THIRD AMENDED AND RESTATED CHARTER OF THE COMPENSATION 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 Compensation Committee (this "*Charter*") to be effective as of January 1, 2026. This Charter describes the duties and responsibilities of the Company's Compensation Committee (the "*Committee*") and grants the Committee the authority necessary to perform its oversight responsibility.

I. Purpose.

The purpose of the Compensation Committee (the "*Committee*") of the Board of Directors (the "*Board*") of AerSale Corporation (the "*Company*") is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's executive officers and directors.

II. Composition.

The Committee must consist of at least two directors, each of whom shall: (a) meet the independence requirements of the rules of The Nasdaq Stock Market LLC ("*Nasdaq*"), except as otherwise permitted by applicable Nasdaq rules, including the additional independence requirements specific to compensation committee membership; (b) qualify as a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"); (c) qualify as an "outside director" under Section 162(m) of the Internal Revenue Code; and (d) be free of any relationship that, in the Board's discretion, would interfere with the member's independent judgment. 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 may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee will be directly responsible for the appointment, compensation, and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

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, the Company's Bylaws, and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee, or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities.

1. *Executive Officer Compensation*. The Committee will annually review and approve or make recommendations to the Board regarding the compensation, including amounts and terms of base salary, bonus, incentive compensation, perquisites, and all other compensation of the Company's named executive officers, including the Chief Executive Officer, any senior executive officer who is subject to Section 16 of the Exchange Act, and any other executives designated by the Committee. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Director Compensation*. The Committee will review and make recommendations to the Board regarding director compensation.

3. *Incentive and Equity Compensation*. The Committee will annually review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "*Plans*") paid to the Company's named executive officers, any senior executive officer who is subject to Section 16 of the Exchange Act, and any other executives designated by the Committee in consideration of the Company's corporate goals and objectives. The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.

4. *Employment Agreements and Severance Arrangements*. The Committee will review and approve all employment agreements, severance arrangements, and change in control agreements for the executive officers of the Company.

5. *Compensation Discussion and Analysis*. To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("*CD&A*") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

6. *Compensation Committee Report*. The Committee will prepare the annual Compensation Committee Report, to the extent required to be included in the Company's Annual Report on Form 10-K or proxy statement.

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

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

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

10. *Frequency of Meetings*. The Committee must meet as appropriate, but at least twice a year, to discuss, evaluate, and review the Company's compensation policies and practices. It is anticipated that Committee meetings will be held in conjunction with selected Board meetings. Special meetings of the Committee may be called by the Chair of the Committee or the Chairman of the Board. Members of the Committee shall endeavor to attend all meetings of the Committee. The Committee is governed by the same rules regarding meetings (including meetings by telephone conference), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board and is authorized to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the Company's Bylaws, or the laws of the State of Delaware.

11. *Outside Advisors*. The Committee may obtain advice and assistance, as needed, from internal or external legal, accounting, search firms, compensation specialists, or other advisors, including the retention, termination, and negotiation of terms and conditions of the engagement. The Committee must consider the following factors before selecting a compensation consultant, legal counsel, or other adviser, as well as any other factors required by applicable exchanges and/or the Exchange Act and corresponding rules that may be amended from time to time:

(a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

(b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of that person's total revenue;

(c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

(e) any stock of the Company owned by the compensation consultant, legal counsel, or other adviser; and

(f) any business or personal relationship of the compensation consultant, legal counsel or other adviser, or the person employing the adviser with an executive officer of the Company.

12. *Regulatory Reporting*. The Committee will review the Company's policies designed to ensure that directors and officers are aware of, and comply with, the reporting requirements of Section 16(a) of the Exchange Act and the short-swing profit provisions of Rule 16(b)-3(d) under the Exchange Act.

13. *Other Duties*. The Committee shall perform such other duties as the Board may assign to it or as may be imposed by applicable law, rule, or regulation.

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 Committee Duties.

The Committee shall 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, or legal counsel. 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 shareholder 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 restatements of this Charter shall be posted on the Company's website and available to members of the public.