

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

**Form CB**

**TENDER OFFER/RIGHTS OFFERING NOTIFICATION FORM**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	<input type="checkbox"/>
Securities Act Rule 802 (Exchange Offer)	<input type="checkbox"/>
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	<input type="checkbox"/>
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	<input checked="" type="checkbox"/>
Exchange Act Rule 14e-2(d) (Subject Company Response)	<input type="checkbox"/>
Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)	<input type="checkbox"/>

**Note:** Regulation S-T Rule 101(b)(8) only permits the filing or submission of a Form CB in paper by a party that is not subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act.

**LATAM Airlines Group S.A.**  
(Name of Subject Company)

Not Applicable  
(Translation of Subject Company's Name into English (if applicable))

Republic of Chile  
(Jurisdiction of Subject Company's Incorporation or Organization)

Delta Air Lines, Inc.  
(Name of Person(s) Furnishing Form)

Shares of Common Stock  
(Title of Class of Subject Securities)

Not Applicable  
(CUSIP Number of Class of Securities (if applicable))

Juan Carlos Mencia  
LATAM Airlines Group S.A.  
Presidente Riesco 7561114, 20<sup>th</sup> Floor  
Las Condes, Santiago  
Chile  
Telephone: +56 22 565 3953  
(Name, Address (including zip code) and Telephone Number (including area code)  
of Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

Copies to:

**Peter Carter**  
Executive Vice President & Chief Legal Officer  
Delta Air Lines, Inc.  
1030 Delta Boulevard  
Atlanta, GA 30354  
Telephone: +1 404 715 2600

**Sergio Galvis**  
Werner Ahlers  
Sullivan & Cromwell LLP  
125 Broad Street  
New York, NY 10004  
Telephone: +1 212 558 4000

November 27, 2019  
(Date Tender Offer/Rights Offering Commenced)

## PART I - INFORMATION SENT TO SECURITY HOLDERS

### Item 1. Home Jurisdiction Documents

- (a) The following documents are attached as an exhibit to this Form CB:
  - (i) English translation of the Prospectus, dated November 27, 2019.
  - (ii) English translation of the Notice of Commencement, originally published in Spanish in the online newspapers *La Nación* and *El Libero* on November 26, 2019.
  - (iii) Notice to U.S. Stockholders of LATAM Airlines Group S.A.
  - (iv) ADS Letter of Transmittal.
  - (v) Summary newspaper advertisement published in the *Wall Street Journal* on November 27, 2019.
- (b) Not applicable.

### Item 2. Informational Legends

Not applicable.

## PART II - INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

- (1) Not applicable.
- (2) Not applicable.
- (3) Not applicable.

**PART III - CONSENT TO SERVICE OF PROCESS**

Not applicable.

#### **PART IV - SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**Delta Air Lines, Inc.**

/s/Peter Carter

\_\_\_\_\_  
Name: Peter Carter

Title: Executive Vice President & Chief Legal Officer  
(Name and Title)

November 27, 2019  
(Date)

## Exhibit Index

Exhibit No.	Description
1(a)(i)	<a href="#"><u>English translation of the Prospectus, dated November 27, 2019.</u></a>
1(a)(ii)	<a href="#"><u>English translation of the Notice of Commencement, originally published in Spanish in the online newspapers <i>La Nación</i> and <i>El Libero</i> on November 26, 2019.</u></a>
1(a)(iii)	<a href="#"><u>Notice to U.S. Stockholders of LATAM Airlines Group S.A.</u></a>
1(a)(iv)	<a href="#"><u>ADS Letter of Transmittal.</u></a>
1(a)(v)	<a href="#"><u>Summary newspaper advertisement published in the <i>Wall Street Journal</i> on November 27, 2019.</u></a>

**This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer (as defined below) is not being made to, nor will tenders be accepted from or on behalf of, holders of LATAM shares or ADSs (as defined below) in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, the Offeror may, in its sole discretion, take such action as it may deem necessary to extend the Offer to holders of LATAM shares and/or ADSs in any such jurisdiction.**

**Holders of LATAM shares or ADSs in the United States should read the Notice to U.S. Stockholders of LATAM Airlines Group S.A.**

**This Prospectus is a free translation to English, prepared only for the convenience of the reader, of the Prospectus published in the Republic of Chile in Spanish. The original Spanish version shall prevail in case of any discrepancy with this free translation to English.**

---

---

# PROSPECTUS

---

## TENDER OFFER TO ACQUIRE UP TO 20% OF THE OUTSTANDING SHARES

OF

### **LATAM AIRLINES GROUP S.A.**

A PUBLICLY HELD CORPORATION REGISTERED IN THE SECURITIES REGISTRY UNDER N° 306

BY

### **DELTA AIR LINES, INC.**

A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE, UNITED STATES OF AMERICA

DELTA AIR LINES, INC. OFFERS TO PURCHASE UP TO 20% OF THE SHARES OF LATAM AIRLINES GROUP S.A. AT A PRICE OF US\$16.00 (SIXTEEN UNITED STATES DOLLARS, HEREINAFTER “DOLLARS” OR INDIVIDUALLY “DOLLAR” OR “US\$”) PER SHARE, ON THE TERMS AND CONDITIONS INDICATED IN THIS PROSPECTUS AND IN THE NOTICE OF COMMENCEMENT.



Manager of the Offer

### **SANTANDER CORREDORES DE BOLSA LIMITADA**

This prospectus has been prepared by Santander Corredores de Bolsa Limitada together with Delta Air Lines, Inc., in order to provide general information on the offer described herein, so that each of the shareholders of LATAM Airlines Group S.A. can independently evaluate and decide on the convenience of participating therein.

The information used in the preparation of this prospectus has been obtained from public sources and from the companies to which it refers, without any independent verification by Santander Corredores de Bolsa Limitada or by Delta Air Lines, Inc., and thus they assume no responsibility therefor. The terms and conditions of the offer are contained in the tender offer notice of commencement for the purchase of shares of LATAM Airlines Group S.A. published in *La Nación* ([www.lanacion.cl](http://www.lanacion.cl)) and *El Libero* ([www.ellibero.cl](http://www.ellibero.cl)) online newspapers on November 26<sup>th</sup>, 2019, as well as in this prospectus.

Should you have any queries after reading this prospectus, or should you require additional information regarding the terms and conditions of the offer, please contact Santander Corredores de Bolsa Limitada, at +56 2 2320 3301, or at [corredora@santander.cl](mailto:corredora@santander.cl) or at the offices located at Isidora Goyenechea N° 2800, floor 40, Las Condes, Santiago, Metropolitan Region, Chile.

---

SANTIAGO, NOVEMBER 26, 2019

---

## INDEX

1.	<a href="#"><u>SUMMARY OF THE OFFER</u></a>	4
2.	<a href="#"><u>IDENTIFICATION OF THE OFFEROR</u></a>	5
3.	<a href="#"><u>IDENTIFICATION OF THE CONTROLLER OF THE OFFEROR</u></a>	7
4.	<a href="#"><u>BUSINESS AND FINANCIAL INFORMATION OF THE OFFEROR</u></a>	8
5.	<a href="#"><u>PRIOR RELATIONS BETWEEN THE COMPANY AND THE OFFEROR</u></a>	12
6.	<a href="#"><u>PURPOSE OF THE OFFER AND BUSINESS PLANS</u></a>	12
7.	<a href="#"><u>CHARACTERISTICS OF THE OFFER</u></a>	13
8.	<a href="#"><u>PRICE AND TERMS OF PAYMENT</u></a>	15
9.	<a href="#"><u>PROCEDURE FOR ACCEPTING THE OFFER</u></a>	16
10.	<a href="#"><u>GROUND FOR NOT CONSUMMATING THE OFFER</u></a>	18
11.	<a href="#"><u>WITHDRAWAL RIGHTS</u></a>	20
12.	<a href="#"><u>FINANCING OF THE OFFER</u></a>	20
13.	<a href="#"><u>COLLATERAL</u></a>	20
14.	<a href="#"><u>MANAGER OF THE OFFER</u></a>	20
15.	<a href="#"><u>OFFEROR'S INDEPENDENT ADVISORS</u></a>	21
16.	<a href="#"><u>RISK FACTORS</u></a>	21
17.	<a href="#"><u>IMPACT OF THE OFFER ON THE SHARES</u></a>	21
18.	<a href="#"><u>MARKET PRICE AND DIVIDENDS</u></a>	22
19.	<a href="#"><u>LOCATION OF INFORMATION</u></a>	24
20.	<a href="#"><u>PUBLICATION OF NOTICES</u></a>	24
21.	<a href="#"><u>OTHER INFORMATION</u></a>	24



## 1. SUMMARY OF THE OFFER

DELTA AIR LINES, INC. (“Delta” or the “Offeror”), in accordance with the provisions of article 202 of the Law N° 18,045 on Securities Market (the “Securities Market Law”) and the provisions of the Norma de Carácter General N° 104 of the *Comisión para el Mercado Financiero* (the “CMF”), published in *La Nación* and *El Líbero* online newspapers, on November 26, 2019, the notice of commencement (the “Notice of Commencement”) of a tender offer to acquire up to 20% of the issued, subscribed and paid-in shares of the publicly held corporation LATAM Airlines Group S.A. (“LATAM” or the “Company”), tax ID N° 89.862.200-2, registered in the CMF’s Securities Register under N° 306.

This document is the prospectus (the “Prospectus”) required by article 203 of the Securities Market Law, which contains the terms and conditions of the Offer and establishes the procedures and mechanisms under which LATAM shareholders may agree to tender their shares to the Offeror.

It is the Offeror’s intention to acquire up to 121,281,538 out of a total of 606,407,693 LATAM shares, representing 20% of the total issued, subscribed and paid-in LATAM shares as of this date (the “Offer” or the “OPA”), at a price of US\$16.00 per each share validly tendered to the Offeror (and for which no right of withdrawal has been exercised), payable in accordance with the terms indicated in Section 8 (“*Price and terms of payment*”) of this Prospectus.

In the event that the number of tendered shares, including those represented by American Depositary Shares (“ADS”), exceeds 20% of the total issued, subscribed and paid-in LATAM shares, the Offeror will purchase the tendered shares on a *pro rata* basis from each of the tendering shareholders, applying the apportionment factor described in Section 7.4 (“*Pro-rata mechanism*”) of this Prospectus.

