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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2026

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission file number: 001-38801

AerSale Corporation
(Exact name of registrant as specified in its charter)

Texas	**84-3976002**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
9850 NW 41st Street, Suite 400 Doral, FL	**33178**
(Address of Principal Executive Offices)	(Zip Code)

(305) 764-3200
Registrant's telephone number, including area code

N/A
(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Common stock, $0.0001 par value per share	ASLE	The Nasdaq Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of Registrant's common stock outstanding as of November 2, 2026 was 47,730,257.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2026 (this "Quarterly Report") contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report may constitute forward-looking statements, and may include, but are not limited to, changes in the market for our services; changes in applicable laws or regulations; the ability to launch new services and products or to profitably expand into new markets; the sufficiency of our liquidity; our recovery of insurance proceeds for casualty losses; and expectations of other economic, business and/or competitive factors. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential", or "continue," or the negative of these terms or other similar expressions. The forward-looking statements in this Quarterly Report are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this Quarterly Report and are subject to a number of important factors that could cause actual results to differ materially from those in the forward-looking statements, including the following: disruptions in supply chain; factors that adversely impact the commercial aviation industry; the fluctuating market value of our products; our ability to repossess mid-life commercial aircraft and engines ("Flight Equipment") when a lessee defaults; success at our maintenance, repair and overhaul ("MRO") facilities is dependent upon continued outsourcing by airlines; shortage of skilled personnel or work stoppages; the inability to obtain certain components and raw materials from suppliers; the highly competitive nature of the markets in which we operate; risks associated with our international operations; the risks from business acquisitions and integration of new businesses acquired; the unique risks we encounter by supplying equipment and services to the U.S. government; further consolidation of customers and suppliers in our markets; cyber or other security threats or disruptions; the significant capital expenditures that may be required to keep pace with technological developments in our industry; lack of ownership of certain intellectual property and tooling that is important to our business; litigation to protect our intellectual property; our dependence on our facilities, which are subject to physical and other risks that could disrupt production; risks from any improper conduct by our employees, agents, subcontractors, suppliers, business partners or joint ventures in which we participate; loss of services from key employees; the failure of our subcontractors to perform their contractual obligations; impacts from future outbreaks and infectious diseases on flight activity, demand for MRO and leasing services, our business partners or customers, and the related macro environment; our dependence on continued availability of financing to manage our business and to execute our business strategy, and unavailability of additional financing on terms acceptable to us; our failure to comply with the covenants in the documents governing our existing indebtedness; limitations on our current and future operations from restrictive covenants contained in documents governing our indebtedness; unanticipated changes in our tax provision; possible goodwill and other asset impairments; changes in interest rates and foreign currency exchange rates; we are subject to significant government regulation and may need to incur significant expenses to comply with new or more stringent government regulation; compliance with U.S. and other anti-corruption laws, enhanced tariffs, export control laws, import and customs laws, trade and economic sanction laws and other laws governing our operations; current or future regulatory proceedings or litigation including product liability, intellectual property disputes and other claims not adequately covered by insurance; the liens of Flight Equipment could exceed the value of such Flight Equipment; the risk that our leased aircraft engines are deemed accessions to the aircraft and our ability to repossess an engine is impaired; product and other liability claims not covered by insurance; the extensive environmental requirements with which we must comply; global climate change, or legal, regulatory or market responses to such change; depressed stock price as a result of substantial future sales of our common stock, or the perception in the public markets that these sales may occur; lack of analyst coverage for our common stock; actual or anticipated sales of significant amounts of our common stock; the fact that we do not intend to pay dividends on our common stock for the foreseeable future; insolvency of our customers; the adverse effect of negative economic conditions; and other factors described under the section titled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Securities and Exchange Commission on March 10, 2026.

Moreover, we operate in an evolving environment. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties.

You should read this Quarterly Report and the documents that we reference in this Quarterly Report completely and with the understanding that our actual future results may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Unless otherwise stated or the context otherwise requires, references in this Quarterly Report to the "Company," "AerSale," "we," "us," "our" and similar terms refer to AerSale Corporation and its consolidated subsidiaries.

PART I – FINANCIAL INFORMATION

ITEM 1 CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

AERSALE CORPORATION AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in thousands, except share data and par value data)
(Unaudited)

	September 30, 2026	December 31, 2025
Current assets:		
Cash and cash equivalents	$ 3,866	$ 4,379
Accounts receivable, net of allowance for credit losses of $1,098 and $1,173 as of September 30, 2026 and December 31, 2025, respectively	50,970	42,654
Income tax receivable	1,302	1,728
Inventory:		
Aircraft, airframes, engines, and parts	222,938	205,379
Advance vendor payments	10,885	5,679
Deposits, prepaid expenses, and other current assets	14,834	9,170
Total current assets	304,795	268,989
Fixed assets:		
Aircraft and engines held for lease, net	165,912	102,361
Property and equipment, net	32,086	32,006
Inventory:		
Aircraft, airframes, engines, and parts	111,210	158,385
Operating lease right-of-use assets	26,499	30,130
Deferred income taxes	9,713	8,784
Deferred financing costs, net	724	1,024
Other assets	587	586
Goodwill	6,444	19,860
Other intangible assets, net	16,721	18,347
Total assets	$ 674,691	$ 640,472
Current liabilities:		
Accounts payable	$ 32,149	$ 29,645
Accrued expenses	9,372	7,233
Income tax payable	-	329
Lessee and customer purchase deposits	1,735	780
Current operating lease liabilities	3,759	4,313
Current portion of long-term debt	2,260	993
Deferred revenue	2,348	530
Deferred insurance proceeds	28,610	28,610
Total current liabilities	80,233	72,433
Revolving credit facility	158,675	110,053
Long-term debt	590	1,284
Long-term lease deposits	4,447	3,492
Long-term operating lease liabilities	25,145	28,190
Maintenance deposit payments and other liabilities	1,460	589
Total liabilities	270,550	216,041
Stockholders' equity:		
Common stock, $0.0001 par value. Authorized 200,000,000 shares; issued and outstanding 47,730,257 and 47,221,513 shares as of September 30, 2026 and December 31, 2025, respectively	5	5
Additional paid-in capital	280,487	276,729
Retained earnings	123,649	147,697
Total stockholders' equity	404,141	424,431
Total liabilities and stockholders' equity	$ 674,691	$ 640,472

See accompanying notes to condensed consolidated financial statements.

AERSALE CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Operations
(in thousands, except share and per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Revenue:				
Products	$ 54,545	$ 36,968	$ 121,932	$ 148,679
Leasing	10,420	9,403	34,628	25,135
Services	26,591	24,820	76,542	70,535
Total revenue	91,556	71,191	233,102	244,349
Cost of sales and operating expenses:				
Cost of products	39,330	27,295	87,826	105,564
Cost of leasing	4,248	2,849	12,941	8,508
Cost of services	27,420	19,561	76,622	55,489
Total cost of sales	70,998	49,705	177,389	169,561
Gross profit	20,558	21,486	55,713	74,788
Selling, general and administrative expenses	18,778	18,613	62,015	66,048
Goodwill impairment	13,416	-	13,416	-
(Loss) income from operations	(11,636)	2,873	(19,718)	8,740
Other (expense) income:				
Interest expense, net	(2,766)	(2,367)	(7,347)	(6,000)
Other income, net	62	128	1,071	2,150
Change in fair value of warrant liability	-	(21)	-	53
Total other expense, net	(2,704)	(2,260)	(6,276)	(3,797)
(Loss) income before income tax provision	(14,340)	613	(25,994)	4,943
Income tax (expense) benefit	(688)	(733)	1,946	(1,765)
Net (loss) income	$ (15,028)	$ (120)	$ (24,048)	$ 3,178
(Loss) earnings per share:				
Basic	$ (0.31)	$ (0.00)	$ (0.51)	$ 0.07
Diluted	$ (0.31)	$ (0.00)	$ (0.51)	$ 0.06
Weighted average shares outstanding:				
Basic	47,725,030	47,180,634	47,440,357	48,779,067
Diluted	47,725,030	47,180,634	47,440,357	49,056,561

See accompanying notes to condensed consolidated financial statements.

AERSALE CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Stockholders' Equity
For the three and nine months ended September 30, 2026 and 2025
(in thousands, except share data)
(Unaudited)

	Common Stock		Additional	Retained	Total Stockholders'
	Amount	Shares	Paid-in Capital	Earnings	Equity
Balance at December 31, 2025	$ 5	47,221,513	$ 276,729	$ 147,697	$ 424,431
Share-based compensation	-	-	1,802	-	1,802
Shares issued under the 2020 Equity Incentive Plan	0	20,102	-	-	0
Net loss	-	-	-	(3,450)	(3,450)
Balance at March 31, 2026	$ 5	47,241,615	$ 278,531	$ 144,247	$ 422,783
Share-based compensation	-	-	1,318	-	1,318
Shares issued under the 2020 Employee Stock Purchase Plan	0	25,445	137	-	137
Shares issued under the 2020 Equity Incentive Plan	0	416,237	-	-	0
Net loss	-	-	-	(5,570)	(5,570)
Balance at June 30, 2026	$ 5	47,683,297	$ 279,986	$ 138,677	$ 418,668
Share-based compensation	-	-	506	-	506
Shares issued under the 2020 Equity Incentive Plan	0	46,960	-	-	0
Shares surrendered for tax withholdings on equity awards	-	-	(5)	-	(5)
Net loss	-	-	-	(15,028)	(15,028)
Balance at September 30, 2026	$ 5	47,730,257	$ 280,487	$ 123,649	$ 404,141

	Common Stock		Additional	Retained	Shares of Treasury	Treasury Stock,	Total Stockholders'
	Amount	Shares	Paid-in Capital	Earnings	Stock	at Cost	Equity
Balance at December 31, 2024	$ 5	53,252,563	$ 316,493	$ 139,122	-	$ -	$ 455,620
Share-based compensation	-	-	1,160	-	-	-	1,160
Shares issued under the 2020 Equity Incentive Plan	0	36,074	-	-	-	-	0
Purchase of treasury stock	-	-	-	-	6,428,571	(45,000)	(45,000)
Retirement of treasury stock	0	(6,428,571)	(45,000)	-	(6,428,571)	45,000	0
Shares surrendered for tax withholdings on equity awards	-	-	(45)	-	-	-	(45)
Net loss	-	-	-	(5,277)	-	-	(5,277)
Balance at March 31, 2025	$ 5	46,860,066	$ 272,608	$ 133,845	-	$ -	$ 406,458
Share-based compensation	-	-	668	-	-	-	668
Shares issued under the 2020 Employee Stock Purchase Plan	0	39,754	195	-	-	-	195
Shares issued under the 2020 Equity Incentive Plan	0	194,049	-	-	-	-	0
Shares surrendered for tax withholdings on equity awards	-	-	16	-	-	-	16
Net income	-	-	-	8,575	-	-	8,575
Balance at June 30, 2025	$ 5	47,093,869	$ 273,487	$ 142,420	-	$ -	$ 415,912
Share-based compensation	-	-	1,297	-	-	-	1,297
Shares issued under the 2020 Equity Incentive Plan	0	91,142	-	-	-	-	0
Shares surrendered for tax withholdings on equity awards	-	-	(8)	-	-	-	(8)
Net loss	-	-	-	(120)	-	-	(120)
Balance at September 30, 2025	$ 5	47,185,011	$ 274,776	$ 142,300	$ -	$ -	$ 417,081

See accompanying notes to condensed consolidated financial statements.

