



**CHARTER OF THE
SAFETY & SECURITY
COMMITTEE OF
FLYEXCLUSIVE, INC.**

MEMBERSHIP

The Safety & Security Committee (the “Committee”) of the board of directors (the “Board”) of flyExclusive, Inc. (the “Company”), shall consist of two or more directors as determined and appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to oversee the Company’s policies and practices and performance related to the Company’s safety and security programs and any related matters required by applicable law.

In fulfilling their responsibilities under this charter, it is recognized that the members of the Committee may not be Company employees and may not be 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, 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, statements, and other data prepared or presented by management of the Company, its legal counsel, or other persons with professional or expert competence.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

To review and provide oversight of the Company’s safety and security policies, programs, and performance, including assessment of the Company’s safety and security risks, and discuss with the Company’s management apparent safety and security trends.

To review and assess the Company’s progress in the development and promotion of its safety management system, including the Company’s safety culture.

To review and assess the Company’s emergency response plans, including the application of those plans to any event that calls for their activation.

To review, with management, reports received from regulators and other legal matters that may have a material effect on the Company’s flight safety or security and public health matters.

To review and assess such other activities of the Company relating to safety, security or flight operations as it considers relevant or advisable.

To perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate or as required by law or regulation.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its outside counsel and any other advisors.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report 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 may also meet periodically in separate executive sessions, including executive sessions with the Chief Executive Officer, the General Counsel and other members of management, as it deems appropriate.

The chairperson of the Committee shall report periodically to the Board on the Committee's activities.

The Committee shall maintain minutes of its meetings.

The Committee may form, and delegate authority to, subcommittees consisting of one or more members of the Committee. Each subcommittee shall have the full power and authority of the Committee as to the matters delegated to it.

The Committee shall conduct an annual performance evaluation of the Committee and report to the Board the results of that evaluation. The Committee shall assess the skills and resources required to meet its obligations under this Charter and shall recommend to the Board such enhancements as the Committee deems prudent.

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

* * *

Approved by the Committee and the Board on December 27, 2023.