The Offer has an effective term of 30 calendar days, starting on November 27, 2019 and expiring on December 26, 2019. Both the first and the last day of such term, including its extension, will begin at 9:30 AM and will end at 4:00 PM (the “Opening and Closing Hours of the Stock Market”).

The Offeror has the right to extend the term of the Offer, as established in article 205 of the Securities Market Law. For the purpose of this Prospectus, the term “Expiration Date” shall refer to December 26, 2019 and, in case of an extension of the term of the Offer, the last day of such extension.

The Offeror does not seek to obtain control of LATAM by means of this OPA, which means that a control premium is not included herein. Nonetheless, the price per share of the OPA considers a premium of 80.51% with respect to the closing price for each share in the Santiago Stock Exchange, on September 25, 2019 (US\$8.86 per share, considering an exchange rate of \$721.92 pesos, national currency, per Dollar, which is the *Dólar Observado* exchange rate published on September 25, 2019 in the Official Gazette), which is the trading business day prior to the date on which the Framework Agreement was announced to the public through the disclosure by LATAM of an *hecho esencial* (essential information disclosure) sent to the CMF.

The Offeror shall communicate the result of the Offer, by means of notices that will be published in the online newspapers *La Nación* and *El Líbero* on the third day following the Expiration Date, in accordance with article 212 of the Securities Market Law and the instructions from the CMF (the “Notice of Result”).

If the Offer is successful, the Notice of Result will contain the total number of shares tendered and acquired by the Offeror, and the percentage of ownership that the Offeror will obtain as a result of the Offer.

## 2. IDENTIFICATION OF THE OFFEROR

**2.1.** Legal background. Delta Air Lines, Inc., Chilean tax ID N° 59.288.750-9, is a corporation organized and validly existing under the laws of the State of Delaware, United States of America, incorporated in said state on March 16, 1967, and domiciled at 1030 Delta Boulevard, Atlanta, Georgia 30354-1989, United States of America.

For the purpose of this OPA, the domicile of the Offeror shall be Cerro El Plomo, N° 5680, office N° 1802, Las Condes, Santiago, Metropolitan Region, Chile.

The business purpose of the Offeror is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law including, in particular, providing scheduled air transportation for passengers and cargo throughout the United States of America and around the world.

The Offeror is not a company subject to the supervision of the CMF.

**2.2.** Management of the Offeror. The members of the board of directors of the Offeror, all of which are domiciled for the purpose of this Offer at 1030 Delta Boulevard, Atlanta, Georgia 30354-1989, United States of America, are the following:

Name	Chilean Taxpayer Registration No	Position
Edward H. Bastian	N/A	Director
Francis S. Blake	N/A	Chairman of the Board
Daniel A. Carp	N/A	Director
Ashton B. Carter	N/A	Director
David G. Dewalt	N/A	Director
William H. Easter III	N/A	Director
Christopher A. Hazleton	N/A	Director
Michael P. Huerta	N/A	Director
Jeanne P. Jackson	N/A	Director
George N. Mattson	N/A	Director
Sergio A. L. Rial	N/A	Director
David S. Taylor	N/A	Director
Kathy N. Waller	N/A	Director

Moreover, the members of the senior management of the Offeror, all of which are domiciled for the purpose of this Offer at 1030 Delta Boulevard, Atlanta, Georgia 30354-1989, United States of America, are the following:

Name	Chilean Taxpayer Registration No	Position
Edward H. Bastian	N/A	Chief Executive Officer
Peter W. Carter	N/A	Executive Vice President – Chief Legal Officer
Glen W. Hauenstein	N/A	President
Paul A. Jacobson	N/A	Executive Vice President – Chief Financial Officer
William P. Lentsch	N/A	Executive Vice President – Flying/Air Operations
Rahul Samant	N/A	Executive Vice President – Chief Information Officer
Steven M. Sear	N/A	President, International and Executive Vice President – Global Sales
Joanne D. Smith	N/A	Executive Vice President – Chief People Officer
W. Gil West	N/A	Senior Executive Vice President – Chief Operating Officer

**2.3.** Interest/Ownership in other companies. The Offeror participates in the ownership of the companies mentioned in Section 2.4 (“*Related parties or affiliates of the Offeror*”) of this Prospectus.

The Offeror does not participate, directly or indirectly, in the ownership of any companies that are incorporated in Chile or under the supervision of the CMF.

**2.4.** Related parties or affiliates of the Offeror.

The Offeror’s related parties, pursuant to the provisions of article 100 of the Securities Market Law, are the following:

(a) The following *filiales* or subsidiaries of Delta, pursuant to the definition of “*filial*” in Law N° 18,046:

Ø Delta Air Lines and Pan American World Airways Unterstutzungskasse GMBH (Germany);

Ø New Sky, Ltd. (Bermuda);

Ø Aero Assurance Ltd.; Air4 Passenger Services Systems, LLC; Delta Flight Products, LLC; Delta Gift Cards, Inc.; Delta India Investments I, LLC; Delta India Investments II, LLC; Delta Material Services, LLC; Delta Private Jets, Inc.; Delta Professional Services, LLC; Delta Receivables, LLC; Delta Sky Club, Inc.; Delta Vacations, LLC; DL International Enterprises, LLC; DL Investment Partners, LP; Endeavor Air, Inc.; Epsilon Trading, LLC; MIPC, LLC; Monroe Energy, LLC; Montana Enterprises, Inc.; Northwest Airlines, LLC; NW Red Baron LLC (United States of America);

- Ø DAL Europe C.V.; DAL Foreign Holdings, C.V.; TATL Services BV (the Netherlands);
  - Ø Delta Air Lines Private Limited (India);
  - Ø Delta Air Lines Dublin Limited (Ireland);
  - Ø DAL Leasing Limited; Delta International Aircraft Leasing Limited (Cayman Islands); and
  - Ø Delta TATL UK Limited (United Kingdom).
- (b) The following *coligantes* entities of Delta, pursuant to the definition of “*coligante*” in Law N° 18,046:
- Ø Berkshire Hathaway Inc. (United States of America); and
  - Ø Delta Master Executive Council (Delta MEC), the governing body of the Delta unit of the Air Line Pilots Association (ALPA), which has an agreement with Delta to designate one member of Delta’s board of directors.
- (c) The following *coligadas* entities of Delta, pursuant to the definition of “*coligada*” in Law N° 18,046:
- Ø AirCo Aviation Services, LLC; JFK IAT Member, LLC; Northwest Advanced Bio-Fuels LLC; Pretzel Perfection; Republic Airways Holdings Inc.; Technical Aviation Partners, LLC (United States of America);
  - Ø Hankin KAL Corp. (Japan);
  - Ø AM DL MRO JV, S.A.P.I. de C.V.; Grupo Aeroméxico S.A.B. de C.V. (Mexico); and
  - Ø Virgin Atlantic Limited UK (United Kingdom).
- (d) The directors and managers of the Offeror included in Section 2.2 (“*Management of the Offeror*”) above, and their spouses and relatives or their relatives to the second degree of consanguinity, as well as any entity controlled, directly or indirectly, by any of them.

### 3. IDENTIFICATION OF THE CONTROLLER OF THE OFFEROR

- 3.1. Controller of the Offeror. The Offeror’s ownership structure is dispersed, and it does not have a controller according to article 97 of the Securities Market Law.

3.2. Shareholders of the Offeror. To date, the main shareholders of the Offeror are:

- (a) Berkshire Hathaway Inc., a holding corporation registered under the laws of Delaware, United States of America, domiciled at 3555 Farnam Street, Omaha City, State of Nebraska, United States of America, holding 10.96% of the total share capital;
- (b) The Vanguard Group, an investment adviser registered under the laws of Pennsylvania, United States of America, domiciled at 100 Vanguard Boulevard, City of Malvern, State of Pennsylvania, United States of America, holding 7.51% of the total share capital; and
- (c) BlackRock, Inc., an investment management corporation registered under the laws of Delaware, United States of America, domiciled at 55 East 52nd Street, New York City, New York State, United States of America, owning 5.49% of the total share capital.

No individual or group of related persons holds more than 10.96% of the Offeror's total shares.

#### 4. **BUSINESS AND FINANCIAL INFORMATION OF THE OFFEROR**

4.1. Activities and business operations of the Offeror. Delta Air Lines, Inc. is a major passenger airline, providing scheduled air transportation for passengers and cargo throughout the United States of America and around the world. Delta's route network is centered around a system of significant hubs and key markets at airports in Amsterdam, Atlanta, Boston, Detroit, London-Heathrow, Los Angeles, Mexico City, Minneapolis-St. Paul, New York-LaGuardia, New York-JFK, Paris-Charles de Gaulle, Salt Lake City, São Paulo, Seattle, Seoul-Incheon and Tokyo. Each of these operations includes flights that gather and distribute traffic from markets in the geographic region surrounding the hub or key market to domestic and international cities and to other hubs or key markets. Delta's network is supported by a fleet of aircraft that is varied in size and capabilities, giving Delta flexibility to adjust aircraft to the network. Through its international joint ventures, its alliances with other foreign airlines, its membership in SkyTeam and agreements with multiple domestic regional carriers that operate as Delta Connection, Delta is able to bring choice to customers worldwide.