AERSALE CORPORATION AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows
(in thousands)
(Unaudited)

	Nine Months Ended September 30,	
	2026	2025
Cash flows from operating activities:		
Net (loss) income	$ (24,048)	$ 3,178
Adjustments to reconcile net (loss) income to net cash used in operating activities		
Depreciation and amortization	17,990	14,237
Amortization of debt issuance costs	300	292
Amortization of operating lease assets	32	215
Inventory reserve	4,216	2,580
Deferred income taxes	(929)	1,738
Change in fair value of warrant liability	-	(53)
Share-based compensation	3,626	3,125
Goodwill impairment	13,416	-
Changes in operating assets and liabilities:		
Accounts receivable	(8,316)	(8,968)
Income tax receivable	426	951
Inventory	(47,369)	(50,291)
Deposits, prepaid expenses, and other current assets	(5,664)	(305)
Other assets	(1)	8
Advance vendor payments	(5,206)	615
Accounts payable	2,504	(3,050)
Income tax payable	(329)	-
Accrued expenses	2,071	(694)
Deferred revenue	1,818	(874)
Lessee and customer purchase deposits	1,910	(1,029)
Deferred insurance proceeds	-	3,700
Other liabilities	859	292
Net cash used in operating activities	(42,694)	(34,333)
Cash flows from investing activities:		
Proceeds from sale of assets	-	1,750
Acquisition of aircraft and engines held for lease, including capitalized costs	(3,441)	(2,678)
Purchase of property and equipment	(3,705)	(4,494)
Net cash used in investing activities	(7,146)	(5,422)
Cash flows from financing activities:		
Proceeds from long-term debt	1,267	1,174
Repayments of long-term debt	(694)	(462)
Proceeds from revolving credit facility	153,322	256,469
Repayments of revolving credit facility	(104,700)	(171,900)
Payments of debt issuance costs	-	(115)
Purchase of treasury stock	-	(45,000)
Proceeds from the issuance of Employee Stock Purchase Plan shares	137	195
Taxes paid related to net share settlement of equity awards	(5)	(37)
Net cash provided by financing activities	49,327	40,324
(Decrease) increase in cash and cash equivalents	(513)	569
Cash and cash equivalents, beginning of period	4,379	4,698
Cash and cash equivalents, end of period	$ 3,866	$ 5,267
Supplemental disclosure of cash activities		
Income tax refunds, net	$ (356)	$ (725)
Interest paid	$ 7,209	$ 5,762
Supplemental disclosure of noncash investing activities		
Reclassification of inventory to equipment held for lease, net	$ 72,769	$ 27,189
Reclassification of inventory to property and equipment, net	$ -	$ 3,417
Reclassification of equipment held for lease, net from property and equipment, net	$ -	$ (8,773)

See accompanying notes to condensed consolidated financial statements.

AERSALE CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
September 30, 2026

NOTE A – DESCRIPTION OF THE BUSINESS

Organization

AerSale Corporation (the "Company" or "we") is headquartered in Doral, Florida, with additional offices, hangars, and warehouses located globally.

The Company was originally incorporated in Delaware. At the Company's 2026 Annual Meeting of Stockholders held on June 11, 2026, stockholders holding a majority of the outstanding shares of common stock of the Company entitled to vote approved and adopted the redomestication of the Company from the State of Delaware to the State of Texas (the "Redomestication") by means of a plan of conversion (the "Plan of Conversion"). Pursuant to the Plan of Conversion, the Company effected the Redomestication on September 25, 2026 by filing: (i) a certificate of conversion with the Secretary of State of the State of Delaware, (ii) a certificate of conversion with the Secretary of State of the State of Texas, and (iii) a certificate of formation with the Secretary of State of the State of Texas (the "Texas Charter"). The Company also adopted new bylaws (the "Texas Bylaws") to reflect the Redomestication.

Through the adoption of the Plan of Conversion, at the effective time of the Redomestication: the Company continues its existence as a Texas corporation (the "Texas Corporation") and continues to operate its business under the current name, "AerSale Corporation"; the internal affairs of the Company ceased to be governed by Delaware law and are instead governed by Texas law; the Company ceased to be governed by the Delaware Amended and Restated Certificate of Incorporation, as amended, and the Delaware Amended and Restated Bylaws, as amended, and is instead governed by the provisions of the Texas Charter and the Texas Bylaws; each outstanding share of the Company's common stock, par value $0.0001 per share ("Delaware Corporation Common Stock"), automatically converted into one outstanding share of common stock, par value $0.0001 per share, of the Texas Corporation ("Texas Corporation Common Stock") pursuant to the Plan of Conversion; each outstanding restricted stock unit, option or right to acquire shares of Delaware Corporation Common Stock continues in existence and automatically became a restricted stock unit, option or right to acquire an equal number of shares of the Texas Corporation Common Stock under the same terms and conditions.

Description of the Business

The Company is a worldwide provider of aftermarket commercial aircraft and engines ("Flight Equipment") and their parts to airlines, leasing companies, manufacturers of original equipment, government and defense contractors, and repair and overhaul service providers. We focus on the acquisition of mid-life assets, which are monetized through our Asset Management Solutions segment. Asset Management Solutions activities include monetization of the assets through leasing to passenger and cargo operators worldwide, as well as sales of whole assets or their components, or through teardown activities in support of our Used Serviceable Material ("USM") business. Our monetizing services are designed to maximize returns on mid-life Flight Equipment throughout their operating life and to realize the highest residual value at their retirement. We do this by utilizing our deep market and technical knowledge in management of Flight Equipment leasing, sales, and Maintenance, Repair, and Overhaul ("MRO") activities. Beyond providing asset management services on our own Flight Equipment, we additionally provide asset management services to third-party clients complementing their infrastructure to optimize their Flight Equipment investments. The Company's monetization strategy is driven by maximum value extraction for each asset, which may include a lease of an asset for the time period before its next scheduled overhaul ("green time") on a short term or "spot" lease, with the intent of trading or disassembling the asset once the remaining green time has been utilized.

Through its Technical Operations ("TechOps") segment, the Company also operates six Federal Aviation Administration ("FAA") Title 14 Code of Federal Regulations Part 145 Certified Repair Facilities (the MROs) located in Goodyear, Arizona, Millington, Tennessee, Roswell and Rio Rancho, New Mexico, as well as two facilities in Miami, Florida. These facilities provide the Company flexibility and control to quickly prepare Company aircraft, engines, and

inventory for market, as their selective refurbishment is frequently required to meet customers' unique demand. In addition to maintaining the Company's fleet of aircraft, the MROs provide external customer support for maintaining their aircraft with general maintenance, preservation, lease return work, repair services, and long-term storage programs. Leveraging its robust engineering team, TechOps also provides highly specialized technical support to our MRO facilities, as well as developing advanced technical repairs, modifications and products marketed as Engineered Solutions. Engineered Solutions includes the design, manufacture, and installation of new products, systems, and services that can enhance aircraft performance, safety, and service life.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements

The accompanying unaudited interim condensed consolidated financial statements have been prepared from the books and records of the Company in accordance with Generally Accepted Accounting Principles in the United States ("U.S. GAAP") for interim financial information and Rule 10-01 of Regulation S-X promulgated by the U.S. Securities and Exchange Commission ("SEC"), which permits reduced disclosures for interim periods. Although these interim condensed consolidated financial statements do not include all of the information and footnotes required for complete annual consolidated financial statements, management believes all adjustments, consisting only of normal recurring adjustments, and disclosures necessary for a fair presentation of the accompanying condensed consolidated balance sheets, statements of operations, stockholders' equity, and cash flows have been made. These unaudited interim results of operations and cash flows are not necessarily indicative of the results that may be expected for the full year. Unaudited interim condensed consolidated financial statements and footnotes should be read in conjunction with the audited consolidated financial statements and footnotes included in Part II, Item 8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2025, wherein a more complete discussion of significant accounting policies and certain other information can be found.

Revenue Recognition

Products Revenue — Used Serviceable Material ("USM") Sales

Revenue from sales of USM is measured based on consideration specified in a contract with a customer, and excludes any sales commissions and taxes collected and remitted to government agencies. We recognize revenue when we satisfy a performance obligation by transferring control over a product or service to a customer. The parts are sold at a fixed price with no right of return. In determining the performance obligation, management has identified the promise in the contract to be the shipment of the spare parts to the customer. Title passes to the buyer when the goods are shipped, and the buyer is responsible for any loss in transit and the Company has a legal right to payment for the spare parts once shipped. We generally sell our USM products under standard 30-day payment terms, subject to certain exceptions. Customers neither have the right to return products nor do they have the right to extended financing. The Company has determined physical acceptance of the spare parts to be a formality in accordance with Accounting Standards Codification ("ASC") 606 – Revenue from Contracts with Customers ("ASC 606").

Spare parts revenue is based on a set price for a set number of parts as defined in the purchase order. The performance obligation is completed once the parts have shipped and as a result, all of the transaction price is allocated to that performance obligation. The Company has determined that it is appropriate to recognize spare parts sales at a point in time (i.e., the date the parts are shipped) in accordance with ASC 606.

Products Revenue — Whole Asset Sales

Revenue from whole asset sales is measured based on consideration specified in the contract with the customer. The Company and customer enter into an agreement which outlines the place and date of sale, purchase price, condition of the whole asset, bill of sale and the assignment of rights and warranties from the Company to the customer. The Company has identified the transfer of the whole asset as the performance obligation. The transaction price is set at a fixed dollar amount per fixed quantity (number of whole assets) and is explicitly stated in each contract. Whole asset sales revenue is based on a set price for a set number of assets, which is allocated to the performance obligation discussed above,

in its entirety. The Company has determined the date of transfer to the customer is the date the customer obtains control over the asset and would cause the revenue recognition. Payment is required in full upon customers' acceptance of the whole asset on the date of the transfer, unless the Company extends credit terms to customers it deems creditworthy.

Leasing Revenue

The Company leases Flight Equipment under operating leases that contain monthly base rent and reports rental income straight line over the life of the lease as it is earned. Additionally, the Company's leases provide for supplemental rent, which is calculated based on actual hours or cycles of utilization and, for certain components, based on the amount of time until maintenance of that component is required. In certain leases, the Company records supplemental rent paid by the lessees as maintenance deposit payments and other liabilities in recognition of the Company's contractual commitment to reimburse qualifying maintenance. Reimbursements to the lessees upon receipt of evidence of qualifying maintenance work are charged against existing maintenance deposit payments and other liabilities. In leases where the Company is responsible for performing certain repairs or replacement of aircraft components or engines, supplemental rent is recorded as revenue in the period earned. In the event of premature lease termination or lessee default on the lease terms, revenue recognition will be discontinued when outstanding balances are beyond the customers' deposits held. Flight Equipment leases are billed in accordance with the lease agreement and invoices are due upon receipt.

