calculation under applicable covenant for 2022-1 Equipment Notes.

# 2023 Total Flight Transaction Value comparison<sup>(1)</sup>



All Flight-Related Revenue<sup>(2)</sup>  
**\$926 million**



Total FTV  
**\$1.2 billion**

- 100% of Programmatic flying
- Fraction of gross charter value

- 100% of Programmatic flying
- 100% of charter value

Flight Revenue  
**\$884 million**



Total Private Jet FTV<sup>(1)</sup>  
**\$1.0 billion**

Flight Revenue per Live Flight Leg  
**\$13,710**

Total Private Jet FTV  
per Live Flight Leg<sup>(1)</sup>  
**\$15,863**

**Notes:**  
1. Please see appendix for definitions and reconciliations of non-GAAP financial measures and definitions of key metrics.  
2. For the year ended December 31, 2023, includes all Flight revenue of approximately \$884 million and approximately \$42 million of Group Charter and Cargo revenue, which are included in Other revenue.

# Path to positive Adjusted EBITDA<sup>(1)</sup>

**UP**

## Program Changes & Operational Efficiency

- Leverage network strengths through regionalization
- Balance flying between programmatic & charter
- Increase mix of corporate demand
- Improve asset utilization & efficiency

## Cost Reductions

- Additional cost reductions executed
- Continuing focus on streamlining operations

## Capital to Fund the Business

- Total liquidity & reserve deposit: \$384 million<sup>(2)</sup>

**Expected  
Adjusted  
EBITDA  
positive in  
2024**

**Notes:**

1. Please see appendix for definitions of key metrics and explanation of non-GAAP measures.
2. Includes cash at 12/31/23, undrawn revolver, and \$20 million reserve deposit on EETC notes.

# Conclusion

**George Mattson**  
Chief Executive Officer





# Appendix & supplemental financial information

# Reconciliations of non-GAAP financial measures – Adjusted Contribution and Adjusted Contribution Margin

(in thousands)

We include Adjusted Contribution and Adjusted Contribution Margin as supplemental measures for assessing operating performance in conjunction with the related GAAP amounts and for the following:

- Used to understand our ability to achieve profitability over time through scale and leveraging costs; and
- Provides useful information for historical period-to-period comparisons of our business and to identify trends.

The use of Non-GAAP measures is subject to certain limitations. See the Disclaimer slide for further information. The following table reconciles Adjusted Contribution to Gross Profit (Loss), which is the most directly comparable GAAP Measure.

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2023	2022	2023	2022
<b>REVENUE</b>	\$ 246,380	\$ 408,257	\$ 1,253,317	\$ 1,579,760
Less: Cost of revenue	250,925	395,627	1,232,506	1,540,325
Less: Depreciation and amortization	13,506	19,074	58,533	65,936
<b>GROSS PROFIT (LOSS)</b>	\$ (18,051)	\$ (6,444)	\$ (37,722)	\$ (26,501)
<b>GROSS MARGIN</b>	(7.3)%	(1.6)%	(3.0)%	(1.7)%
<i>ADD BACK:</i>				
Depreciation and amortization	\$ 13,506	\$ 19,074	\$ 58,533	\$ 65,936
Equity-based compensation expense in cost of revenue	830	3,136	3,927	14,456
Acquisition and integration expense in cost of revenue <sup>(1)</sup>	—	2,410	—	3,060
Restructuring expense in cost of revenue <sup>(2)</sup>	—	34	1,075	34
Atlanta Member Operations Center set-up expense in cost of revenue <sup>(3)</sup>	2,264	—	24,704	—
Certificate consolidation expense in cost of revenue <sup>(4)</sup>	324	—	8,044	—
Other <sup>(5)</sup>	3,975	961	3,975	961
<b>ADJUSTED CONTRIBUTION</b>	\$ 2,848	\$ 19,171	\$ 62,536	\$ 57,946
<b>ADJUSTED CONTRIBUTION MARGIN</b>	1.2%	4.7%	5.0%	3.7%