4.2. Financial information. The summarized consolidated financial information of the Offeror as of December 31, 2018 and as of December 31, 2017, respectively, is detailed below. This information has been prepared according to the generally accepted accounting principles in the United States of America ("US GAAP"), and based on the balance and audited income statement for each period, and is expressed in millions of Dollars:

Consolidated balance sheet	December 31, 2018	December 31, 2017
<b>Assets</b>		
<b>Current assets:</b>		
Cash and cash equivalents	1,565	1,814
Short-term investments	203	825
Accounts receivable, net of an allowance for uncollectible accounts of \$12 at December 31, 2018 and at December 31, 2017	2,314	2,377
Fuel inventory	592	916
Expendable parts and supplies inventories, net of an allowance for obsolescence of \$102 and \$113 at December 31, 2018 and at December 31, 2017, respectively	463	413
Prepaid expenses and other	1,203	1,459
Total current assets	6,340	7,804
<b>Noncurrent assets:</b>		
Property and equipment, net of accumulated depreciation and amortization of \$15,823 and \$14,097 at December 31, 2018 and at December 31, 2017, respectively	28,335	26,563
Operating lease right-of-use assets	5,994	-
Goodwill	9,781	9,794
Identifiable intangibles, net of accumulated amortization of \$862 and \$845 at December 31, 2018 and at December 31, 2017, respectively	4,830	4,847
Restricted cash for airport construction	1,136	-
Deferred income taxes, net	242	1,354
Other noncurrent assets	3,608	3,309
Total noncurrent assets	53,926	45,867
Total assets	60,266	53,671
<b>Liabilities and stockholders' equity</b>		
<b>Current liabilities:</b>		
Current portion of long-term debt and finance leases	1,518	2,242
Current portion of operating leases	955	-
Air traffic liability	4,661	4,364
Accounts payable	2,976	3,634
Accrued salaries and related benefits	3,287	3,022
Loyalty program deferred revenue	2,989	2,762
Fuel card obligation	1,075	1,067
Other accrued liabilities	1,117	1,868
Total current liabilities	18,578	18,959
<b>Noncurrent liabilities:</b>		
Long-term debt and finance leases	8,253	6,592
Pension, postretirement and related benefits	9,163	9,810
Loyalty program deferred revenue	3,652	3,559
Noncurrent operating leases	5,801	-
Other noncurrent liabilities	1,132	2,221
Total noncurrent liabilities	28,001	22,182
<b>Stockholders' equity:</b>		
Common stock at \$0.0001 par value; 1,500,000,000 shares authorized, 688,136,306 and 714,674,160 shares issued at December 31, 2018 and at December 31, 2017, respectively	-	-
Additional paid-in capital	11,671	12,053
Retained earnings	10,039	8,256
Accumulated other comprehensive loss	(7,825)	(7,621)
Treasury stock, at cost, 8,191,831 and 7,476,181 shares at December 31, 2018 and at December 31, 2017, respectively	(198)	(158)
Total stockholders' equity	13,687	12,530
Total liabilities and stockholders' equity	60,266	53,671

Consolidated statements of operations	December 31, 2018	December 31, 2017
<b>Operating revenue:</b>		
Passenger	39,755	36,947
Cargo	865	744
Other	3,818	3,447
Total operating revenue	44,438	41,138
<b>Operating expense:</b>		
Salaries and related costs	10,743	10,058
Aircraft fuel and related taxes	9,020	6,756
Regional carriers expense, excluding fuel	3,438	3,466
Depreciation and amortization	2,329	2,222
Contracted services	2,175	2,108
Passenger commissions and other selling expenses	1,941	1,827
Ancillary businesses and refinery	1,695	1,495
Landing fees and other rents	1,662	1,501
Aircraft maintenance materials and outside repairs	1,575	1,591
Profit sharing	1,301	1,065
Passenger service	1,178	1,123
Aircraft rent	394	351
Other	1,723	1,609
Total operating expense	39,174	35,172
<b>Operating income</b>	5,264	5,966
<b>Non-operating expense:</b>		
Interest expense, net	(311)	(396)
Unrealized gain/(loss) on investments, net	14	-
Miscellaneous, net	184	(70)
Total non-operating expense, net	(113)	(466)
<b>Income before income taxes</b>	5,151	5,500
<b>Income tax provision</b>	(1,216)	(2,295)
<b>Net income</b>	3,935	3,205
<b>Basic earnings per share</b>	5.69	4.45
<b>Diluted earnings per share</b>	5.67	4.43
<b>Cash dividends declared per share</b>	1.31	1.02

Based on the balance sheet and income statements for the periods ending on December 31, 2018 and on December 31, 2017, the liquidity, indebtedness and profitability ratios of the Offeror are as follows:

Ratios	December 31, 2018	December 31, 2017
<b>Liquidity ratios</b>		
Current liquidity (current assets / current liabilities)	0.3	0.4
Quick ratio (funds available / current liabilities) <sup>(1)</sup>	0.2	0.3
<b>Indebtedness ratios</b>		
Debt ratio (total liabilities / equity)	3.4	3.3
Short-term debt on Total debt <sup>(2)</sup>	34%	38%
Financial expense coverage (Operating income / Interest expense)	16.9	15.1
<b>Profitability ratios</b>		
Return on equity <sup>(3)</sup>	30.0%	25.8%
Return on assets <sup>(4)</sup>	6.9%	6.1%

(1) Available Funds estimated as Cash and Cash Equivalents and Accounts Receivable.

(2) Debt includes debt and finance leases, accounts payable, accrued salaries and benefits for employees, and post-employment benefits and pensions.

(3) Return on equity calculated as net income over average stockholder's equity.

(4) Return on assets calculated as net income over average assets.

**4.3.** Credit ratings. Delta's latest credit rating is "BBB-" with a stable forecast by Standard & Poor's; "Baa3" with a stable forecast by Moody's; and "BBB-" with a stable forecast by Fitch Ratings.

**4.4.** Securities of the Offeror. The Offeror does not have any securities listed on any Chilean stock market.

The stock market on which the Offeror's common shares are traded is the New York Stock Exchange (NYSE: DAL).



5. **PRIOR RELATIONS BETWEEN THE COMPANY AND THE OFFEROR**

- 5.1. Shareholding interest. The Offeror does not own LATAM's shares nor does it participate in any way in its management.
- 5.2. Relevant relationships. The Offeror does not have nor has it had in the past any relevant relationships with the majority direct or indirect shareholders, or controllers of LATAM, or their related persons.
- 5.3. Prior contacts. On June 29, 2019, executives of the Offeror and LATAM held a first meeting in which they engaged in preliminary discussions over a potential transaction between both parties.

On July 11, 2019, the Offeror and LATAM executed a confidentiality agreement to begin exchanging confidential information and advance discussions regarding a potential strategic alliance between the two parties, including the Offeror's tender offer for LATAM's shares.

Between July 11, 2019 and September 26, 2019, the parties and their advisors engaged in a series of telephonic and in-person meetings to advance discussions and negotiations regarding the strategic alliance and the OPA.

On September 26, 2019, the Company and the Offeror signed a framework agreement (the "Framework Agreement"), pursuant to which the Offeror, subject to the satisfaction of certain conditions indicated therein, agreed to commence a tender offer for the acquisition of up to 20% of the issued and outstanding shares of LATAM at a price of US\$16.00 per share.

Pursuant to the Framework Agreement, the parties agreed to create, subject to regulatory approvals, a strategic alliance between Delta and LATAM on non-stop routes between the United States of America and Canada, and the countries of South America which have open skies agreements with the United States of America, and on the connections of such routes (the "Strategic Alliance"). The Strategic Alliance includes the joint design of networks, cargo operations, and reciprocal shared codes.

The Framework Agreement also includes the payment of US\$350 million by Delta to LATAM in order to compensate for the costs that LATAM has to incur during the transition period until the implementation of the Strategic Alliance, notwithstanding that in the event that such costs are higher than the said amount for extraordinary reasons, both parties are required to negotiate in good faith any potential additional payments that may apply. The payment of US\$350 million is not subject to the successful implementation of the Strategic Alliance. Out of said amount, US\$150 million was paid on September 30, 2019. The remaining balance will be paid in eight quarterly installments of US\$25 million each from March 31, 2020 onwards.

The Framework Agreement includes the signing of an aircraft purchase contract, under which Delta will acquire a certain number of used aircraft from LATAM. In addition, LATAM will assign to Delta its contractual position as purchaser in certain contracts for the sale of aircraft signed with Airbus SAS.

LATAM informed the CMF of the execution of the Framework Agreement as an *hecho esencial* on September 26, 2019.

6. **PURPOSE OF THE OFFER AND BUSINESS PLANS**

- 6.1. General purposes of the Offer. The general objective of the Offeror is to acquire up to 121,281,538 shares of LATAM, equivalent to 20% of the issued, subscribed and paid-in shares of the Company.

It is hereby stated that this Offer is extended on a voluntary basis (that is, not required by law) and that the Offeror does not seek to obtain control of LATAM.

6.2. Business plans. Considering that the Offeror does not seek to obtain control of LATAM, the Prospectus does not include the projected business plan for the next 12 months for LATAM and its subsidiaries.

6.3. Agreements with shareholders. Delta does not have any agreements with shareholders of the Company, nor does it have a commitment to negotiate with them in the future.

## 7. CHARACTERISTICS OF THE OFFER

7.1. Amount of the Offer. The total value of the transaction is US\$1,940,504,608 in the event that 121,281,538 shares, representing 20% of the currently issued, subscribed and paid-in shares of the Company, is acquired at a purchase price of US\$16.00 per share of the Company.

In the event that the number of tendered shares is less than this amount, the total amount of the transaction will be the result of multiplying said number of shares by the price per share offered in the Offer.

7.2. Shares targeted by the Offer. This Offer for the acquisition of shares is made for 20% of the Company's shares (including those represented by ADS), which as of the date of publication of the Notice of Commencement amounts to 121,281,538 issued, subscribed and paid-in shares of LATAM.

7.3. Offer in other markets. The Offer is extended in Chile.

There is no separate tender offer being made in the United States of America to acquire shares represented by ADS. Nonetheless, for the purpose of acquiring shares held by U.S. holders, including those represented by ADS, which represent approximately 2.8% of the issued, subscribed and paid-in shares of LATAM, this Offer is communicated in the United States of America under the exemption to certain requirements of *Regulation 14D* and *Regulation 14E* of the *US Securities Exchange Act of 1934*, and its amendments, as set forth in Rule 14d-1(c) therein. The procedures for holders of ADS to tender into the Offer are set forth in greater detail in the U.S. supplement to this Prospectus, to be filed on Form CB by Delta with the Securities and Exchange Commission of the United States of America substantially simultaneously with the submission of this Prospectus (the "U.S. Supplement"). To this end, Delta will hire Equiniti Trust Company, which will act as the ADS receiving agent (the "ADS Receiving Agent").