Services Revenue

Revenue for services is recognized as performance obligations are fulfilled and the benefits are transferred to the customer. At contract inception, we evaluate if the contract should be accounted for as a single performance obligation or if the contract contains multiple performance obligations. In some cases, our service contract with the customer is considered one performance obligation as it includes factors such as the good or service being provided is significantly integrated with other promises in the contract, the service provided significantly modifies or customizes the other good or service, or the goods or services are highly interdependent or interrelated with each other. If the contract has more than one performance obligation, the Company determines the standalone price of each distinct good or service underlying each performance obligation and allocates the transaction price based on their relative standalone selling prices. The transaction price of a contract, which can include both fixed and variable amounts, is allocated to each performance obligation identified. Some contracts contain variable consideration, which could include incremental fees or penalty provisions related to performance. Variable consideration that can be reasonably estimated based on current assumptions and historical information is included in the transaction price at the inception of the contract but limited to the amount that is probable that a significant reversal in the amount of cumulative revenue recognized will not occur.

For most service contracts, our performance obligations are satisfied over time as work progresses or at a point in time based on transfer of control of products and services to our customers. We receive payments from our customers based on billing schedules or other terms as written in our contracts.

For our performance obligations that are satisfied over time, we measure progress in a manner that depicts the performance of transferring control to the customer. As such, we utilize the input method of cost-to-cost to recognize revenue over time as this depicts when control of the promised goods or services are transferred to the customer. Revenue is recognized based on the relationship of actual costs incurred to date to the estimated total cost at completion of the performance obligation. We are required to make certain judgments and estimates, including estimated revenue and costs, as well as inflation and the overall profitability of the arrangement. Key assumptions involved include future labor costs and efficiencies, overhead costs and ultimate timing of product delivery. Differences may occur between the judgments and estimates made by management and actual program results. Under most of our MRO contracts, if the contract is terminated for convenience, we are entitled to payment for items delivered, fair compensation for work performed, the costs of settling and paying other claims and a reasonable profit on the costs incurred or committed.

Changes in estimates and assumptions related to our arrangements accounted for using the input method based on labor hours are recorded using the cumulative catchup method of accounting. These changes are primarily adjustments to the estimated profitability for our long-term programs where we provide MRO services.

We have elected to use the following practical expedients permitted under ASC 340 and ASC 606. Shipping and handling fees and costs incurred associated with outbound freight after control over a product has transferred to a customer

are accounted for as a fulfillment cost and are included in cost of sales in our accompanying condensed consolidated statements of operations and are not considered a performance obligation to our customers. The value of remaining performance obligations for contracts with an original expected duration of one year or less is not disclosed. Our reported revenue on our accompanying condensed consolidated statements of operations is net of any sales or related non-income taxes.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained on examination by the taxing authorities. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

The Company records interest and penalties related to unrecognized tax benefits in the income tax provision.

New Accounting Pronouncements Not Yet Adopted

In November 2024, the Financial Accounting Standards Board issued ASU 2024-03, Reporting Comprehensive Income—Expense Disaggregation Disclosures ("ASU 2024-03"), which requires public entities to disclose, in a tabular presentation, the following expense items: (1) purchases of inventory, (2) employee compensation, (3) depreciation, (4) intangible asset amortization, and (5) depreciation, depletion, and amortization recognized as part of oil- and gas-producing activities or other types of depletion expenses, as well as other types of expenses when applicable. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026 and interim periods beginning after December 15, 2027, with early adoption permitted. We are currently evaluating the impact of this guidance on our consolidated financial statements and disclosure.

There have been no other accounting pronouncements issued but not yet adopted by us which are expected to have a material impact on our consolidated financial statements.

NOTE C – REVENUE

The timing of revenue recognition, customer billings, and cash collections results in a contract asset or contract liability at the end of each reporting period. Contract assets consist of unbilled receivables or costs incurred where revenue recognized over time exceeds the amounts billed to customers. We record a receivable when revenue is recognized prior to invoicing and we have an unconditional right to consideration (only the passage of time is required before payment of that consideration is due) and a contract asset when the right to payment is conditional upon our future performance. Contract liabilities include advance payments and billings in excess of revenue recognized. Certain customers make advance payments prior to our satisfaction of our performance obligations on the contract. These amounts are recorded as contract liabilities until such performance obligations are satisfied. Contract assets and contract liabilities are determined on a contract by contract basis.

Contract assets are as follows (in thousands):

	September 30, 2026	December 31, 2025	Change
Contract assets	$ 7,094	$ 4,076	$ 3,018

Contract assets are reported within deposits, prepaid expenses, and other current assets on our condensed consolidated balance sheets. Changes in contract assets primarily result from the timing difference between the performance of services. Contract liabilities are reported as deferred revenue on the accompanying condensed consolidated

balance sheets and amounted to $0.5 million as of December 31, 2025, of which $0.3 million was related to contract liabilities for services to be performed. For the nine months ended September 30, 2026, the Company recognized as revenue $0.3 million of contract liabilities included in the deferred revenue beginning balance as of December 31, 2025 for services performed as the timing between customer payments and our performance of the services is generally no longer than six months.

Disaggregation of Revenue

The Company reports revenue by segment. The following tables present revenue by segment, as well as a reconciliation to total revenue for the three and nine months ended September 30, 2026 and 2025 (in thousands):

	Three Months Ended September 30, 2026			Nine Months Ended September 30, 2026		
	Asset Management Solutions	TechOps	Total Revenue	Asset Management Solutions	TechOps	Total Revenue
USM	$ 30,877	$ 6,046	$ 36,923	$ 81,661	$ 10,450	$ 92,111
Whole asset sales	9,250	-	9,250	14,525	-	14,525
Engineered solutions	-	8,372	8,372	-	15,296	15,296
Total products	40,127	14,418	54,545	96,186	25,746	121,932
Leasing	10,420	-	10,420	34,628	-	34,628
Services	-	26,591	26,591	-	76,542	76,542
Total revenue	$ 50,547	$41,009	$ 91,556	$ 130,814	$102,288	$ 233,102

	Three Months Ended September 30, 2025			Nine Months Ended September 30, 2025		
	Asset Management Solutions	TechOps	Total Revenue	Asset Management Solutions	TechOps	Total Revenue
USM	$ 29,422	$ 4,986	$ 34,408	$ 94,031	$10,987	$ 105,018
Whole asset sales	376	-	376	35,513	-	35,513
Engineered solutions	-	2,184	2,184	-	8,148	8,148
Total products	29,798	7,170	36,968	129,544	19,135	148,679
Leasing	9,403	-	9,403	25,135	-	25,135
Services	-	24,820	24,820	-	70,535	70,535
Total revenue	$ 39,201	$31,990	$ 71,191	$ 154,679	$89,670	$ 244,349

NOTE D – INVENTORY

Inventory consisted of the following (in thousands):

	September 30, 2026	December 31, 2025
USM	$ 110,647	$ 147,742
Whole assets	88,491	118,855
Work-in-process	49,867	20,439
MRO and engineered solutions	85,143	76,728
	$ 334,148	363,764
Less short term	(222,938)	(205,379)
Long term	$ 111,210	$ 158,385

The Company recorded inventory scrap loss reserves of $0.8 million for the three months ended September 30, 2026 and 2025. The Company recorded inventory scrap loss reserves of $2.6 million and $2.4 million for the nine months ended September 30, 2026 and 2025, respectively.

The Company recorded an inventory reserve of $0.2 million for the three months ended September 30, 2025. The Company recorded an inventory reserve of $1.6 million and $0.2 million for the nine months ended September 30, 2026

and 2025, respectively. The inventory reserves are recorded as a result of the Company's evaluation of the inventory's net realizable value. Additions to inventory reserves are included in cost of products in the accompanying condensed consolidated statements of operations.

Our allocation of inventory between short term and long term reflects the inventory's operating cycle, which is longer than one year due to teardown and repair lead times. Inventory expected to be monetized within 18 months, along with work-in-process and inventory used in MRO activities, is reported under current assets.

NOTE E – INTANGIBLE ASSETS, NET

In accordance with ASC 350, Intangibles — Goodwill and Other ("ASC 350"), goodwill and other intangible assets deemed to have indefinite lives are not amortized, but are subject to annual impairment tests. The Company reviews and evaluates its goodwill and indefinite life intangible assets for potential impairment at a minimum annually or more frequently if circumstances indicate that impairment is possible.

The Company determined the fair value of assets acquired and liabilities assumed using a variety of methods. An income approach based on discounted cash flows was used to determine the values of our trademarks, customer relationships and FAA certifications. The assumptions we used to estimate the fair value of our reporting units are based on historical performance, as well as forecasts used in our current business plan, and require considerable management judgment.

The Company's goodwill and intangible assets as defined by ASC 350 are related to its acquired subsidiaries, AerSale Component Solutions (d/b/a AerSale Landing Gear Solutions) ("ALGS"), Avborne Component Solutions (d/b/a AerSale Component Solutions) ("ACS"), and Aircraft Composite Technologies ("ACT" or "AerSale AeroStructures - Miami"), which are included in the TechOps segment, as well as Qwest Air Parts ("Qwest"), which is included under the Asset Management Solutions segment. See Note M for information about our business segments.

During the three months ended September 30, 2026, the Company's stock price exhibited a sustained decrease, which management considered a triggering event indicating that the fair value of one or more of the Company's reporting units more likely than not was below its carrying value. Therefore, the Company performed a quantitative goodwill impairment assessment for the Asset Management Solutions and ACT reporting units as of September 30, 2026, which supported that the fair value for the ACT reporting unit exceeded its carrying value as of September 30, 2026. As such, the quantitative test for this reporting unit did not result in goodwill impairment.

For the Asset Management Solutions reporting unit, the impairment assessment indicated that the estimated fair value was lower than its carrying value. As a result, the Company recorded a non-cash goodwill impairment for the full amount of the Asset Management Solutions goodwill in the amount of $13.4 million reflected as goodwill impairment on the accompanying condensed consolidated statements of operations in the three and the nine months ended September 30, 2026.

The following table summarizes the changes in the carrying amount of goodwill for the three and nine months ended September 30, 2026 (in thousands):

	Asset Management Solutions	TechOps	Total
Goodwill as of December 31, 2025	$ 13,416	$ 6,444	$ 19,860
Goodwill as of June 30, 2026	13,416	6,444	19,860
Goodwill impairment	(13,416)	-	(13,416)
Goodwill as of September 30, 2026	$ -	$ 6,444	$ 6,444

There was no goodwill activity for the three and nine months ended September 30, 2025.

