THIRD AMENDED AND RESTATED CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF AERSALE CORPORATION

Recitals

The Board of Directors (the "*Board*") of AerSale Corporation., a Delaware corporation (the "*Company*"), has adopted this Third Amended and Restated Charter of the Nominating and Corporate Governance Committee (this "*Charter*") to be effective as of January 1, 2026. This Charter describes the duties and responsibilities of the Company's Nominating and Corporate Governance Committee (the "*Committee*") and grants the Committee the authority necessary to perform its oversight responsibility.

I. Purpose.

The purpose of the Nominating and Corporate Governance Committee (the "*Committee*") is to (a) identify and nominate for election individuals qualified to become members of the Board of Directors (the "*Board*")Board of AerSale Corporation (the "*Company*") consistent with criteria approved by the Board, ; (b) develop and implement appropriate internal corporate governance procedures; (c) oversee implementation of appropriate corporate governance procedures; (d) monitor Company risks associated with the independence of the Board and potential conflicts of interests and report to the Board concerning measures to mitigate those risks; (e) review and recommend to the Board action to be taken on shareholder proposals; (f) orient and train new directors; (g) review from time to time the composition of the Board and Board committees; and (h) identify and recommend the election of the Lead Independent Director.

II. Composition.

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of The Nasdaq Stock Market LLC ("*Nasdaq*"), subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures, and Authority.

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Amended and Restated Bylaws (as amended, the "*Bylaws*") that are applicable to the Committee.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, and the Bylaws.

IV. Duties and Responsibilities.

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board appointees to fill vacant or newly created Board positions and recommend the nominees for election to the Board at the next annual meeting of stockholders.

2. *Criteria for Selecting Directors.* The Committee will annually review the criteria for selecting directors in light of the current composition of the Board, the Company's corporate governance guidelines (the "*Corporate Governance Guidelines*"), and Nasdaq and Securities and Exchange Commission ("*SEC*") rules.

3. *Board Committee Structure and Membership*. The Committee will annually review (a) the Board committee structure and the functioning of the committees and recommend to the Board for its approval directors to serve as members of each committee; (b) make recommendations for any changes, including the creation and elimination of committees; and (c) review committee assignments and the rotation of committee memberships or chairpersonships, and report recommendations to the Board.

4. *Multiple Board Service Evaluation*. The Committee will annually evaluate simultaneous service by Board members on multiple boards of directors, including service by any Audit Committee member on the audit committees of more than two other public companies.

5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

6. *Special Committees*. The Committee will recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address ethical, legal, or other matters that may arise. The Committee's power to make such recommendations under this Charter shall not affect the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

7. *Outside Advisors*. The Committee will obtain advice and assistance, as needed, from internal or external legal, accounting, search firms, or other advisors, including the retention, termination, and negotiation of terms and conditions of the engagement.

8. *Board Evaluation*. The Committee will oversee the periodic self-evaluations of the Board.

9. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.

10. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

11. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

12. *Review of this Charter.* The Committee must periodically review and reassess the adequacy of this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties.

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. Limitation of the Committee Duties.

The Committee will exercise its business judgment in performing its duties under this Charter, including the duties outlined in Section IV, and may emphasize and prioritize those duties and responsibilities that the Committee determines, in its sole discretion and judgment, to be most important given the circumstances. In performing its functions, the Committee may rely upon information provided to it by management, the Company's auditors, legal counsel, or other outside advisors. This Charter imposes no duties on the Committee or its members that are greater than those duties imposed by law upon a director of a Delaware corporation. If any claim is asserted against the Committee, any of its members or the Company by a stockholder or any other person, nothing in this Charter shall be construed to limit or restrict any defense or indemnification available to the Committee, any of its members, or the Company.

VII. Availability of Charter.

This Charter, any amendments thereto and any restatement of this Charter shall be posted on the Company's website and available to members of the public.