7.4. Pro-rata mechanism. In the event that the number of tendered shares, considering both LATAM's common shares as well as those represented by ADS, exceeds 20% of the issued, subscribed and paid-in shares of LATAM, the Offeror will purchase the tendered shares on a *pro rata* basis from each of the accepting shareholders, applying the prorating factor resulting from dividing the number of shares offered to be acquired by the Offeror (121,281,538 LATAM shares) by the sum of (i) the aggregate number of shares tendered by LATAM shareholders in this Offer; and (ii) the aggregate number of shares represented by ADS tendered by ADS holders in accordance with the procedure described in greater detail in the U.S. Supplement to this Prospectus. Therefore, in such a case, the number of shares to be acquired from each shareholder that tenders its shares in the Offer shall be equal to the result of multiplying the number of shares tendered by such shareholder and the factor resulting from the formula described above.

In turn, the acquisition will be made only for the whole number (integer) of shares resulting from the formula described above.

7.5. Conditions to the Success of the Offer. THE OFFER IS SUBJECT TO THE CONDITION THAT THE OFFEROR ACQUIRES A MINIMUM OF 90,961,154 LATAM SHARES, CORRESPONDING TO 15% OF THE TOTAL ISSUED, SUBSCRIBED AND PAID-IN SHARES OF THE COMPANY, PROVIDED THE OFFEROR MAY WAIVE THIS CONDITION AS IT IS ESTABLISHED IN ITS SOLE BENEFIT.

NOTWITHSTANDING THE ABOVE, THE OFFER IS SUBJECT TO THE OBJECTIVE GROUNDS FOR NOT CONSUMMATING THE OFFER DESCRIBED IN SECTION 10 (“*GROUND FOR NOT CONSUMMATING THE OFFER*”) OF THIS PROSPECTUS.

7.6. Effective term of the Offer. The Offer has an effective term of 30 calendar days, starting on November 27, 2019 and expiring on the Expiration Date. Both the first and the last day of the term will begin and end in the Opening and Closing Hours of the Stock Market.

The Offeror has the right to extend the effective term of the offer, as expressly established by article 205 of the Securities Market Law. If the Offeror extends the term of the Offer, it must communicate said extension by means of a notice that will be published no later than the day before the original Expiration Date, in the online newspapers *La Nación* and *El Líbero*.

7.7. Notice of result of the Offer. The Offeror will communicate the Notice of Result of the Offer by means of notices that will be published in the same newspapers in which the Notice of Commencement was published, that is, in the online newspapers *La Nación* and *El Líbero*, on the third day from the Expiration Date, in accordance with article 212 of the Securities Market Law and the instructions from the CME.

In case the Offer is successful, the Notice of Result will contain the total number of tendered shares and acquired by the Offeror, and the percentage of ownership of LATAM reached through the Offer.

7.8. Offerees. The Offer is addressed to all shareholders of LATAM who hold fully subscribed and paid-in shares of the Company during the term of the Offer, including the holders of shares represented by ADS.

Such shareholders must comply with Section 9 (“*Procedure for accepting the Offer*”) of this Prospectus.

7.9. Materialization system of the transaction. The operation will be conducted over the counter (outside of the stock market), in accordance with the rules and procedures established for it, using the computer system developed, maintained and operated by the Santiago Stock Exchange, available in its trading terminals from Monday to Friday, excluding holidays, within the Opening and Closing Hours of the Stock Market, from November 27, 2019 until the Expiration Date.

Shareholders who wish to tender their shares to the Offeror pursuant to this Offer must submit their acceptances within the effective term of the Offer, including its extension, in the manner indicated in Section 9 (“*Procedure for accepting the Offer*”) of this Prospectus. Holders of ADS should refer to the procedures with respect to tendering of ADS as set forth in Section 9.3 (“*Procedure for tendering ADS in the Offer*”) of this Prospectus, which are described in greater detail in the U.S. Supplement to this Prospectus.

Once the documentation indicated in Section 9 (“*Procedure for accepting the Offer*”) of this Prospectus has been received and reviewed, the Offeror or the Manager of the Offer, if applicable, will proceed to request the registration of such shares on behalf of the Manager of the Offer in LATAM’s shareholders registry, which is managed by DCV Registros S.A. (“DCV”). The provisions contained in this paragraph shall be effective in spite of the right of withdrawal of each of the shareholders contained in Section 11 (“*Withdrawal rights*”) of this Prospectus.

The date of transfer of the shares will be the day of publication of the Notice of Result. In accordance with the provisions of article 212 of the Securities Market Law, for all legal purposes, the date of acceptance by the shareholders and formalization of each transfer of securities, will be the date of the publication of the Notice of Result.

Pension fund managers and general fund managers, for the funds under their management, as well as other institutional investors who are required to maintain their investments under their own name until divestment, who decide to participate in this Offer, will be subject to the procedures and mechanisms required by the regulations applicable to their operations, and in any case will be required to submit their acceptances of this Offer to the offices of Santander Corredores de Bolsa Limitada, within the effective term of the Offer.

## **8. PRICE AND TERMS OF PAYMENT**

**8.1.** Price per share. The price will be 16.00 Dollars for each LATAM share, payable in Dollars or its equivalent in pesos, national currency, based on the average *Dólar Observado* exchange rate published by the Central Bank of Chile in the Official Gazette on the four banking business days following the Expiration Date, at the accepting shareholder's election.

If the accepting shareholder does not express any preference when accepting the Offer, it shall be understood that such shareholder chooses to receive the price in Dollars.

If the shareholder chooses to receive pesos, national currency, the risk of variation of the exchange rate will be borne by the accepting shareholder.

LATAM shareholders who agree to sell their shares in the Offer will be paid as described in Section 8.3 ("*Terms, time and place of payment*") of this Prospectus.

**8.2.** Premium. Given that the Offeror does not seek to obtain control of LATAM through this Offer, the Offer does not include a control premium. Nonetheless, the price per share of the OPA considers a premium of 80.51% with respect to the closing price for each share in the Santiago Stock Exchange on September 25, 2019 (US\$8.86 per share, considering an exchange rate of \$721.92 pesos, national currency, per Dollar, which is the *Dólar Observado* exchange rate published on September 25, 2019 in the Official Gazette), which is the trading business day prior to the date on which the CMF was notified of the Framework Agreement as an *hecho esencial* by LATAM.

**8.3.** Terms, time and place of payment. The price will be paid on the fourth banking business day after the Expiration Date (the "Payment Date").

The price will be paid on the Payment Date, as follows:

- (a) To shareholders who sell their shares under acceptances submitted to Santander Corredores de Bolsa Limitada, (i) in the event that the shareholder decides to receive the price in pesos, national currency, through an electronic transfer of funds to the account that said shareholder had indicated in writing on or before the Expiration Date, or by means of a non-endorsable voucher which will remain at its disposal in the offices of Santander Corredores de Bolsa Limitada, located in Isidora Goyenechea N° 2800, floor 40, Las Condes, Santiago, Metropolitan Region, Chile; and (ii) in the event that the shareholder decides to receive the price in Dollars, through a deposit in a Dollar account opened in a Chilean bank indicated by the shareholder in writing on or before the Expiration Date;
- (b) To shareholders who sell their shares under acceptances submitted to securities intermediaries other than Santander Corredores de Bolsa Limitada, the price will be paid in Dollars or pesos, national currency, as applicable, directly to said intermediaries by means of an electronic transfer of funds to the account of said intermediaries, as applicable, in a Chilean bank; and
- (c) To holders of ADS who tender their ADS to the ADS Receiving Agent pursuant to the procedures set forth in greater detail in the U.S. Supplement, the price will be paid in such manner as described in greater detail in the U.S. Supplement.

The Offeror will not pay commissions for sale orders received from the shareholders to stockbrokers, agents, depositories or representatives other than the Manager of the Offer and, regarding ADS, the ADS Receiving Agent.

## **9. PROCEDURE FOR ACCEPTING THE OFFER**

**9.1.** Condition of the tendered shares. The shares for which the Offer is accepted must be registered in LATAM's shareholders registry in the name of the selling shareholder or its broker, agent, depository or representative, fully paid and free of encumbrances, restrictions, attachments, litigation, injunctions, conditions precedent or subsequent, third party rights, rights in rem or personal rights in favor of third parties and enforceable against the Offeror and, in general, free of any other circumstance that prevents or limits their unrestricted assignment, transfer or ownership ("Encumbrances").

**9.2.** Formal requirements and requisite documentation to accept the Offer for holders of common shares of LATAM.

Shareholders who wish to accept this Offer must do so only during its effective term, by means of a written order to sell their shares, subject to the terms and conditions of the Offer, and selecting the currency of payment, which has to be delivered directly at the offices of the Manager of the Offer, or at the office of another stockbroker, from Monday to Friday within the Opening and Closing Hours of the Stock Market.

Shareholders who deliver their acceptance forms to the Offer shall simultaneously sign transfer forms for all the shares they wish to sell in favor of the Manager of the Offer, or in favor of the stockbroker, agent, depository or representative they are using, if applicable, which will carry out the necessary procedures to enter into their custody said actions subject to acceptance and, in the case of stockbrokers, agents, depositories or representatives other than the Manager of the Offer, to deliver them to the latter pursuant to the terms of this Offer.

Those shareholders seeking to accept the Offer must deliver to the Manager of the Offer, or to the broker, agent, depository or representative involved, the following documents:

- (a) The original certificates for the shares they want to sell that are in their possession, or a certificate to be issued by LATAM's stock department (managed by the DCV, located at Huérfanos N° 770, Floor 22, Santiago, Metropolitan Region, Chile), exclusively for such purpose, certifying that the title(s) are under custody in the DCV;
- (b) A certificate issued for this purpose by the LATAM stock department, not more than 10 days before the delivery date to the Manager of the Offer or to the broker involved, evidencing that LATAM has no record in their files that the shares are affected by Encumbrances such that the shares are able to be registered in the name of the Offer Administrator or the respective stockbroker, agent, depository or representative involved;
- (c) A copy, on both sides, of the identity card of the individual shareholder or its representative, if applicable, or of the representative of the legal entity shareholder, whose original document must be displayed at the time of signing the acceptance. The fact that the above-mentioned copy is a faithful photocopy of the original document must be certified by a notary public or verified by the corresponding stockbroker, agent, depository or intervening representative;
- (d) Original or authorized copy of the current power-of-attorney of the shareholders' representative, which must have sufficient representation faculties, issued or authorized before a notary public; and
- (e) An authorized copy of all the legal documentation of shareholders which are legal entities, including all their documents of incorporation and amendments thereof, existence authorizations and other pertinent resolutions, as well as a true copy of all the documents that evidence the legal capacity of their representatives, who must have sufficient representation powers, with a certificate of validity of a date not to exceed 60 days from the date of delivery to the stockbroker, agent, depository or corresponding representative.