Goodwill and other intangible assets, net consisted of the following (in thousands):

	September 30, 2026	December 31, 2025
Asset Management Solutions:		
FAA Certifications	$ 724	$ 724
Goodwill	-	13,416
ALGS:		
FAA Certifications	710	710
Goodwill	379	379
ACS:		
Trademarks	600	600
FAA Certifications	7,300	7,300
Goodwill	63	63
ACT:		
Trademarks	200	200
FAA Certificates	796	796
Goodwill	6,002	6,002
Total intangible assets with indefinite lives	$ 16,774	$ 30,190

Intangible assets with definite useful lives are amortized on a straight-line basis over their estimated useful lives. Net book value of intangible assets with definite lives are as follows (in thousands):

	Useful Life In Years	September 30, 2026	December 31, 2025
Asset Management Solutions:			
Customer relationships	10	$ 2,485	$ 3,213
ACS:			
Customer relationships	10	455	613
ACT:			
Customer relationships	10	2,893	3,583
AerSale:			
AerAware flight manuals	10	558	608
Total intangible assets with definite lives, net		$ 6,391	$ 8,017

Total amortization expense amounted to $0.5 million for the three months ended September 30, 2026 and 2025. Total amortization expense amounted to $1.6 million for the nine months ended September 30, 2026 and 2025. Accumulated amortization amounted to $15.3 million and $13.7 million as of September 30, 2026 and December 31, 2025, respectively.

During the quarter ended September 30, 2026, the Company’s stock price decreased significantly and had not recovered by September 30, 2026, which management considered a triggering event. Therefore, the Company performed a quantitative impairment for other intangibles as of September 30, 2026. The Company determined that the fair value exceeded the carrying value for other intangibles as of September 30, 2026.

NOTE F – PROPERTY AND EQUIPMENT, NET

Property and equipment, net, consisted of the following (in thousands):

	Useful Life In Years	September 30, 2026	December 31, 2025
Tooling and equipment	5 – 15	$ 27,555	$ 18,967
Furniture and other equipment	3 – 15	15,045	14,589
Computer software	3 – 5	1,529	1,521
Leasehold improvements	2 – 15	22,555	28,008
		66,684	63,085
Less accumulated depreciation		(34,598)	(31,079)
		$ 32,086	$ 32,006

Depreciation expense, which includes amortization of equipment under capital lease, amounted to $1.3 million and $1.4 million for the three months ended September 30, 2026 and 2025, respectively. Depreciation expense, which includes amortization of equipment under capital lease, amounted to $3.7 million and $4.1 million for the nine months ended September 30, 2026 and 2025, respectively.

NOTE G – AIRCRAFT AND ENGINES HELD FOR LEASE, NET

Aircraft and engines held for lease, net, as of the below dates consisted of the following (in thousands):

	September 30, 2026	December 31, 2025
Aircraft and engines held for lease	$ 203,495	$ 134,868
Less accumulated depreciation	(37,583)	(32,507)
	$ 165,912	$ 102,361

Total depreciation expense amounted to $4.3 million and $2.8 million for the three months ended September 30, 2026 and 2025, respectively. Total depreciation expense amounted to $12.7 million and $8.5 million for the nine months ended September 30, 2026 and 2025, respectively, and is included in cost of leasing in the accompanying condensed consolidated statements of operations.

Supplemental rents recognized as revenue totaled $4.0 million and $5.3 million for the three months ended September 30, 2026 and 2025, respectively. Supplemental rents recognized as revenue totaled $14.8 million and $12.9 million for the nine months ended September 30, 2026 and 2025, respectively.

The Company’s current operating lease agreements for leased Flight Equipment expire over the next five years. The amounts in the following table are based upon the assumption that Flight Equipment under operating leases will remain leased for the length of time specified by the respective lease agreements and does not include variable supplemental rent. Minimum future annual lease revenue contracted to be received under existing operating leases of Flight Equipment were as follows (in thousands):

Year ending December 31:	
Remaining three months of 2026	$ 8,520
2027	25,969
2028	16,561
2029	14,629
2030	14,469
Thereafter	14,175
Total minimum lease payments	$ 94,323

NOTE H — ACCRUED EXPENSES

The following is a summary of the components of accrued expenses as of the below dates (in thousands):

	September 30, 2026	December 31, 2025
Accrued compensation and related benefits	$ 5,828	$ 2,907
Accrued legal fees	900	853
Commission fee accrual	894	1,064
Accrued federal, state and local taxes and fees	281	160
Other	1,469	2,249
	$ 9,372	$ 7,233

NOTE I – WARRANT LIABILITY

Warrants to purchase a total of 623,834 shares of the Company's common stock (the "Private Warrants") expired unexercised during the year ended December 31, 2025.

The Private Warrants included provisions that affected the settlement amount. Such variables were outside of those used to determine the fair value of a fixed-for-fixed instrument, and as such, the Private Warrants did not meet the criteria for equity treatment under guidance contained in ASC Topic 815 – Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in a Company's Own Stock. The Company classified the Private Warrants as a liability at their fair value subject to re-measurement at each balance sheet date and adjusted at each reporting period until expired, and any change in fair value was recognized in the Company's condensed consolidated statements of operations. Prior to their expiration, the fair value of the Private Warrants was determined using the Black-Scholes option pricing model.

NOTE J – FINANCING ARRANGEMENTS

Outstanding debt obligations as of September 30, 2026 and December 31, 2025 consisted of the following (in thousands):

	September 30, 2026	December 31, 2025
$180.0 million Wells Fargo senior secured revolving credit facility	$ 158,675	$ 110,053
$2.5 million CIBC property and equipment revolving term loan	2,850	2,277
Total	161,525	112,330
Less current portion	(2,260)	(993)
Total long-term portion	$ 159,265	$ 111,337

Total deferred financing costs were $0.7 million and $1.0 million as of September 30, 2026 and December 31, 2025, respectively. Amortized debt issuance costs are recorded in interest expense, net through maturity of the related debt using the straight-line method, which approximates the effective interest method. Amortization expense amounted to $0.1 million for the three months ended September 30, 2026 and 2025. Amortization expense amounted to $0.3 million for the nine months ended September 30, 2026 and 2025.

$180.0 million Wells Fargo Senior Secured Revolving Credit Agreement

On July 20, 2018, our subsidiary, AerSale, Inc. and other subsidiary borrowers, entered in an amended and restated secured Revolving Credit Agreement (as amended, the "Revolving Credit Agreement"). The Revolving Credit Agreement initially provided for a $110.0 million aggregate amount of revolver commitments subject to borrowing base. The Revolving Credit Agreement included a $10.0 million sub-facility for letters of credit and for borrowings on same-day notice referred to as "swingline loans". The maximum amount of such commitments available at any time for borrowings and letters of credit is determined according to a borrowing base calculation equal to the sum of eligible inventory and eligible accounts receivable reduced by the aggregate amount, if any, of trade payables of the loan parties,

as defined in the Revolving Credit Agreement. Extensions of credit under the Revolving Credit Agreement are available for working capital and general corporate purposes.

On March 9, 2023, we amended the Revolving Credit Agreement to replace the benchmark rate from the London Interbank Offered Rate to the Secured Overnight Financing Rate ("SOFR"). On July 25, 2023, the Revolving Credit Agreement was amended to increase the maximum commitments thereunder to $180.0 million aggregate amount, expandable to $200.0 million, subject to conditions and the availability of lender commitments and borrowing base limitations, and the maturity date was extended to July 24, 2028.

As of September 30, 2026, the Company had $19.2 million of availability, subject to borrowing base limitations.

The obligations of AerSale, Inc. under the Revolving Credit Agreement are guaranteed by the Company, and other subsidiaries of AerSale, Inc. may be designated as borrowers on a joint and several basis. Such obligations are also secured by substantially all of the assets of the Company.

The interest rate applicable to loans outstanding on the Revolving Credit Agreement is a floating rate of interest per annum of SOFR plus a margin of 2.25% to 2.75%. The applicable interest rate as of September 30, 2026 was 6.95%. Interest expense on the Revolving Credit Agreement amounted to $2.6 million and $7.0 million for the three and nine months ended September 30, 2026, respectively. Interest expense on the Revolving Credit Agreement amounted to $2.2 million and $5.5 million for the three and nine months ended September 30, 2025, respectively.

The Company's ability to borrow on the Revolving Credit Agreement is subject to ongoing compliance by the Company with various customary affirmative and negative covenants. The Revolving Credit Agreement requires the Company to meet certain financial and non-financial covenants. The Company was in compliance with these covenants as of September 30, 2026 and December 31, 2025.

$2.5 million CIBC Property and Equipment Revolving Term Loan

On November 22, 2024, the Company entered into a property and equipment revolving term loan (the "CIBC Equipment Loan") with a total advance commitment of $10.0 million for the purpose of financing capital expenditures on property and equipment. Advances made by the lender are convertible into term loans at the option of the lender at a rate of SOFR plus 3.0% and have a maturity date of 36 months from the term loan conversion date. Advances under this loan are collateralized by the property and equipment it finances and require interest only payment until converted to a term loan, at which point, principal and interest payments are required.

Effective November 30, 2025, we amended the CIBC Equipment Loan to extend the term of the advance commitment until November 30, 2026 and reduce the total advance commitment to $2.5 million.

The CIBC Equipment Loan is subject to ongoing compliance by the Company in the form of various customary affirmative and negative covenants, as well as certain financial covenants. The Company was in compliance with these covenants as of September 30, 2026 and December 31, 2025.

The effective rate on this facility was 7.43% as of September 30, 2026. Maturities of the CIBC Equipment Loan as of September 30, 2026 are as follows (in thousands):

Year ending December 31:		
Remaining three months of 2026	$	1,566
2027		993
2028		291
Total payments	$	2,850

NOTE K – EARNINGS PER SHARE

The computation of basic and diluted earnings per share is based on the weighted average number of shares of common stock outstanding during each period.

The following table provides a reconciliation of the computation for basic and diluted earnings per share for the three and nine months ended September 30, 2026 and 2025 (in thousands, except share and per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2026	2025	2026	2025
Net (loss) income	$ (15,028)	$ (120)	$ (24,048)	$ 3,178
Weighted-average number of shares outstanding - basic	47,725,030	47,180,634	47,440,357	48,779,067
Additional shares from assumed stock-settled restricted stock units	-	-	-	272,316
Additional shares from assumed issuance under the Employee Stock Purchase Plan	-	-	-	5,178
Weighted-average number of shares outstanding - diluted	47,725,030	47,180,634	47,440,357	49,056,561
(Loss) earnings per share – basic:	$ (0.31)	$ (0.00)	$ (0.51)	$ 0.07
(Loss) earnings per share – diluted:	$ (0.31)	$ (0.00)	$ (0.51)	$ 0.06
Anti-dilutive shares/units excluded from loss per share - diluted:				
Additional shares from assumed stock-settled restricted stock units	303,388	455,075	309,518	-
Additional shares from assumed issuance under the Employee Stock Purchase Plan	2,880	5,178	2,880	-

NOTE L – STOCKHOLDERS' EQUITY

Common Stock

The Company's common stock, $0.0001 par value, consists of 200,000,000 authorized shares, of which 47,730,257 and 47,221,513 shares were issued and outstanding as of September 30, 2026 and December 31, 2025, respectively.