**Notes:**

1. Consists of expenses incurred associated with acquisitions, as well as integration-related charges incurred within one year of acquisition date.
2. For the twelve months ended December 31, 2023, includes restructuring charges related to the Restructuring Plan and other employee separation programs as part of our cost reduction initiatives.
3. Consists of expenses associated with establishing the Atlanta Member Operations Center and its operations primarily including redundant operating expenses during the transition period, relocation expenses for employees and costs associated with onboarding new employees. The Atlanta Member Operations Center began operating on May 15, 2023.
4. Consists of expenses incurred to execute consolidation of our FAA operating certificates primarily including pilot training and retention programs and consultancy fees associated with planning and implementing the consolidation process.
5. For the three and twelve months ended December 31, 2023, includes amounts reserved during the fourth quarter of 2023 related to Parts and supplies inventory deemed in excess after evaluation of future business needs. For the three and twelve months ended December 31, 2022, includes amounts related to a one-time charge for certain aged inventory.

# Reconciliations of non-GAAP financial measures – Adjusted EBITDA

(in thousands)

We include Adjusted EBITDA as supplemental measures for assessing operating performance in conjunction with the related GAAP amounts and for the following:

- Used in conjunction with bonus program target achievement determinations, strategic internal planning, annual budgeting, allocating resources and making operating decisions; and,
- Provides useful information for historical period-to-period comparisons of our business, as it removes the effect of certain non-cash expenses and variable amounts.

The use of Non-GAAP measures is subject to certain limitations.

See the Disclaimer slide for further information. The following table reconciles Adjusted EBITDA to Net Loss, which is the most directly comparable GAAP measure.

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2023	2022	2023	2022
<b>NET INCOME (LOSS)</b>	<b>\$ (81,115)</b>	<b>\$ (224,910)</b>	<b>\$ (487,387)</b>	<b>\$ (555,547)</b>
<i>ADD BACK (DEDUCT)</i>				
Interest expense	14,220	7,515	41,255	7,515
Interest income	(31)	(2,058)	(6,121)	(3,670)
Income tax expense	632	(335)	1,383	170
Other expense, net	(162)	(464)	660	1,041
Depreciation and amortization	13,506	19,074	58,533	65,936
Change in fair value of warrant liability	(54)	(1,251)	(739)	(9,516)
Loss on divestiture	—	—	2,991	—
Equity-based compensation expense	3,983	23,140	25,633	88,979
Acquisition and integration expenses <sup>(1)</sup>	—	5,177	2,108	21,269
Restructuring charges <sup>(2)</sup>	2,749	4,215	43,655	10,380
Atlanta Member Operations Center set-up expense <sup>(3)</sup>	3,673	—	30,568	—
Certificate consolidation expense <sup>(4)</sup>	576	—	11,375	—
Impairment of goodwill <sup>(5)</sup>	—	118,000	126,200	180,000
Other <sup>(6)</sup>	3,901	8,192	4,018	8,192
<b>ADJUSTED EBITDA</b>	<b>\$ (38,121)</b>	<b>\$ (43,705)</b>	<b>\$ (145,868)</b>	<b>\$ (185,251)</b>