Additionally, the accepting shareholder must enter into a services contract (in accordance with the provisions of Section II.1 of the Norma de Carácter General N° 380 of the CMF), if it has not previously entered into such agreement, with the Manager of the Offer or with the stockbroker, agent, depositary or representative involved, in accordance with the applicable regulations.

The documents required from the shareholders in order to accept the Offer will be sent to the LATAM share department. The LATAM share department will proceed to register the shares subject to acceptance of the Offer in the name of the Manager of the Offer, and notwithstanding the right of withdrawal of each of the shareholders included in Section 11 (“*Withdrawal rights*”) of this Prospectus.

If any share transfer were to be objected to on any legal grounds or as a result of an operation that does not comply with the terms and conditions of the Offer, and said objection is not solved within the effective term, the acceptance will be automatically cancelled and, for all intents and purpose, deemed never to have been made. In these cases, the Manager of the Offer or the corresponding stockbroker will return the certificates to the shareholder, as well as any other documents provided by the same, as appropriate.

The stockbrokers, agents, depositaries or representatives other than the Manager of the Offer that participate in the Offer, shall gather the shares entered into their custody with the shares that said entities may already possess and, as appropriate, shall make one or more acceptances to the Manager of the Offer, which must be delivered together with the other documents identified in this Section. It will be the responsibility of each stockbroker, agent, depositary or representative that participates in this process to verify the existence and veracity of the documents referred to in this Section, with respect to their respective clients.

Pension fund managers and mutual fund managers, for the funds under their management, as well as other institutional investors who are required to maintain their investments under their own name until divestment, who decide to participate in this offer, will be subject to the procedures and mechanisms required by the regulations applicable to their operations. However, they will be required to submit their acceptances to this Offer at the office of the Manager of the Offer within the effective term of the Offer, without being required to deliver any share transfer form or the shares certificates indicated in (a) above. In any case, such documents shall be transferred to the Manager of the Offer together with the payment of the price to the institutional investor.

**9.3.** *Procedure for tendering ADS in the Offer.* ADS holders may participate in the Offer by following either of the two procedures described below, which procedures are described in greater detail in the U.S. Supplement:

9.3.1. *Tender of ADS through the ADS Receiving Agent by holders of ADS.* If a holder of ADS wishes to participate in the Offer, prior to the Expiration Date, such holder may accept the Offer by tendering its ADS representative of common shares to the ADS Receiving Agent, in accordance with the instructions set forth in the U.S. Supplement.

9.3.2. *Direct participation in the Offer by holders of ADS.* As an alternative to tendering ADS through the ADS Receiving Agent, ADS holders may also surrender their ADS, withdraw the common shares underlying the ADS from LATAM’s ADS program and participate directly in the Offer as a holder of common shares of LATAM, in accordance to the terms contained in this Prospectus and the U.S. Supplement.

- 9.4. Return of shares. With respect to LATAM shares that are not acquired by the Offeror (including those represented by ADS) for not complying with the terms and conditions of the Offer, for the Offer having expired or for the Offer being unsuccessful, or for the number of total shares tendered exceeding the number of shares subject to Offer, such shares will be made available immediately to the respective shareholder by the Manager of the Offer or the corresponding securities intermediary, together with all the documents provided by the shareholders. This will occur immediately, without any right to indemnification, payment or reimbursement to the shareholder, nor will it imply an obligation or liability by the Offeror, its agents, advisors or representatives.

Consequently, shareholders who have accepted the Offer will not be entitled to any type of indemnification, payment or reimbursement, nor will the Offer create any obligation or liability for the Offeror, its agents, advisors or representatives, regarding the shares that have not been transferred to the Offeror.

## 10. **GROUND FOR NOT CONSUMMATING THE OFFER**

PURSUANT TO ARTICLE 210 OF THE SECURITIES MARKET LAW, THE OFFER SHALL BE SUBJECT TO THE OBJECTIVE GROUND FOR NOT CONSUMMATING THE OFFER INDICATED BELOW (THE “GROUND FOR NOT CONSUMMATING THE OFFER”). SHOULD ONE OF THESE GROUND BE VERIFIED DURING THE EFFECTIVE TERM, THE OFFEROR SHALL HAVE THE RIGHT, BUT NOT THE OBLIGATION, TO DEEM THE OFFER AS EXPIRED UPON THE EXPIRATION DATE OF THE OFFER OR ITS EXTENSION.

IT IS HEREBY STATED ON THE RECORD THAT THE GROUND FOR NOT CONSUMMATING THE OFFER HAVE BEEN ESTABLISHED FOR THE SOLE BENEFIT OF THE OFFEROR, WHO MAY WAIVE THEM AT ITS SOLE JUDGMENT. THE OFFEROR’S NOTICE IN THE OCCURRENCE OF A GROUND FOR NOT CONSUMMATING THE OFFER SHALL BE COMMUNICATED BY MEANS OF PUBLICATION IN THE SAME NEWSPAPERS IN WHICH THE NOTICE OF COMMENCEMENT WAS PUBLISHED, AND THE PROCEDURE DESCRIBED IN THE SECTION 9.4 (“*PROCEDURE FOR ACCEPTING THE OFFER – RETURN OF SHARES*”) OF THIS PROSPECTUS SHALL BE FOLLOWED.

THE GROUND FOR NOT CONSUMMATING THE OFFER ARE THE FOLLOWING:

- (A) THE ENACTMENT OR ISSUANCE OF A LAW, REGULATION, STATUE, NORM, REGULATION, SENTENCE, RULING, DETERMINATION, WHICH IS CURRENTLY IN EFFECT, BY ANY GOVERNMENT AUTHORITY, AGENCY, OR COURT OF THE UNITED STATES OF AMERICA OR THE REPUBLIC OF CHILE, WHICH RESTRICTS, PROHIBITS, OR OTHERWISE CRIMINALIZES THE ACQUISITION OF THE SHARES OF LATAM BY MEANS OF THE OFFER; OR
- (B) THE OCCURRENCE OF ANY OF THE FOLLOWING EVENTS IN RELATION TO LATAM: (I) THE SUBMISSION OF A REQUEST FOR JUDICIAL REORGANIZATION OR VOLUNTARY LIQUIDATION, AS APPLICABLE; (II) THE ISSUANCE OF AN EXTRA-JUDICIAL OR SIMPLIFIED AGREEMENT; (III) THE GENERAL CEASE IN THE PAYMENT OF ITS OBLIGATIONS; (IV) THE GENERAL TRANSFER OF ASSETS FOR THE BENEFIT OF ITS CREDITORS, PURSUANT TO THE TERMS OF TITLE XIV OF BOOK FOUR OF THE CHILEAN CIVIL CODE; (V) THE ACCEPTANCE OF A LAWSUIT FOR MANDATORY LIQUIDATION; (VI) THE ISSUANCE OF A RESOLUTION OF LIQUIDATION AGAINST LATAM WHICH HAS NOT BEEN NULLIFIED WITHIN 60 DAYS AFTER BEING ISSUED; OR

- (C) THAT LATAM OR ANY AFFILIATE ENTITY (AN “AFFILIATE ENTITY” BEING AN ENTITY THAT CONTROLS, IS CONTROLLED BY, OR IS UNDER COMMON CONTROL WITH LATAM) ENTERS INTO A CONTRACT OR AGREEMENT RELATED TO AN ALTERNATIVE TRANSACTION. “ALTERNATIVE TRANSACTION” SHALL MEAN ANY (I) ACQUISITION, MERGER, CONSOLIDATION, REORGANIZATION, LIQUIDATION, RECAPITALIZATION, SHARE EXCHANGE OR OTHER BUSINESS COMBINATION TRANSACTION, (II) ISSUANCE OR SALE OF SHARES OF CAPITAL STOCK OR OTHER EQUITY SECURITIES (EXCLUDING A TENDER OFFER OF SHARES OR OTHER SECURITIES OF LATAM, INCLUDING ANY ISSUANCE OF SHARES SUBJECT TO PREEMPTIVE RIGHTS), SO LONG AS SUCH TRANSACTION IS COMPRISED OF A BROAD DISTRIBUTION WITHOUT DIRECTED SALES, (III) ACQUISITION, DIRECTLY OR INDIRECTLY, OF BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT (5%) OF THE EFFECTIVE CAPITAL STOCK OR OTHER EQUITY SECURITIES, INCLUDING THROUGH A TENDER OFFER, OR (IV) UNLESS OTHERWISE AGREED, A JOINT VENTURE OR OTHER STRATEGIC ALLIANCE OR COMMERCIAL ARRANGEMENTS FOR COOPERATION, INCLUDING THOSE REFERRED TO LOYALTY PROGRAMS AND CODESHARE ARRANGEMENTS, IN EACH CASE, WITH AN AIRLINE CARRIER THAT IS HEADQUARTERED OR WITH OPERATIONS PRIMARILY BASED IN THE UNITED STATES OF AMERICA (INCLUDING ANY AFFILIATE, SUCCESSOR OR ASSIGN, OR ANY OTHER PERSON ACTING IN A GROUP WITH ANY SUCH CARRIER). AN ALTERNATIVE TRANSACTION EXCLUDES (I) THE ACQUISITION OF OWNERSHIP, DIRECTLY OR INDIRECTLY, OF EQUITY SECURITIES IN A PUBLICLY TRADED COMPANY OR OTHER ENTITY THAT IS SUBJECT TO LATAM OR LATAM’S RELATED PARTIES INVESTMENT, INsofar SUCH ACQUISITION CONSISTS OF LESS THAN TWO PERCENT (2%) OF THE OUTSTANDING CAPITAL STOCK OF SUCH COMPANY OR OTHER ENTITY IN THE AGGREGATE, OR (II) ANY ALTERNATIVE TRANSACTION WITH A FREIGHTER COMPANY. “FREIGHTER COMPANY” SHALL MEAN AN AIR CARRIER EXCLUSIVELY ENGAGED IN THE CARRIAGE OF FREIGHT AND CARGO USING ONLY FREIGHTER AIRCRAFT AND, FOR THE AVOIDANCE OF DOUBT, IN NO EVENT USING PASSENGER OR COMBI AIRCRAFT; OR
- (D) THAT, SINCE THE DATE OF THIS PROSPECTUS, LATAM HAS PERFORMED ANY OF THE FOLLOWING ACTIONS OTHER THAN WITH DELTA’S PRIOR WRITTEN CONSENT OR PURSUANT TO A LEGAL REQUIREMENT: (I) AMEND OR PROPOSE ANY MATERIAL AMENDMENT IN ITS OR ITS SUBSIDIARIES’ ORGANIZATIONAL DOCUMENTS; (II) MERGE OR CONSOLIDATE WITH ANY OTHER ENTITY, OR RESTRUCTURE, REORGANIZE, DISSOLVE OR COMPLETELY OR PARTIALLY LIQUIDATE; (III) DECLARE, SET ASIDE OR PAY ANY DIVIDEND OR OTHER DISTRIBUTION (WHETHER IN CASH, STOCK OR PROPERTY OR ANY COMBINATION THEREOF) IN RESPECT TO ANY LATAM SHARES OR EQUITY, EXCEPT TO THE EXTENT REQUIRED BY LAW; (IV) ISSUE OR GRANT AN OPTION TO SUBSCRIBE SHARES OR OTHER EQUITY SECURITIES OF LATAM, OR RECLASSIFY, SPLIT, COMBINE, SUBDIVIDE OR REDEEM, PURCHASE OR OTHERWISE ACQUIRE, DIRECTLY OR INDIRECTLY, ANY LATAM SHARES OR SECURITIES CONVERTIBLE OR EXCHANGEABLE INTO OR EXERCISABLE FOR ANY SHARES OF LATAM CAPITAL STOCK; (V) TAKE ANY OTHER ACTION THAT WOULD BE PROHIBITED TO AN ISSUER OF SECURITIES SUBJECT TO A TENDER OFFER UNDER THE APPLICABLE LAWS OF CHILE; OR (VI) AGREE OR COMMIT TO ADOPT ANY OF THE FOREGOING ACTIONS.