On March 18, 2025, the Company repurchased, directly from a selling stockholder, 6,428,571 shares of the Company's common stock, par value $0.0001 per share, at a price of $7.00 per share for total consideration of $45.0 million. The purchased shares were immediately retired.

2020 Equity Incentive Plan

The Company maintains a 2020 Equity Incentive Plan (the "2020 Plan") and has 10,200,000 shares of common stock issuable under the 2020 Plan. The 2020 Plan authorizes discretionary grants of incentive stock options to employees of the Company and its qualifying subsidiaries. The 2020 Plan also authorizes discretionary grants of non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, dividend equivalents or other equity or cash-based awards to employees and consultants of the Company and its subsidiaries and to members of the Board of Directors (the "Board") of the Company. To the extent that an award under the 2020 Plan expires, is cancelled, forfeited, terminated, settled in cash or otherwise settled without issuance of the full number of shares to which it relates, those shares will become or again be available for awards under the 2020 Plan. The 2020 Plan is administered by the Compensation Committee of the Board. The Compensation Committee has complete, full and final authority to designate participants; determine the types of awards to be granted; determine the terms of awards; and interpret and administer the 2020 Plan and any agreements and awards thereunder.

Restricted stock unit activity under the 2020 Plan for the nine months ended September 30, 2026 and 2025 was as follows:

	Amount	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2025	2,475,347	$ 6.63
Granted	1,560,438	5.82
Forfeited	(53,473)	5.88
Vested	(484,044)	7.47
Expired	(10,482)	7.02
Outstanding at September 30, 2026	3,487,786	$ 6.15

	Amount	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2024	1,380,277	$ 8.38
Granted	1,533,722	6.03
Forfeited	(100,507)	8.56
Vested	(326,764)	10.30
Expired	(10,404)	16.02
Outstanding at September 30, 2025	2,476,324	$ 6.64

As of September 30, 2026, the unrecognized compensation costs related to restricted stock units was $8.2 million. The Company expects to recognize these costs over a weighted average period of 1.9 years.

For the restricted stock unit awards granted under the 2020 Plan containing both service and performance conditions, the Company recognizes compensation expense when the awards are considered probable of vesting. Restricted stock units are considered granted, and the service inception date begins, when a mutual understanding of the key terms and conditions between the Company and the employee has been established. The fair value of these awards is determined based on the closing price of the shares on the grant date.

The probability of restricted share awards granted with future performance conditions vesting is evaluated at each reporting period and compensation expense is adjusted based on the probability assessment.

As of September 30, 2026, the Company’s outstanding restricted stock units included 2,410,705 performance-based awards that have vesting provisions subject to both time vesting and the achievement of certain performance milestones ranging from 80% to 200% vesting targets, while the remaining awards vest over a period ranging from one to three years.

The Company recorded $0.6 million and $0.1 million share-based compensation benefit for certain performance-based awards for the three and nine months ended September 30, 2026, respectively, given that the achievement of the performance milestones was no longer deemed probable for accounting purposes which resulted in a reversal of previously recorded share-based compensation expense of $0.9 million for the three and nine months ended September 30, 2026. The Company recorded $0.1 million share-based compensation expense for certain performance-based awards for the three and nine months ended September 30, 2025.

The share-based compensation expense related to Restricted Stock Units was $0.7 million and $0.8 million for the three months ended September 30, 2026 and 2025, respectively. The share-based compensation expense related to Restricted Stock Units was $2.4 million and $2.1 million for the nine months ended September 30, 2026 and 2025, respectively.

The total grant date fair value of restricted stock awarded was $9.1 million and $9.3 million during the nine months ended September 30, 2026 and 2025, respectively.

Stock Options

Stock options granted under the 2020 Plan have exercise terms of 10 years and vest in equal installments of one-third of the total number of options granted on each of the first three anniversaries from the grant date beginning one year after the date of grant, and are assigned an exercise price equal to the closing stock price on the day prior to the date of grant. Options are expensed on a straight-line basis over the grant vesting period, which is considered to be the requisite service period. In order for the options to vest, the employee must be in the continuous employment of the Company since the date of the grant. Except for qualifying retirement after the nine-month anniversary of the grant date, any portion of the grant that has not vested will be forfeited upon termination of employment.

Under the 2020 Plan, the fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model. When determining expected volatility, the Company considers the historical volatility of the Company's stock price. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant, based on the options' expected term.

	Grant Date		
	August 19, 2026	August 6, 2025	August 1, 2025
Risk-free interest rate	4.35%	3.77%	3.77%
Expected volatility of common stock	42.44%	43.56%	43.56%
Dividend yield	-	-	-
Expected option term in years	6.0	6.0	6.0
Grant-date fair value (per share)	$ 2.75	$ 2.92	$ 2.80

Stock options activity under the 2020 Plan for the nine months ended September 30, 2026 and 2025 was as follows:

	Amount	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2025	1,338,935	$ 6.48	9.01	$ 839
Granted	835,903	5.77	-	-
Forfeited	(16,907)	7.02	-	-
Outstanding at September 30, 2026	2,157,931	$ 6.20	8.82	$ -
Exercisable at September 30, 2026	626,858	$ 6.64	8.10	$ -

	Amount	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding at December 31, 2024	646,301	$ 7.02	9.44	$ -
Granted	763,485	6.08	-	1,612
Forfeited	(38,646)	7.02	-	45
Expired	(32,205)	7.02	-	38
Outstanding at September 30, 2025	1,338,935	$ 6.48	9.26	$ 2,286
Exercisable at September 30, 2025	191,811	$ 7.02	8.69	$ 262

As of September 30, 2026, the unrecognized compensation costs related to stock options was $3.0 million. The Company expects to recognize those costs over a weighted average period of 1.6 years.

The share-based compensation expense related to stock options was $0.4 million for the three months ended September 30, 2026 and 2025. The share-based compensation expense related to stock options was $1.3 million and $0.9 million for the nine months ended September 30, 2026 and 2025, respectively.

2020 Employee Stock Purchase Plan

The Company also maintains the AerSale Corporation 2020 Employee Stock Purchase Plan (the "ESPP") and has registered 500,000 shares of common stock issuable under the ESPP. The Company issued 25,445 and 39,754 shares, pursuant to the ESPP, during the nine months ended September 30, 2026 and 2025, respectively.

NOTE M – BUSINESS SEGMENTS

The Chairman and Chief Executive Officer is our Chief Operating Decision Maker ("CODM"). We report operational data to our CODM at the segment level, which the CODM uses to evaluate performance and allocate resources based on gross profit (loss) and income (loss) from operations by segment. The CODM utilizes segment gross profit (loss) when making strategic decisions which include considerations of pursuing additional capacity and technical capabilities or acquiring additional Flight Equipment. Additionally, the CODM utilizes segment income (loss) from operations when comparing actual results to budgets and making decisions regarding personnel and capital allocations. While the Company believes there are synergies between the two business segments, they are managed separately because they have different risks and opportunities. The two reportable segments are:

- Asset Management Solutions — comprised of activities to extract value from strategic asset acquisitions through leasing, trading, or disassembling for product sales through USM.

- TechOps — comprised of MRO services and product sales of internally developed engineered solutions and other serviceable products.

The Asset Management Solutions segment provides leasing solutions of Flight Equipment to passenger and cargo operators worldwide. Assets considered to be at or near the end their useful lives, supplied by our leasing portfolio or acquisitions, are analyzed for return maximization to assess whether they will be sold as whole assets or disassembled and sold as individual spare parts and components.

The TechOps segment consists of aftermarket support and services businesses that provide maintenance support for aircraft and aircraft components, and sale of engineered solutions. Our MRO business also engages in longer term projects such as aircraft modifications, cargo conversions of wide-body aircraft, and aircraft storage. The segment also includes MRO services for landing gear, structured components, and other accessories components. Cost of sales consists principally of the cost of product, direct labor, and overhead. Our engineered solutions revenue consists of sales of products internally developed as permitted by Supplemental Type Certificates issued by the FAA. These products are proprietary in nature and function as non-original equipment manufacturer solutions to airworthiness directives and other technical challenges for operators. In order to develop these products, we engage in research and development activities. Our TechOps segment will engage in the repair and sale of used serviceable materials through their ability to overhaul existing inventory.

The accounting policies for the segments are the same as those described in Note B – Summary of Significant Accounting Policies. Our reportable segments are aligned principally around the differences in products and services. Gross profit is calculated by subtracting cost of sales from revenue; income (loss) from operations is calculated by further subtracting unapplied operating expenses and selling, general and administrative expenses. Certain expenses related to corporate activities are not allocated to the segments. The segment reporting excludes the allocation of interest expense, interest income, other income (expense), net, change in fair value of warrant liability and income tax expense (benefit).

Selected financial information for each segment is as follows (in thousands):

	Three Months Ended September 30, 2026	2025	Nine Months Ended September 30, 2026	2025
Revenue				
Asset Management Solutions				
Aircraft	$ 10,364	$ 8,249	$ 30,106	$ 26,018
Engine	40,183	30,952	100,708	128,661
	50,547	39,201	130,814	154,679
TechOps				
MRO services	26,591	24,820	76,542	70,535
Product sales	14,418	7,170	25,746	19,135
	41,009	31,990	102,288	89,670
Total	$ 91,556	$ 71,191	$ 233,102	$ 244,349

	Three Months Ended September 30, 2026	2025	Nine Months Ended September 30, 2026	2025
Cost of sales				
Asset Management Solutions				
Aircraft	$ 7,659	$ 4,923	$ 21,847	$ 16,740
Engine	27,457	20,891	64,007	85,547
	35,116	25,814	85,854	102,287
TechOps				
MRO services	27,420	19,561	76,622	55,489
Product sales	8,462	4,330	14,913	11,785
	35,882	23,891	91,535	67,274
Total	$ 70,998	$ 49,705	$ 177,389	$ 169,561

	Three Months Ended September 30, 2026	2025	Nine Months Ended September 30, 2026	2025
Gross profit (loss)				
Asset Management Solutions				
Aircraft	$ 2,705	$ 3,326	$ 8,259	$ 9,278
Engine	12,726	10,061	36,701	43,114
	15,431	13,387	44,960	52,392
TechOps				
MRO services	(829)	5,259	(80)	15,046
Product sales	5,956	2,840	10,833	7,350
	5,127	8,099	10,753	22,396
Total	$ 20,558	$ 21,486	$ 55,713	$ 74,788

The following table reconciles segment gross profit to (loss) income before income tax provision for the three and nine months ended September 30, 2026 and 2025 (in thousands):