**Notes:**

1. Consists of expenses incurred associated with acquisitions, as well as integration-related charges incurred within one year of acquisition date primarily related to system conversions, re-branding costs and fees paid to external advisors.
2. For the three and twelve months ended December 31, 2023, includes restructuring charges related to the Restructuring Plan and related strategic business expenses incurred to support significant changes to our member programs and certain aspects of our operations, primarily consisting of consultancy fees associated with designing and implementing changes to our member programs and obtaining financing, and severance and recruiting expenses associated with executive transitions and other employee separation programs as part of our cost reduction initiatives. For the year ended December 31, 2022, includes restructuring charges for employee separation programs following strategic business decisions.
3. Consists of expenses associated with establishing the Company's Member Operations Center located in Atlanta Georgia area (the "Atlanta Member Operations Center") and its operations primarily including redundant operating expenses during the transition period, relocation expenses for employees and costs associated with onboarding new employees. The Atlanta Member Operations Center began operating on May 15, 2023. Consists of expenses incurred to execute consolidation of our FAA operating certificates primarily including pilot training and retention programs and consultancy fees associated with planning and implementing the consolidation process.
4. Consists of expenses incurred to execute consolidation of our U.S. Federal Aviation Administration ("FAA") operating certificates primarily including pilot training and retention programs and consultancy fees associated with planning and implementing the consolidation process.
5. Represents non-cash impairment charge related to goodwill recognized in the second and third quarters of 2023, and the third and fourth quarters of 2022.
6. For each of the three and twelve months ended December 31, 2023, includes amounts reserved during the fourth quarter of 2023 related to Parts and supplies inventory deemed in excess after evaluation of future business need offset by an increase in Adjusted EBITDA loss due to collections of certain aged receivables which reduced Adjusted EBITDA loss in the reconciliation presented for the year ended December 31, 2022. For the twelve months ended December 31, 2023, includes charges related to an individually immaterial litigation settlement during the third quarter of 2023. For each of the three and twelve months ended December 31, 2022, includes amounts related to a one-time charge for certain aged receivables and inventory.

# Supplemental expense information

(in thousands, except percentages)

Three Months Ended December 31, 2023					
	COST OF REVENUE	TECHNOLOGY AND DEVELOPMENT	SALES AND MARKETING	GENERAL AND ADMINISTRATIVE	TOTAL
Equity-based compensation expense	\$ 830	\$ 319	\$ (17)	\$ 2,851	\$ 3,983
Restructuring charges	–	–	–	2,749	2,749
Atlanta Member Operations Center set-up expense	2,264	–	–	1,409	3,673
Certificate consolidation expense	324	–	–	252	576
Other	3,975	–	–	(74)	3,901

(in thousands, except percentages)

Twelve Months Ended December 31, 2023					
	COST OF REVENUE	TECHNOLOGY AND DEVELOPMENT	SALES AND MARKETING	GENERAL AND ADMINISTRATIVE	TOTAL
Equity-based compensation expense	\$ 3,927	\$ 2,096	\$ 1,764	\$ 17,846	\$ 25,633
Acquisition and integration expense	–	53	134	1,921	2,108
Restructuring charges	1,075	6,940	2,761	32,879	43,655
Atlanta Member Operations Center set-up expense	24,704	201	–	5,662	30,568
Certificate consolidation expense	8,044	–	–	3,332	11,375
Other	3,975	–	–	43	4,018

# Flight Transaction Value supplemental information

	Year Ended December 31,		
	2023	2022	2021
<b>Flight Revenue</b>	\$ 884,065	\$ 1,073,094	\$ 873,724
<i>Add Back (Deduct):</i>			
Charter Revenue in Flight Revenue <sup>(1)</sup>	(195,092)	(132,501)	(180,113)
Charter FTV <sup>(2)</sup>	333,898	232,126	180,113
<b>Total Private Jet Flight Transaction Value</b>	<b>1,022,871</b>	<b>1,172,719</b>	<b>873,724</b>
Other Charter FTV <sup>(2)</sup>	177,345	164,318	—
<b>Total Flight Transaction Value</b>	<b>\$ 1,200,216</b>	<b>\$ 1,337,037</b>	<b>\$ 873,724</b>

	Year Ended December 31,		
	2023	2022	% CHANGE
<b>Live Flight Legs</b>	64,481	79,664	(19)%
<b>Flight Revenue per Live Flight Leg</b>	13,710	13,470	2%
<b>Total Private Jet Flight Transaction Value per Live Flight Leg <sup>(2)</sup></b>	<b>\$ 15,863</b>	<b>\$ 14,721</b>	<b>8%</b>

**Notes:**

1. Represents the portion of Flight revenue not attributable to Programmatic Flights.
2. Please see appendix for definitions of key metrics and explanation of non-GAAP measures.