IF ANY OF THE GROUNDS FOR NOT CONSUMMATING THE OFFER IS VERIFIED DURING THE TERM OF THE OFFER, AND IS NOT WAIVED BY THE OFFEROR, THE OFFEROR SHALL ANNOUNCE THE VERIFICATION OF SUCH GROUND AND THE EXPIRATION OF THE OFFER BY PUBLISHING A NOTICE IN THE SAME NEWSPAPERS IN WHICH THE NOTICE OF COMMENCEMENT WAS PUBLISHED. SUCH PUBLICATION MUST BE MADE WITHIN THREE DAYS FOLLOWING THE DATE ON WHICH THE RESPECTIVE GROUND FOR NOT CONSUMMATING THE OFFER WAS VERIFIED AND, IN ANY CASE, NO LONGER THAN THE SECOND DAY FOLLOWING THE EXPIRATION DATE, AND IF NOT MADE BEFORE THAT DATE, SUCH GROUND FOR NOT CONSUMMATING THE OFFER SHALL BE DEEMED TO HAVE BEEN WAIVED BY THE OFFEROR.



**11. WITHDRAWAL RIGHTS**

In accordance with article 211 of the Securities Market Law, the shareholders who have accepted the Offer may withdraw, in whole or in part, their acceptance, until the Expiration Date, by means of a written communication delivered by the shareholder or its stockbroker, agent, depository or representative involved, at the offices of the Manager of the Offer, during the Opening and Closing Hours of the Stock Market. Upon delivery of the above-mentioned communication in a timely manner to the Manager of the Offer, the latter shall deliver to the shareholder, depository or stockbroker involved, as appropriate, its letter of acceptance, the documents that may have been attached to it and the transfers signed by the shareholder at the time to accept the Offer.

Additionally, in accordance with article 212 of the Securities Market Law, in the event that the Offeror fails to publish the Notice of Result on the third day following the Expiration Date, the shareholders who have accepted the Offer may withdraw their acceptance until the effective date of publication of the Notice of Result, which cannot be published later than 15 days following the Expiration Date.

It is hereby stated that, in the event that a shareholder withdraws from his acceptance in the manner indicated in this Section, the corresponding shares, transfers and other documentation received will be returned as soon as the shareholder communicates its withdrawal in writing. The procedures for a holder of ADS to withdraw any ADS tendered to the ADS Receiving Agent are set forth in greater detail in the U.S. Supplement.

**12. FINANCING OF THE OFFER**

The Offeror will finance this Offer with the Offeror's own funds.

Therefore, the validity of this Offer is not conditioned on obtaining any financing from third parties.

**13. COLLATERAL**

This Offer does not include any collateral pursuant to the terms of article 204 of the Securities Market Law.

**14. MANAGER OF THE OFFER**

The Offeror will act, for all the purposes of this Offer, through Santander Corredores de Bolsa Limitada, Chilean tax ID N° 96.683.200-2, domiciled at Isidora Goyenechea N° 2800, floor 40, Las Condes, Santiago, Metropolitan Region, Chile (the "Manager of the Offer").

To this end, the Offeror has granted Santander Corredores de Bolsa Limitada the authority to act as its agent for the Offer, to receive any acceptances made by the shareholders of the Company, to answer any questions raised as to the mechanisms and conditions of the Offer, to make transfers to the custody of LATAM, to reject acceptances and generally to engage in all the activities necessary to consummate this transaction.

**15. OFFEROR'S INDEPENDENT ADVISORS**

In making this Offer, the Offeror has relied on the independent advice of the following persons:

- (a) Santander Corredores de Bolsa Limitada. Stockbroker corporation, tax ID N° 96.683.200-2, domiciled at Isidora Goyenechea N° 2800, floor 40, Las Condes, Santiago, Metropolitan Region, Chile.
- (b) Barros & Errázuriz Abogados Limitada. Law firm, tax ID N° 79,806,660-9, domiciled at Isidora Goyenechea N° 2939, 10<sup>th</sup> floor, Las Condes, Santiago, Metropolitan Region, Chile.

**16. RISK FACTORS**

In the opinion of the Offeror, due to the fact that the offered price will be paid in cash, there are no risks associated with this Offer.

**17. IMPACT OF THE OFFER ON THE SHARES**

Shareholders who do not accept this Offer may still trade their shares on the stock exchanges, as long as the shares remain registered thereon. The current market price of the shares, however, may be influenced by the fact that the Offeror has publicly announced its decision to launch the Offer. Therefore, it is uncertain whether the price of the shares will remain at its previous level, or if it will increase or decrease after the Offer is executed.

The execution of the Offer will probably cause a reduction in the free float of the shares. Therefore, it is expected that after the execution of the Offer, the supply and demand for shares may decrease, and therefore also its liquidity. A lower liquidity could generate greater fluctuations in the price of the shares and it is possible that requests for purchase and sale of the shares may not be executed in a timely manner in the future.

**18. MARKET PRICE AND DIVIDENDS**

**18.1.** *Market price.* The prices and amount of the traded shares of LATAM on the Santiago Stock Exchange and the Chilean Electronic Stock Exchange, over the past two years, from November 2017 to October 2019, expressed in pesos, national currency, are the following:

Santiago Stock Exchange			
Date	Trading volume (# of shares)	Trading amount (Pesos)	Closing price (Pesos)
November 2017	14,349,273	121,545,818,045	8,128.40
December 2017	13,492,697	112,282,566,834	8,717.90
January 2018	11,186,535	106,866,381,724	10,370.00
February 2018	7,746,270	75,336,960,364	9,742.60
March 2018	9,640,069	90,404,703,881	9,384.70
April 2018	7,791,320	72,977,066,114	9,406.40
May 2018	17,206,798	145,571,907,436	7,607.10
June 2018	16,632,352	120,784,573,311	6,482.20
July 2018	7,738,388	53,478,848,025	7,262.10
August 2018	10,991,100	71,229,735,041	6,377.60
September 2018	11,916,140	74,446,005,531	6,255.90
October 2018	15,217,838	96,993,249,037	6,329.80
November 2018	11,893,331	78,323,144,929	6,892.80
December 2018	9,579,668	66,058,496,046	6,934.20
January 2019	13,614,885	105,977,280,761	7,839.00
February 2019	7,861,222	60,740,467,051	7,620.00
March 2019	9,937,187	74,753,853,812	7,235.00
April 2019	10,616,053	74,926,684,561	6,717.00
May 2019	13,605,414	84,118,582,389	6,220.00
June 2019	7,292,022	46,427,245,642	6,375.00
July 2019	10,265,028	68,695,786,068	6,710.00
August 2019	12,344,583	76,248,083,417	6,059.90
September 2019	13,814,897	104,355,959,793	8,060.00
October 2019	12,896,489	106,161,158,588	8,200.00

Chilean Electronic Stock Exchange			
Date	Trading volume (# of shares)	Trading amount (Pesos)	Closing price (Pesos)
November 2017	1,465,779	12,472,940,546	8,342.80
December 2017	666,818	5,651,150,588	8,500.00
January 2018	1,093,935	10,333,563,524	10,260.00
February 2018	1,086,189	10,612,637,769	9,500.00
March 2018	664,982	6,248,165,203	9,250.00
April 2018	1,830,857	17,115,059,851	9,315.00
May 2018	1,885,608	15,908,004,574	7,685.00
June 2018	2,166,709	15,737,428,419	6,600.00
July 2018	350,858	2,510,629,216	7,277.90
August 2018	1,171,334	7,588,728,412	6,180.00
September 2018	774,727	4,742,204,471	6,625.00
October 2018	998,216	6,288,126,244	6,237.20
November 2018	311,530	1,998,423,337	6,961.40
December 2018	439,486	2,998,184,428	6,856.72
January 2019	654,059	5,115,382,780	7,781.11
February 2019	560,796	4,358,968,796	7,600.00
March 2019	288,231	2,160,312,463	7,150.11
April 2019	870,673	6,104,502,974	6,659.01
May 2019	627,669	3,965,590,288	5,754.99
June 2019	421,482	2,679,916,366	6,315.01
July 2019	177,798	1,182,193,282	6,791.69
August 2019	259,671	1,626,403,693	5,990.00
September 2019	324,851	2,193,797,819	8,033.59
October 2019	183,200	1,524,410,551	8,355.01

**18.2.** Dividends. The dividends distributed by LATAM over the past two years from November 2017 to October 2019 have been the following:

Type	Payment date	Amount per share (USD)	Dividend No.
Definitive	May 17, 2018	US\$0.07683146734	49
Definitive	May 16, 2019	US\$0.090006185096	50

The information disclosed in the two preceding sections has been obtained from publicly available documents and reports that have not been verified by the Offeror or independently audited. Therefore, the Offeror assumes no liability for the truthfulness of such information or for the Company's or securities exchanges' failure to disclose facts or data that may affect such information or have an influence on its interpretation.