	Three Months Ended September 30, 2026			Three Months Ended September 30, 2025		
	Asset Management Solutions	TechOps	Total	Asset Management Solutions	TechOps	Total
Gross Profit	$ 15,431	$ 5,127	$ 20,558	$ 13,387	$ 8,099	$ 21,486
Operating expenses	(3,252)	(246)	(3,498)	(2,484)	(1,701)	(4,185)
Selling, general and administrative expenses	(3,336)	(2,895)	(6,231)	(2,409)	(3,577)	(5,986)
Goodwill impairment	(13,416)	-	(13,416)	-	-	-
Segment (loss) income from operations	$ (4,573)	$ 1,986	$ (2,587)	$ 8,494	$ 2,821	$ 11,315
Other corporate expenses [1]			(9,049)			(8,442)
(Loss) income from operations			(11,636)			2,873
Other (expense) income:						
Interest expense, net			(2,766)			(2,367)
Other income, net			62			128
Change in fair value of warrant liability			-			(21)
(Loss) income before income tax provision			$ (14,340)			$ 613

	Nine Months Ended September 30, 2026			Nine Months Ended September 30, 2025		
	Asset Management Solutions	TechOps	Total	Asset Management Solutions	TechOps	Total
Gross Profit	$ 44,960	$ 10,753	$ 55,713	$ 52,392	$ 22,396	$ 74,788
Operating expenses	(11,187)	(792)	(11,979)	(9,564)	(6,318)	(15,882)
Selling, general and administrative expenses	(10,531)	(8,705)	(19,236)	(10,211)	(11,796)	(22,007)
Goodwill impairment	(13,416)	-	(13,416)	-	-	-
Segment income from operations	$ 9,826	$ 1,256	$ 11,082	$ 32,617	$ 4,282	$ 36,899
Other corporate expenses [1]			(30,800)			(28,159)
(Loss) income from operations			(19,718)			8,740
Other (expense) income:						
Interest expense, net			(7,347)			(6,000)
Other income, net			1,071			2,150
Change in fair value of warrant liability			-			53
(Loss) income before income tax provision			$ (25,994)			$ 4,943

(1) Other corporate expenses include other unapplied payroll expenses and benefits, telecommunications and IT support, professional fees, office rent, and depreciation, among others.

(in thousands)	Three Months Ended September 30, 2026	2025	Nine Months Ended September 30, 2026	2025
Total depreciation and amortization expense				
Asset Management Solutions	$ 4,646	$ 3,196	$ 13,565	$ 9,569
TechOps	1,315	1,283	3,672	3,828
Corporate	250	287	753	840
	$ 6,211	$ 4,766	$ 17,990	$ 14,237

(in thousands)	Nine Months Ended September 30, 2026	2025
Total capital expenditures		
Asset Management Solutions	$ 3,789	$ 2,713
TechOps	3,142	4,087
Corporate	215	372
	$ 7,146	$ 7,172

(in thousands)	September 30, 2026	December 31, 2025
Total Assets		
Asset Management Solutions	$ 454,507	$ 434,680
TechOps	208,059	193,724
Corporate	12,125	12,068
	$ 674,691	$ 640,472

Intersegment sales include amounts invoiced by a segment for work performed for another segment. Amounts are based on actual work performed or products sold and agreed-upon pricing which is intended to be reflective of the contribution made by the supplying business segment. All intersegment transactions have been eliminated upon consolidation. Intersegment revenue for the three and nine months ended September 30, 2026 and 2025, is as follows (in thousands):

	Three Months Ended September 30, 2026	2025	Nine Months Ended September 30, 2026	2025
Asset Management Solutions	$ 623	$ 77	$ 2,461	$ 1,658
TechOps	1,715	2,076	5,567	6,109
Total intersegment revenue	$ 2,338	$ 2,153	$ 8,028	$ 7,767

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis provides information that our management believes is relevant to an assessment and understanding of our condensed consolidated results of operations and financial condition. You should read the following management's discussion and analysis and the accompanying financial statements and related notes with AerSale's Annual Report on Form 10-K for the year ended December 31, 2025 (the "2025 Form 10-K"). This discussion contains forward-looking statements about AerSale's business, operations and industry that involve risks and uncertainties, such as statements regarding AerSale's plans, objectives, expectations and intentions. AerSale's future results and financial condition may differ materially from those currently anticipated because of the factors described in the section titled "Risk Factors" in the 2025 Form 10-K, in the section of this Quarterly Report titled "Forward-Looking Statements" and in any of AerSale's subsequent reports filed with the Securities and Exchange Commission. Should one or more of these risks or uncertainties materialize, actual outcomes, including the future results of AerSale's operations, may vary materially from those indicated.

The Company

We operate as a platform for serving the commercial aviation aftermarket sector. Our top executives have on average over 30 years of experience in aircraft and engine ("Flight Equipment") management, sales and maintenance services, and are supported by an experienced management team. We have established a global purpose built and fully integrated aviation company focused on providing products and services that maximize the value of Flight Equipment in the middle to end of its operating life cycle.

We are a worldwide provider of aftermarket commercial aircraft, engines, and their parts to passenger and cargo airlines, leasing companies, original equipment manufacturers ("OEM"), government and defense contractors, and maintenance, repair and overhaul ("MRO") service providers. We report our activities in two business segments: Asset Management Solutions, comprised of activities that extract value from strategic Flight Equipment acquisitions either as whole assets or by disassembling for used serviceable material ("USM"), and TechOps, comprised of MRO activities for aircraft and their components, sales of internally developed advanced technical repairs, modifications and products, which we market under the tradename "Engineered Solutions", and other serviceable products.

Our Asset Management Solutions segment focuses on mid-life Flight Equipment. Asset Management Solutions' activities include monetization of assets through the lease or sale of whole assets, or through disassembly activities in support of our USM-related activities. Our monetizing services have been developed to maximize returns on mid-life Flight Equipment throughout their operating life, in conjunction with realizing the highest residual value of Flight Equipment at its retirement. We accomplish this by utilizing deep market and technical knowledge related to the management of Flight Equipment sales, leasing and MRO services. To extract value from the remaining flight time on whole assets, we provide flexible short-term (generally less than five years) leasing solutions of Flight Equipment to passenger and cargo operators across the globe. Once the value from the Flight Equipment's flight time has been extracted, Flight Equipment is considered to be at or near the end of its useful life and is analyzed for return maximization as either whole asset sales or disassembled for sale as USM parts. Revenue from this segment is segregated between Aircraft and Engine depending on the asset type that generated the revenue. Lease revenue and the related depreciation from aircraft and engines installed on those aircraft are recognized under the Aircraft category. Revenue from sales of whole aircraft and related cost of sales are allocated between the Aircraft and Engine categories based on the allocated cost basis of the asset sold.

Our TechOps segment provides internal and third-party aviation services, including internally developed Engineered Solutions, full heavy aircraft maintenance and modification, component MRO, as well as end-of-life disassembly services to all Flight Equipment. Our MRO business also engages in longer-term projects such as aircraft modifications, cargo and tanker conversions of aircraft, and aircraft storage. The TechOps segment also includes MRO services for landing gear, thrust reversers, hydraulic systems, and other aircraft components.

We utilize these capabilities to support our customers' Flight Equipment, as well as to maintain and improve our own Flight Equipment, which is subsequently sold or leased to our customers. These processes require a high degree of

expertise on each individual aircraft or component that is being serviced. Our knowledge of these processes allows us to assist customers to comply with applicable regulatory and OEM requirements. A significant amount of skilled labor is required to support this process, which the Company has accumulated through its diversified offerings.

In addition to our aircraft and USM parts offerings, we develop Engineered Solutions consisting of Supplemental Type Certificates ("STCs") that can be installed on existing Flight Equipment to improve performance, comply with regulatory requirements, or improve safety. An example of these solutions is the AerSafe® product line, which we designed and for which we obtained Federal Aviation Administration ("FAA") approval to sell as a solution for compliance with the FAA's fuel tank flammability regulations. Another example of these solutions is our AerAware™ product, an industry-leading, next generation Enhanced Flight Vision System that has received approval by the FAA for the Boeing B737NG product line. These products are proprietary in nature and function as non-OEM solutions to regulatory requirements and other technical challenges, often at reduced delivery time and cost for operators. In order to develop these products, we engage in research and development ("R&D") activities that are expensed as incurred.

We source parts and components for our business from various suppliers around the world. Current geopolitical conditions, including trade restrictive actions and strained intercountry relations, and potential shutdowns of the U.S. government could cause significant materials and parts shortages, disruptions to government contracts such as delayed payments or halted projects, effects on supply chains due to reduced staffing for customers, inspections and transportation authorities, or delays in regulatory approvals, distribution issues, energy cost increases and price increases. Furthermore, the U.S. government's adoption of new approaches to trade policy and imposition of tariffs on certain foreign goods (as well as the possibility of imposing significant, additional tariffs in the future) may make it more difficult or costly for us to procure components and other material supplies and, in turn, may increase the cost to our customers, which may materially and adversely impact demand for our products and services, our results of operations or our financial condition. In addition, these U.S. actions have, and could in the future, result in other countries imposing retaliatory tariffs on our goods and services provided to foreign customers, which similarly could materially and adversely impact demand for our products and services. We continue to monitor the current economic environment and its potential impact on our business, results of operations and financial condition, as well as the potential impact on our end customers whose demand for our products and services may be adversely impacted as a result of increased geopolitical instability or changes in policies by the U.S. or other governments, and closely manage our costs and capital resources so that we can respond appropriately as circumstances change. Our estimates may change as new events occur and additional information is obtained. Actual results could differ from these estimates under different assumptions or conditions.

Recent Accounting Pronouncements

The most recently adopted and to be adopted accounting pronouncements are described in Note B of our condensed consolidated financial statements included in this Quarterly Report, as well as in Note B within our consolidated annual financial statements in Part II, Item 8 of the 2025 Form 10-K.

Results of Operations

Three months ended September 30, 2026 compared to the three months ended September 30, 2025

Revenue and gross profit for AerSale's two business segments for the three months ended September 30, 2026 and 2025 were as follows:

(in thousands, except percentages)	Three Months Ended September 30, 2026	2025	Percent Change
Revenue			
Asset Management Solutions			
Aircraft	$ 10,364	$ 8,249	25.6 %
Engine	40,183	30,952	29.8 %
	50,547	39,201	28.9 %
TechOps			
MRO services	26,591	24,820	7.1 %
Product sales	14,418	7,170	101.1 %
	41,009	31,990	28.2 %
Total	$ 91,556	$ 71,191	28.6 %

(in thousands, except percentages)	Three Months Ended September 30, 2026	2025	Percent Change
Gross Profit (loss)			
Asset Management Solutions			
Aircraft	$ 2,705	$ 3,326	(18.7)%
Engine	12,726	10,061	26.5 %
	15,431	13,387	15.3 %
TechOps			
MRO services	(829)	5,259	(115.8)%
Product sales	5,956	2,840	109.7 %
	5,127	8,099	(36.7)%
Total	$ 20,558	$ 21,486	(4.3)%

Total revenue for the three months ended September 30, 2026 increased $20.4 million, or 28.6%, compared to the three months ended September 30, 2025, driven by an increase of $11.3 million, or 28.9%, in revenue within Asset Management Solutions, and an increase of $9.0 million, or 28.2%, in revenue within TechOps.