# Definitions of key metrics and non-GAAP financial measures

**ACTIVE MEMBERS:** We define Active Members as the number of Connect, Core, and Business membership accounts that generated membership revenue in a given period and are active as of the end of the reporting period.

**ACTIVE USERS:** Active Members and jet card holders as of the reporting date plus unique non-member consumers who completed a revenue generating flight at least once in a given period and excluding wholesale flight activity.

**ADJUSTED CONTRIBUTION:** We calculate Adjusted Contribution as gross profit (loss) excluding depreciation and amortization and adjusted further for equity-based compensation included in cost of revenue and other items included in cost of revenue that are not indicative of our ongoing operating performance.

**ADJUSTED CONTRIBUTION MARGIN:** Calculated by dividing Adjusted Contribution by total revenue.

**ADJUSTED EBITDA:** We calculate Adjusted EBITDA as net income (loss) adjusted for (i) interest income (expense), (ii) income tax expense, (iii) depreciation and amortization, (iv) equity-based compensation expense, (v) acquisition and integration related expenses and (vi) other items not indicative of our ongoing operating performance, including but not limited to, restructuring charges.

**ADJUSTED EBITDA MARGIN:** Calculated by dividing Adjusted EBITDA by total revenue.

**BUSINESS FTV:** The sum of total gross spend on flight services by members and customers identified as business entities, UP for Business/small and medium enterprise or corporate enterprise solutions members at time of flight. For 2021, Business FTV included total gross spend on flight services related to legacy Wheels Up jet card flight activity.

**CHARTER FTV:** The sum of total gross spend by members and customers on all private, on-demand charter flights that are at market-based rates and are not Programmatic Flights. Charter FTV excludes customer gross spend attributable to all group charter flights with 15 or more passengers and cargo flight services.

**COMPLETION RATE:** Percent of scheduled flights operated.

**EFFICIENCY:** The ratio of live flight hours to total flight hours.

**INDIVIDUAL FTV:** The sum of total gross spend on flight services by members and customers identified as individuals, Wheels Up Connect members or non-members at time of flight.

**INTERNATIONAL FTV:** The sum of total gross spend on flight services by members and customers for any flight that departs or arrives outside of the United States and its territories.

**LIVE FLIGHT LEGS:** We define Live Flight Legs as the number of complete one-way revenue generating flight legs in a given period, excluding empty repositioning legs and owner legs related to aircraft under management.

**ON-TIME PERFORMANCE (D-60):** Percent of flights that depart within 60 minutes of scheduled time, inclusive of ATC, weather, maintenance and customer delays.

**OTHER CUSTOMER FTV:** The sum of total gross spend on flight services by wholesale customers, governmental authorities, defense organizations, and not-for-profit, foundation or scholastic entities or organizations.

**PREPAID BLOCKS:** Pre-purchased amounts of dollar-denominated credits that can be applied to future costs incurred by members, including flight services, annual dues, and other incidental costs such as catering and ground transportation.

**TOTAL PRIVATE JET FLIGHT TRANSACTION VALUE:** The sum of total gross spend by members and customers on all private jet flight services, which excludes all group charter flights with 15 or more passengers and cargo flight services.

**TOTAL PRIVATE JET FLIGHT TRANSACTION VALUE per LIVE FLIGHT LEG:** Total Private Jet Flight Transaction Value, divided by Live Flight Legs for the period presented.

**PROGRAMMATIC FTV:** The sum of total gross spend on programmatic flights by members and customers, which we define as all flights that were flown subject to a Flight Service Agreement or Member Service Agreement that provides for guaranteed aircraft availability, shorter call-out periods, capped hourly rates and other benefits.

**TOTAL FLIGHT TRANSACTION VALUE (FTV):** The sum of total gross spend by members and customers on all flights.

**UNITED STATES FTV:** The sum of total gross spend on flight services by members and customers for any flight that departs and arrives within the United States and its territories.

**UTILITY:** The number of live (paid) hours per aircraft per month.