**19. LOCATION OF INFORMATION**

Copies of this Prospectus and of the U.S. Supplement are available to interested parties at the following locations:

- (a) At the offices of the Offeror, located at Cerro El Plomo, N° 5680, of. 1802, Las Condes, Santiago, Metropolitan Region, Chile, Santiago, from Monday to Friday between 9:00 AM and 4:00 PM;
- (b) At the offices of Santander Corredores de Bolsa Limitada, located at Isidora Goyenechea N° 2800, floor 40, Las Condes, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:30 AM and 4:00 PM;
- (c) At the *Comisión para el Mercado Financiero*, whose offices are located at Avenida Libertador Bernardo O'Higgins N° 1449, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:00 AM and 1:30 PM, and on its website [www.cmfchile.cl](http://www.cmfchile.cl);
- (d) At the Santiago Stock Exchange, whose offices are located on La Bolsa N° 64, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:30 AM and 4:00 PM;
- (e) At the Chilean Electronic Stock Exchange, whose offices are located on Huérfanos N° 770, 14<sup>th</sup> Floor, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:30 AM and 4:00 PM; and
- (f) At the offices of LATAM Airlines Group S.A., located at Presidente Riesco N° 5711, piso 20, Las Condes, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:00 AM and 4:00 PM.

**20. PUBLICATION OF NOTICES**

All notices related to the Offer discussed in this Prospectus will be published in *La Nación* ([www.lanacion.cl](http://www.lanacion.cl)) and *El Libero* ([www.ellibero.cl](http://www.ellibero.cl)) online newspapers.

**21. OTHER INFORMATION**

None.

\* \* \*

**This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer (as defined below) is not being made to, nor will tenders be accepted from or on behalf of, holders of LATAM shares or ADSs (as defined below) in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, the Offeror may, in its sole discretion, take such action as it may deem necessary to extend the Offer to holders of LATAM shares and/or ADSs in any such jurisdiction.**

**Holders of LATAM shares or ADSs in the United States should read the Notice to U.S. Stockholders of LATAM Airlines Group S.A.**

This Notice of Commencement is a free translation to English, prepared only for the convenience of the reader, of the *Aviso de Inicio* published in the Republic of Chile in Spanish. The original Spanish version shall prevail in case of any discrepancy with this free translation to English.

---

# TENDER OFFER TO ACQUIRE UP TO 20% OF THE OUTSTANDING SHARES

OF

## LATAM AIRLINES GROUP S.A.

A PUBLICLY HELD CORPORATION REGISTERED IN THE  
SECURITIES REGISTRY UNDER N° 306

BY

## DELTA AIR LINES, INC.

A CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF DELAWARE, UNITED STATES OF AMERICA

DELTA AIR LINES, INC. (“DELTA” OR THE “OFFEROR”) OFFERS TO PURCHASE UP TO 121,281,538 SHARES OF LATAM AIRLINES GROUP S.A. (“LATAM” OR THE “COMPANY”) AT A PRICE OF US\$16.00 (SIXTEEN UNITED STATES DOLLARS, HEREINAFTER “DOLLARS” OR INDIVIDUALLY “DOLLAR” OR “US\$”) PER SHARE, CORRESPONDING TO 20% OF THE ISSUED, SUBSCRIBED AND PAID-IN SHARES OF LATAM (THE “OFFER”), ON THE TERMS AND CONDITIONS CONTAINED IN THIS NOTICE AND IN THE RELEVANT PROSPECTUS MADE AVAILABLE TO THE INTERESTED PARTIES (THE “PROSPECTUS”).

### 1. IDENTIFICATION OF THE OFFEROR AND ITS INTEREST IN THE COMPANY

**1.1 Identification of the Offeror.** Delta Air Lines, Inc., Chilean tax ID N° 59.288.750-9, is a corporation organized and validly existing under the laws of the State of Delaware, United States of America, incorporated in said state on March 16, 1967, and domiciled at 1030 Delta Boulevard, Atlanta, Georgia 30354-1989, United States of America. For the purpose of this Offer, the domicile of the Offeror shall be Cerro El Plomo, N° 5680, office N° 1802, Las Condes, Santiago, Metropolitan Region, Chile.

**1.2 Main shareholders of the Offeror.** The Offeror’s ownership structure is dispersed, and it does not have a controller according to article 97 of Law N° 18,045 on securities market (the “Securities Market Law”). To date, the main shareholders of the Offeror are: (a) Berkshire Hathaway Inc., holding 10.96% of the total share capital; (b) The Vanguard Group, holding 7.51% of the total share capital; and (c) BlackRock, Inc., holding 5.49% of the total share capital.

**1.3 Participation in the ownership and/or management of LATAM.** The Offeror does not own LATAM shares nor does it participate in any way in its management.

### 2. PURPOSE OF THE OFFER

**2.1 General purpose of the Offer.** The general objective of the Offeror is to acquire up to 121,281,538 shares out of a total of 606,407,693 shares of LATAM, equivalent to 20% of the issued, subscribed and paid-in shares of the Company.

It is hereby noted that this Offer is extended on a voluntary basis (that is, not required by law) and that the Offeror does not seek to obtain control of LATAM.

**2.2 Agreements with LATAM’s shareholders in relation with the Offer.** Delta does not have any agreements with shareholders of the Company, nor does it have a commitment to negotiate with them in the future.

### 3. CHARACTERISTICS OF THE OFFER

**3.1 Total amount of the Offer.** The total value of the transaction is US\$1,940,504,608 in the event that 121,281,538 shares, representing 20% of the currently issued, subscribed and paid-in shares of the Company, is acquired at a purchase price of US\$16.00 per share of the Company.

In the event that the number of tendered shares is less than this amount, the total amount of the transaction will be the result of multiplying said number of shares by the price per share offered in the Offer.

**3.2 Shares targeted in the Offer.** This Offer for the acquisition of shares is made for 20% of the Company's shares, including those represented by American Depositary Shares (“ADS”), which as of this date amounts to 121,281,538 issued, subscribed and paid-in shares of LATAM.

The Offer is extended in Chile. There is no separate tender offer being made in the United States of America to acquire shares represented by ADS. Nonetheless, for the purpose of acquiring shares held by U.S. holders, including those represented by ADS, which represent approximately 2.8% of the issued, subscribed and paid-in shares of LATAM, this Offer is communicated in the United States of America under the exemption to certain requirements of *Regulation 14D* and *Regulation 14E* of the *US Securities Exchange Act of 1934*, and its amendments, as set forth in Rule 14d-1(c) therein. The procedures for holders of ADS to tender into the Offer are set forth in greater detail in the U.S. supplement to the Prospectus, to be filed on Form CB by Delta with the U.S. Securities and Exchange Commission of the United States of America substantially simultaneously with the submission of the Prospectus (the “U.S. Supplement”). To this end, Delta will hire Equiniti Trust Company, which will act as the ADS receiving agent (the “ADS Receiving Agent”).

**3.3 Pro-rata mechanism.** In the event that the number of tendered shares, considering both LATAM’s common shares as well as those represented by ADS, exceeds 20% of the issued, subscribed and paid-in shares of LATAM, the Offeror will purchase the tendered shares on a *pro rata* basis from each of the accepting shareholders, applying the prorating factor resulting from dividing the number of shares offered to be acquired by the Offeror (121,281,538 LATAM shares) by the sum of (i) the aggregate number of shares tendered by LATAM shareholders in this Offer; and (ii) the aggregate number of shares represented by ADS tendered by ADS holders in accordance with the procedure described in greater detail in the U.S. Supplement to the Prospectus. Therefore, in such a case, the number of shares to be acquired from each shareholder that tenders its shares in the Offer shall be equal to the result of multiplying the number of shares tendered by such shareholder and the factor resulting from the formula described above.

In turn, the acquisition will be made only for the whole number (integer) of shares resulting from the formula described above.

**3.4 Conditions to the success of the Offer.** THE OFFER IS SUBJECT TO THE CONDITION THAT THE OFFEROR ACQUIRES A MINIMUM OF 90,961,154 SHARES OF LATAM, CORRESPONDING TO 15% OF THE TOTAL ISSUED, SUBSCRIBED AND PAID-IN SHARES OF THE COMPANY, PROVIDED THE OFFEROR MAY WAIVE THIS CONDITION AS IT IS ESTABLISHED IN ITS SOLE BENEFIT. NOTWITHSTANDING THE ABOVE, THE OFFER IS SUBJECT TO THE OBJECTIVE GROUNDS FOR NOT CONSUMMATING THE OFFER DESCRIBED IN SECTION “*GROUND FOR NOT CONSUMMATING THE OFFER*” OF THIS NOTICE AND THE PROSPECTUS.

**3.5 Effective term of the Offer.** The Offer has an effective term of 30 calendar days, starting on November 27<sup>th</sup>, 2019 and expiring on December 26<sup>th</sup>, 2019. Both the first and the last day of the term will begin at 9:30 AM and end at 4:00 PM (the “Opening and Closing Hours of the Stock Market”). For the purpose of this notice, the term “Expiration Date” shall refer to December 26<sup>th</sup>, 2019 and, in case of extension of the term of the Offer, the last day of such extension.

The Offeror has the right to extend the effective term of the Offer, as expressly established in article 205 of the Securities Market Law. If the Offeror extends the effective term of the Offer, it must communicate said extension by means of a notice that will be published no later than the day before the original Expiration Date, in the online newspapers *La Nación* (www.lanacion.cl) and *El Líbero* (www.ellibero.cl).