Asset Management Solutions

Revenue in the Asset Management Solutions segment increased $11.3 million, or 28.9%, to $50.5 million for the three months ended September 30, 2026, due to a $9.2 million, or 29.8%, increase in revenue from Engine, and a $2.1 million, or 25.6%, increase in revenue from Aircraft. The increase in Engine revenue is primarily attributable to higher activity in the PW4000 product line due to higher Flight Equipment sales in the amount of $8.9 million, and higher USM sales of $0.3 million. The increase in Aircraft revenue is due to higher USM sales in the amount of $1.2 million, mostly from the B737 product line, as well as higher leasing revenue.

Cost of sales in Asset Management Solutions increased $9.3 million, or 36.0%, to $35.1 million for the three months ended September 30, 2026, compared to the prior year period. The increase in cost of sales was primarily due to the revenue increase discussed above. Gross profit in the Asset Management Solutions segment increased $2.0 million, or 15.3%, to $15.4 million for the three months ended September 30, 2026, compared to the three months ended September 30, 2025. The gross profit increase is mainly attributable to higher revenue generated for the three months ended September 30, 2026, as noted above.

Aircraft gross profit margins decreased to 26.1% for the three months ended September 30, 2026, from 40.3% for the three months ended September 30, 2025 due to lower margin contribution from leasing revenue and USM sales. Engine gross profit margin was 31.7% for the three months ended September 30, 2026, a decrease from 32.5% for the three months ended September 30, 2025, which was primarily the result of changes in the revenue mix.

TechOps

Our revenue from TechOps increased by $9.0 million, or 28.2%, to $41.0 million for the three months ended September 30, 2026, compared to the prior year period. The increase was driven by higher volume in our heavy MROs as our facility in Millington, Tennessee is fully operational. Additional revenue growth came from our Engineered Solutions product sales, driven by AerSafe.

Cost of sales in TechOps increased $12.0 million, or 50.2%, to $35.9 million for the three months ended September 30, 2026 compared to the prior year period, driven by the sales increase discussed above. Gross profit in TechOps decreased $3.0 million, or 36.7%, for the three months ended September 30, 2026 compared to the three months ended September 30, 2025, driven by lower margin generated from our heavy MROs, as a result of higher labor costs and unused capacity in Millington, Tennessee, as well as higher overhead and unused capacity at our facility in Hialeah Gardens, Florida. Gross profit margin decreased to 12.5% for the three months ended September 30, 2026 compared to 25.3% for the prior year period, which was largely attributable to lower margin on service revenue of negative 3.1% for the three months ended September 30, 2026 compared to 21.2% for the prior year period, driven by the gross profit reduction from our heavy MROs noted above, partly offset by higher margin generated by our Engineered Solutions product sales.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased $0.2 million, or 0.9%, to $18.8 million for the three months ended September 30, 2026, compared to the prior year period. The increase was mainly related to higher payroll and payroll-related benefit costs.

Change in Fair Value of Warrant Liability

We accounted for private warrants as a liability at their fair value, with changes in fair value recognized in our results from operations for the period. The fair value of our private warrants was determined using the Black-Scholes option pricing model. For the three months ended September 30, 2025, the amount recorded for change in fair value of warrant liability loss was not significant. The Private Warrants expired unexercised during the year ended December 31, 2025.

Goodwill Impairment

Goodwill impairment was $13.4 million for the three months ended September 30, 2026. No impairment was recorded during the three months ended September 30, 2025.

During the three months ended September 30, 2026, the Company’s stock price exhibited a sustained decrease, which management considered a triggering event indicating that the fair value of one or more of the Company’s reporting units more likely than not was below its carrying value. Therefore, the Company performed a quantitative goodwill impairment assessment for the Asset Management Solutions and ACT reporting units as of September 30, 2026, which supported that the fair value for the ACT reporting unit exceeded its carrying value as of September 30, 2026. As such, the quantitative test for this reporting unit did not result in goodwill impairment.

For the Asset Management Solutions reporting unit, the impairment assessment indicated that the estimated fair value was lower than its carrying value. As a result, the Company recorded a non-cash goodwill impairment for the full amount of the Asset Management Solutions goodwill in the amount of $13.4 million in the three months ended September 30, 2026.

Interest Expense, Net

Interest expense, net was $2.8 million and $2.4 million for the three months ended September 30, 2026 and 2025, respectively. The interest expense is primarily driven by borrowings under our debt facilities.

Income Taxes

The effective tax rate for the three months ended September 30, 2026 was negative 4.8% compared to 119.6% for the three months ended September 30, 2025. The difference between the effective tax rate and the statutory tax rate of 21.0% for the three months ended September 30, 2026, is primarily attributable to goodwill impairment, research and development credits (R&D), and foreign tax credits, offset by state and foreign income taxes. The difference between the effective tax rate and the statutory tax rate of 21.0% for the three months ended September 30, 2025, is primarily due to the impact of state income taxes and stock-based compensation.

Nine months ended September 30, 2026 compared to the nine months ended September 30, 2025

Revenue and gross profit for AerSale's two business segments for the nine months ended September 30, 2026 and 2025 were as follows:

(in thousands, except percentages)	Nine Months Ended September 30, 2026	2025	Percent Change
Revenue			
Asset Management Solutions			
Aircraft	$ 30,106	$ 26,018	15.7 %
Engine	100,708	128,661	(21.7)%
	130,814	154,679	(15.4)%
TechOps			
MRO services	76,542	70,535	8.5 %
Product sales	25,746	19,135	34.5 %
	102,288	89,670	14.1 %
Total	$ 233,102	$ 244,349	(4.6)%

(in thousands, except percentages)	Nine Months Ended September 30, 2026	2025	Percent Change
Gross Profit (loss)			
Asset Management Solutions			
Aircraft	$ 8,259	$ 9,278	(11.0)%
Engine	36,701	43,114	(14.9)%
	44,960	52,392	(14.2)%
TechOps			
MRO services	(80)	15,046	(100.5)%
Product sales	10,833	7,350	47.4 %
	10,753	22,396	(52.0)%
Total	$ 55,713	$ 74,788	(25.5)%

Total revenue for the nine months ended September 30, 2026 decreased $11.2 million, or 4.6%, compared to the nine months ended September 30, 2025, driven by a decrease of $23.9 million, or 15.4%, in revenue within Asset Management Solutions, partially offset by an increase of $12.6 million, or 14.1%, in revenue within TechOps.

Asset Management Solutions

Revenue in the Asset Management Solutions segment decreased $23.9 million or 15.4%, to $130.8 million for the nine months ended September 30, 2026, due to a $28.0 million, or 21.7%, decrease in revenue from Engine; offset by a $4.1 million, or 15.7%, increase in revenue from Aircraft. The decrease in Engine revenue is primarily attributable to lower activity in the PW4000 and CF6-80 product lines due to lower Flight Equipment sales of $20.7 million and lower USM sales of $13.4 million, partly offset by higher leasing revenue in the amount of $6.1 million. The increase in Aircraft revenue is primarily attributable to increased leasing activity of our B757 freighters in the amount of $3.3 million and higher USM sales of $1.1 million, partially offset by lower unserviceable Flight Equipment sales.

Cost of sales in Asset Management Solutions decreased $16.4 million, or 16.1%, to $85.9 million for the nine months ended September 30, 2026, compared to the prior year period. The decrease in cost of sales was primarily driven by the revenue decrease noted above. Gross profit in the Asset Management Solutions segment decreased $7.4 million, or 14.2%, to $45.0 million for the nine months ended September 30, 2026, compared to the nine months ended September 30, 2025. The gross profit decrease is mainly attributable to lower Flight Equipment sales, as well as lower USM sales for the nine months ended September 30, 2026.

Aircraft gross profit margin decreased to 27.4% for the nine months ended September 30, 2026, from 35.7% for the nine months ended September 30, 2025, due to lower USM margins as a result of fluctuations in product mix. Engine gross profit margin was 36.4% for the nine months ended September 30, 2026, an increase from 33.5% for the nine months ended September 30, 2025, which was primarily due to changes in our revenue mix, mainly from higher leasing revenue which, historically, tends to generate higher margins.

TechOps

Our revenue from TechOps increased by $12.6 million, or 14.1%, to $102.3 million for the nine months ended September 30, 2026, compared to the prior year period. The increase was primarily driven by higher volume in our heavy MROs, as our Millington, Tennessee facility became fully operational during the current year period, as well as higher Engineered Solutions product sales.

Cost of sales in TechOps increased $24.3 million, or 36.1%, to $91.5 million for the nine months ended September 30, 2026, compared to the prior year period, driven by the higher revenue discussed above. Gross profit in TechOps decreased $11.6 million, or 52.0%, for the nine months ended September 30, 2026, compared to the nine months ended September 30, 2025, driven by lower margin generated from our heavy MROs, as a result of higher labor costs, which include non-recurring hiring and training expenses associated with the return to service of Millington, Tennessee, as well as higher overhead and unused capacity at our facility in Hialeah Gardens, Florida. Gross profit margin decreased to 10.5% for the nine months ended September 30, 2026 compared to 25.0% for the nine months ended September 30, 2025, and was largely attributable to lower margins on service revenue of negative 0.1% for the nine months ended September 30, 2026 compared to 21.3% for the prior year period, driven by gross profit reduction from our heavy MROs noted above.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased $4.0 million, or 6.1%, to $62.0 million for the nine months ended September 30, 2026, compared to the prior year period. The decrease was mainly related to lower sales commissions, lower legal fees, and lower rent expense in our AeroStructures business unit, which incurred rent expense for two locations in the 2025 period until the completion of its expanded Hialeah Gardens, Florida facility.

Change in Fair Value of Warrant Liability

We accounted for private warrants as a liability at their fair value, with changes in fair value recognized in our results from operations for the period. The fair value of our private warrants was determined using the Black-Scholes option pricing model. For the nine months ended September 30, 2025, we recorded a $0.1 million favorable change in fair value of warrant liability income. The Private Warrants expired unexercised during the year ended December 31, 2025.

Goodwill Impairment

Goodwill impairment was $13.4 million for the nine months ended September 30, 2026. No impairment was recorded during the nine months ended September 30, 2025.

During the three months ended September 30, 2026, the Company's stock price exhibited a sustained decrease, which management considered a triggering event indicating that the fair value of one or more of the Company's reporting units more likely than not was below its carrying value. Therefore, the Company performed a quantitative goodwill impairment assessment for the Asset Management Solutions and ACT reporting units as of September 30, 2026, which supported that the fair value for the ACT reporting unit exceeded its carrying value as of September 30, 2026. As such, the quantitative test for this reporting unit did not result in goodwill impairment.

For the Asset Management Solutions reporting unit, the impairment assessment indicated that the estimated fair value was lower than its carrying value. As a result, the Company recorded a non-cash goodwill impairment for the full amount of the Asset Management Solutions goodwill in the amount of $13.4 million in the nine months ended September 30, 2026.

Interest Expense, Net

Interest expense, net was $7.3 million for the nine months ended September 30, 2026 compared to $6.0 million for the nine months ended September 30, 2025. The increase was primarily related to higher outstanding borrowings under our debt facilities during the current year period compared to the prior period related to the timing of changes in working capital and feedstock acquisitions.

Income Taxes

The effective tax rate for the nine months ended September 30, 2026 was 7.5% compared to 35.7% for the nine months ended September 30, 2025. The difference between the effective tax rate and the statutory tax rate of 21.0% for the nine months ended September 30, 2026, is primarily attributable to goodwill impairment, research and development credits, the foreign derived deduction-eligible income (FDDEI) deduction, offset by state income taxes. The difference between the effective tax rate and the statutory tax rate of 21.0% for the nine months ended September 30, 2025, is primarily due to the impact of state income taxes and stock-based compensation.

Financial Position, Liquidity and Capital Resources

As of September 30, 2026, we had $3.9 million in cash and cash equivalents. We finance our growth through cash flows generated from operations and borrowings secured by our assets. We had $158.7 million outstanding under the Revolving Credit Agreement (as defined below) as of September 30, 2026, with $19.2 million of availability thereunder, subject to borrowing base limitations. We used cash in operations of $42.7 million for the nine months ended September 30, 2026, primarily for feedstock acquisition and improvements to flight equipment in preparation for sale or lease, and used cash in investing activities of $7.1 million for the nine months ended September 30, 2026.

We believe our equity base, internally generated funds, and existing availability under our debt facilities are sufficient to maintain our level of operations over the next twelve months. Any projections of future cash needs and cash flows beyond the next twelve months are subject to substantial uncertainty, but we believe our sources of liquidity, as discussed above, will be sufficient to meet our long-term cash requirements. The Company does not typically engage in long-term purchase commitments for the acquisition of feedstock; as a result, the Company has generally been able to manage its liquidity by managing the timing of its feedstock acquisitions so as to deploy funds when advantageous to the Company. However, if an event occurs that affects our ability to meet our capital requirements, our ability to continue to grow our asset base consistent with historical trends could be impaired and our future growth limited to that which can be funded from internally generated capital.

We may, from time to time, purchase our outstanding shares of common stock through cash purchases and/or exchanges for equity or debt, open-market purchases, privately negotiated transactions or otherwise, including, but not

limited to, privately negotiated transactions with certain stockholders who have rights to require us to file a registration statement covering shares of our common stock. Such purchases or exchanges, if any, will be upon such terms and at such prices as we may determine, and will depend on prevailing market conditions, our liquidity requirements, legal and regulatory considerations, contractual restrictions and other factors. Purchases, if any, will be funded through our available cash and cash equivalents. The amounts involved may be material.

On March 18, 2025, the Company repurchased, directly from a selling stockholder, 6,428,571 shares of the Company's common stock, par value $0.0001 per share, at a price of $7.00 per share for total consideration of $45.0 million.

Cash Flows—Nine months ended September 30, 2026 compared to the nine months ended September 30, 2025

Cash Flows from Operating Activities

Net cash used in operating activities was $42.7 million for the nine months ended September 30, 2026, compared to cash used of $34.3 million for the same period in 2025. The increase in cash deployed of $8.4 million was primarily due to lower results from operations and the timing of changes in working capital levels during the nine months ended September 30, 2026 compared to the prior year period.

Cash Flows from Investing Activities

Net cash used in investing activities was $7.1 million for the nine months ended September 30, 2026, compared to cash used of $5.4 million in the same period for 2025. The increase in cash used in investing activities for the nine months ended September 30, 2026 reflects that during the nine months ended September 30, 2025, we generated cash from the sale of assets versus none during the current year period.

Cash Flows from Financing Activities

Net cash provided by financing activities was $49.3 million for the nine months ended September 30, 2026, compared to cash provided of $40.3 million in the same period for 2025. Cash provided by financing activities during the nine months ended September 30, 2026 resulted from net borrowings under our Revolving Credit Agreement and CIBC Equipment Loan. Cash provided by financing activities during the nine months ended September 30, 2025 resulted from net borrowings under the Revolving Credit Agreement and CIBC Equipment Loan, offset by cash used in the repurchase of common stock.

Debt Obligations and Covenant Compliance

Wells Fargo Senior Secured Revolving Credit Facility

Effective July 25, 2023, we amended our revolving credit agreement (as amended, the "Revolving Credit Agreement") to increase our maximum commitments under the Revolving Credit Agreement to $180.0 million in the aggregate, expandable to $200.0 million, subject to conditions and the availability of lender commitments and borrowing base limitations, and to extend the maturity date to July 24, 2028, subject to certain conditions.

The maximum amount of such commitments available at any time for borrowings and letters of credit is determined according to a borrowing base calculation equal to the sum of eligible inventory and eligible accounts receivable reduced by the aggregate amount, if any, of trade payables of the loan parties, as defined in the Revolving Credit Agreement, and is subject to contractual restrictions. Extensions of credit under the Revolving Credit Agreement are available for working capital and general corporate purposes.

As of September 30, 2026, there was $158.7 million outstanding under the Revolving Credit Agreement and we had $19.2 million of availability thereunder, subject to borrowing base limitations. We were in compliance with our debt covenants for the Revolving Credit Agreement as of September 30, 2026.

CIBC Equipment Loan

On November 22, 2024, the Company entered into a property and equipment term loan (the "CIBC Equipment Loan") with a total advance commitment of $10.0 million for the purpose of financing capital expenditures on property and equipment. Advances made by the lender are convertible into term loans at the option of the lender at a rate of the Secured Overnight Financing Rate ("SOFR") plus 3.0% and have a maturity date of 36 months from the term loan conversion date. Advances under this loan are collateralized by the property and equipment it finances and require interest only payment until converted to a term loan, at which point, principal and interest payments are required.

Effective November 30, 2025, we amended the CIBC Equipment Loan to extend the term of the advance commitment until November 30, 2026 and reduce the total advance commitment to $2.5 million.

During the nine months ended September 30, 2026, the Company borrowed an additional $1.3 million and repaid $0.7 million under this facility. The balance outstanding under this facility is $2.9 million as of September 30, 2026.

We were in compliance with our debt covenants for the CIBC Equipment Loan as of September 30, 2026.

Off-Balance Sheet Arrangements and Contractual Obligations

We did not have any off-balance sheet arrangements as of September 30, 2026. Refer to Note Q – Leases, within our consolidated annual financial statements in our 2025 Form 10-K for a summary of our non-cancelable contractual obligations under operating leases.

Critical Accounting Policies and Estimates

The preparation of the condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States ("U.S. GAAP") requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. A summary of our critical accounting estimates is included in Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the 2025 Form 10-K. We continually review these estimates and their underlying assumptions to ensure they are appropriate for the circumstances. Changes in the estimates and assumptions we use could have a material impact on our financial results. During the nine months ended September 30, 2026, there were no material changes in our critical accounting estimates and policies.

ITEM 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business, we are subject to market risks. Market risk represents the risk of loss that may impact our financial position due to adverse changes in financial market prices and sales. Our exposure to market risk includes fluctuating interest rates and changes in foreign exchange rates.

Interest Rate Risk

We are exposed to the risk that our earnings and cash flows could be adversely impacted by fluctuations in interest rates associated with borrowings under our Revolving Credit Agreement and the CIBC Equipment Loan, which have variable interest rates tied to the Secured Overnight Financing Rate. As of September 30, 2026, we had $158.7 million outstanding variable rate borrowings under the Revolving Credit Agreement and $2.9 million outstanding variable rate borrowings under the CIBC Equipment Loan. A ten percent increase in the average interest rate affecting our variable rate debt outstanding as of September 30, 2026 would increase our interest expense by $0.6 million for the nine months ended September 30, 2026.

Foreign Currency Exchange Risk

We primarily use the U.S. dollar as our functional currency in all markets in which we operate in order to reduce our foreign currency market risk. Only general office expense and payroll transactions for our international locations are denominated in local currency. A hypothetical ten percent devaluation of the U.S. dollar against foreign currencies would not have had a material impact on our financial position or results of operations as of and for the three and nine months ended September 30, 2026.

ITEM 4 CONTROLS AND PROCEDURES

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of September 30, 2026.

Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2026.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

From time to time the Company is subject to litigation incidental to the operation of the business. The Company intends to vigorously defend all matters in which the Company is named as a defendant, and, for insurable losses, maintain significant levels of insurance to protect against adverse judgments, claims or assessments that may affect the Company. Although the adequacy of existing insurance coverage of the outcome of any legal proceedings cannot be predicted with certainty, based on the current information available, the Company does not believe the ultimate liability associated with known claims or litigation, if any, in which the Company is involved will materially affect the Company’s consolidated financial condition or results of operations.

ITEM 1A RISK FACTORS

There are no material changes in the information reported under Part I – Item 1A “Risk Factors” contained in the 2025 Form 10-K.

ITEM 2 UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4 MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5 OTHER INFORMATION

Rule 10b5-1 Plan Adoptions or Terminations

During the quarter ended September 30, 2026, no director or officer adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as such terms are defined under Item 408 of Regulation S-K).

ITEM 6 EXHIBITS

The following is a list of exhibits filed as part of this Quarterly Report on Form 10-Q.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/ Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
2.1	Plan of Conversion of AerSale Corporation.	8-K	001-38801	2.1	09/25/2026	
3.1	Certificate of Formation of AerSale Corporation.	8-K	001-38801	3.1	09/25/2026	
3.2	Bylaws of AerSale Corporation.	8-K	001-38801	3.2	09/25/2026	
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a), under the Securities Exchange Act of 1934, as amended.					*
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a), under the Securities Exchange Act of 1934, as amended.					*
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.					**
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.					**
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					*
101.SCH	Inline XBRL Taxonomy Extension Schema Document.					*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.					*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.					*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.					*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.					*

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed/ Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
104	Cover Page Interactive Data File (formatted as Inline XBRL with applicable taxonomy extension information contained in Exhibit 101*).					*

* Filed herewith
** Furnished herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AerSale Corporation

Date: November 6, 2026

By: /s/ Nicolas Finazzo
Nicolas Finazzo
Chairman, Chief Executive Officer, and Director
(*Principal Executive Officer*)

Date: November 6, 2026

By: /s/ Martin Garmendia
Martin Garmendia
Chief Financial Officer and Treasurer
(*Principal Financial and Accounting Officer*)

Exhibit 31.1

CERTIFICATION

I, Nicolas Finazzo, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AerSale Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By:

Date: November 6, 2026

/s/ Nicolas Finazzo

Nicolas Finazzo

Chairman, Chief Executive Officer, and Director

(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Martin Garmendia, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of AerSale Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2026

By: /s/ Martin Garmendia

Martin Garmendia
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of AerSale Corporation (the "Company") for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nicolas Finazzo, Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By:

Date: November 6, 2026 /s/ Nicolas Finazzo

Nicolas Finazzo
Chairman, Chief Executive Officer, and Director
(Principal Executive Officer)

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of AerSale Corporation (the "Company") for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martin Garmendia, Chief Financial Officer and Treasurer of the Company, hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2026

By: /s/ Martin Garmendia

Martin Garmendia
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)