**3.6 Date and newspapers in which the notice of success or failure of the Offer will be published.** The Offeror will communicate the result of the Offer through the publication of notices in the online newspapers *La Nación* and *El Líbero*, on the third day from the Expiration Date (the “Notice of Result”), in accordance with article 212 of the Securities Market Law and the instructions of the Chilean Financial Market Commission (the “CME”).



In case the Offer is successful, the Notice of Result will contain the total number of shares tendered by LATAM shareholders and acquired by the Offeror, and the percentage of ownership of LATAM reached after the Offer.

**3.7 *Offerees.*** The Offer is addressed to all shareholders of LATAM who hold fully subscribed and paid-in shares of the Company during the term of the Offer, including the holders of shares represented by ADS. Such shareholders must comply with the terms contained in Section “*Procedure for accepting the Offer*” of this notice and the Prospectus.

**3.8 *Materialization system of the transaction.*** The operation will be conducted outside of the stock market, in accordance with the rules and procedures established for it, using the computer system developed, maintained and operated by the Santiago Stock Exchange, available in its trading terminals from Monday to Friday, excluding holidays, within the Opening and Closing Hours of the Stock Market, from November 27<sup>th</sup>, 2019 until the Expiration Date.

Shareholders who wish to tender their shares to the Offeror pursuant to this Offer must submit their acceptances within the effective term of the Offer, including its extension, in the manner indicated in Section “*Procedure for accepting the Offer*” of this notice and the Prospectus. Holders of ADS should refer to the procedures with respect to tendering of ADS as set forth in Section “*Procedure for tendering ADS in the Offer*” of this notice and the Prospectus, which are described in greater detail in the U.S. Supplement to the Prospectus.

Once the documentation indicated in Section “*Procedure for accepting the Offer*” of this notice and the Prospectus has been received and reviewed, the Offeror or the Manager of the Offer, if applicable, will request the registration of such shares on behalf of the Manager of the Offer in LATAM’s shareholders registry, which is managed by DCV Registros S.A. (“**DCV**”). The provisions contained in this paragraph shall be effective notwithstanding the right of withdrawal of each of the shareholders contained in Section “*Withdrawal rights*” of this notice and the Prospectus.

The transfer date of the shares will be the day of publication of the Notice of Result. In accordance with the provisions of article 212 of the Securities Market Law, for all legal purposes, the date of acceptance by the shareholders and formalization of each transfer of securities will be the date of the publication of the Notice of Result.

Pension fund managers and general fund managers, for the funds under their management, as well as other institutional investors who are required to maintain their investments under their own name until divestment, who decide to participate in this Offer, will be subject to the procedures and mechanisms required by the regulations applicable to their operations, and in any case they will be required to submit their acceptances of this Offer to the offices of Santander Corredores de Bolsa Limitada, within the effective term of the Offer.

#### **4. PRICE AND TERMS OF PAYMENT**

**4.1 *Price per share.*** The price will be 16.00 Dollars for each LATAM share, payable in Dollars or its equivalent in pesos, national currency, based on the average *Dólar Observado* exchange rate published by the Central Bank of Chile in the Official Gazette on the four banking business days following the Expiration Date, at the accepting shareholder’s election.

If the accepting shareholder does not express any preference when accepting the Offer, it shall be understood that such shareholder chooses to receive the price in Dollars.

If the shareholder chooses to receive pesos, national currency, the risk of variation of the exchange rate will be borne by the accepting shareholder.

LATAM shareholders who agree to tender their shares in the Offer will be paid as described in the Section “*Terms, time and place of payment*” of this notice and the Prospectus.

**4.2 Premium.** Given that the Offeror does not seek to obtain control of LATAM through this Offer, the Offer does not include a control premium. Nonetheless, the price per share in this Offer considers a premium of 80.51% with respect to the closing price for each share in the Santiago Stock Exchange on September 25, 2019 (US\$8.86 per share, considering an exchange rate of \$721.92 pesos, national currency, per Dollar, which is the *Dólar Observado* exchange rate published on September 25, 2019 in the Official Gazette), which is the trading business day prior to the date on which the CMF was notified of the Framework Agreement entered into by the Offeror and LATAM (the "Framework Agreement") as an *hecho esencial* by LATAM.

**4.3 Terms, time and place of payment.** The price will be paid on the fourth banking business day after the Expiration Date (the "Payment Date"). The price will be paid on the Payment Date, as follows:

- (a) To shareholders who sell their shares under acceptances submitted to Santander Corredores de Bolsa Limitada, (i) in the event that the shareholder decides to receive the price in pesos, national currency, through an electronic transfer of funds to the account that said shareholder had indicated in writing on or before the Expiration Date, or by means of a non-endorsable voucher which will remain at its disposal in the offices of Santander Corredores de Bolsa Limitada, located in Isidora Goyenechea N° 2800, floor 40, Las Condes, Santiago, Metropolitan Region, Chile; and (ii) in the event that the shareholder decides to receive the price in Dollars, through a deposit in a Dollar account opened in a Chilean bank indicated by the shareholder in writing on or before the Expiration Date;
- (b) To shareholders who sell their shares under acceptances submitted to securities intermediaries other than Santander Corredores de Bolsa Limitada, the price will be paid in Dollars or pesos, national currency, as applicable, directly to said intermediaries by means of an electronic transfer of funds to the account of said intermediaries, as applicable, in a Chilean bank; and
- (c) To holders of ADS who tender their ADS to the ADS Receiving Agent pursuant to the procedures set forth in greater detail in the U.S. Supplement, the price will be paid in such manner as described in greater detail in the U.S. Supplement.

The Offeror will not pay commissions for sale orders received from the shareholders to stockbrokers, agents, depositories or representatives other than the Manager of the Offer and, regarding ADS, the ADS Receiving Agent.

## **5. PROCEDURE FOR ACCEPTING THE OFFER**

**5.1 Condition of the tendered shares.** The shares for which the Offer is accepted must be registered in LATAM's shareholders registry in the name of the selling shareholder or its broker, agent, depository or representative, fully paid and free of encumbrances, restrictions, attachments, litigation, injunctions, conditions precedent or subsequent, third party rights, rights in rem or personal rights in favor of third parties and enforceable against the Offeror and, in general, free of any other circumstance that prevents or limits their unrestricted assignment, transfer or ownership ("Encumbrances").

**5.2 Formal requirements and requisite documentation to accept the Offer for holders of common shares of LATAM.** Shareholders who wish to accept this Offer must do so only during its effective term, by means of a written order to sell their shares, subject to the terms and conditions of the Offer, and selecting the currency of payment, which has to be delivered directly at the offices of the Manager of the Offer, or at the office of another stockbroker, from Monday to Friday within the Opening and Closing Hours of the Stock Market.

Shareholders who deliver their acceptance forms to the Offer shall simultaneously sign transfer forms for all the shares they wish to sell in favor of the Manager of the Offer, or in favor of the stockbroker, agent, depository or representative they are using, if applicable, which will carry out the necessary procedures to enter into their custody said actions subject to acceptance and, in the case of stockbrokers, agents, depositories or representatives other than the Manager of the Offer, to deliver them to the latter pursuant to the terms of this Offer.

Those shareholders seeking to accept the Offer must deliver to the Manager of the Offer, or to the broker, agent, depositary or representative involved, the following documents:

- (a) The original certificates for the shares they want to sell that are in their possession, or a certificate to be issued by LATAM's stock department (managed by the DCV, located at Huérfanos N° 770, Floor 22, Santiago, Metropolitan Region, Chile), exclusively for such purpose, certifying that the title(s) are under custody in the DCV;
- (b) A certificate issued for this purpose by the LATAM stock department, not more than 10 days before the delivery date to the Manager of the Offer or to the broker involved, evidencing that LATAM has no record in their files that the shares are affected by Encumbrances such that the shares are able to be registered in the name of the Offer Administrator or the respective broker, agent, depositary or representative involved;
- (c) A copy, on both sides, of the identity card of the individual shareholder or its representative, if applicable, or of the representative of the legal entity shareholder, whose original document must be displayed at the time of signing the acceptance. The fact that the above-mentioned copy is a faithful photocopy of the original document must be certified by a notary public or verified by the corresponding broker, agent, depositary or intervening representative;
- (d) Original or authorized copy of the current power-of-attorney of the shareholders' representative, which must have sufficient representation faculties, issued or authorized before a notary public; and
- (e) An authorized copy of all the legal documentation of shareholders which are legal entities, including all their documents of incorporation and amendments thereof, existence authorizations and other pertinent resolutions, as well as a true copy of all the documents that evidence the legal capacity of their representatives, who must have sufficient representation powers, with a certificate of validity of a date not to exceed 60 days from the date of delivery to the broker, agent, depositary or corresponding representative.

Additionally, the accepting shareholder must enter into a services contract (in accordance with the provisions of Section II.1 of the Norma de Carácter General N° 380 of the CMF), if it has not previously entered into such agreement, with the Manager of the Offer or with the stockbroker, agent, depositary or representative involved, in accordance with the applicable regulations.

The documents required from the shareholders in order to accept the Offer will be sent to the LATAM share department. The LATAM share department will proceed to register the shares subject to acceptance of the Offer in the name of the Manager of the Offer, and notwithstanding the right of withdrawal of each of the shareholders included in Section "*Withdrawal rights*" of this notice and the Prospectus.

If any share transfer were to be objected to on any legal grounds or as a result of an operation that does not comply with the terms and conditions of the Offer, and said objection is not solved within the effective term, the acceptance will be automatically cancelled and, for all intents and purpose, deemed never to have been made. In these cases, the Manager of the Offer or the corresponding broker will return the certificates to the shareholder, as well as any other documents provided by the same, as appropriate.

The stockbrokers, agents, depositaries or representatives other than the Manager of the Offer that participate in the Offer, shall gather the shares entered into their custody with the shares that said entities may already possess and, as appropriate, shall make one or more acceptances to the Manager of the Offer, which must be delivered together with the other documents identified in this Section. It will be the responsibility of each stockbroker, agent, depositary or representative that participates in this process to verify the existence and veracity of the documents referred to in this Section, with respect to their respective clients.

Pension fund managers and mutual fund managers, for the funds under their management, as well as other institutional investors who are required to maintain their investments under their own name until divestment, who decide to participate in this offer, will be subject to the procedures and mechanisms required by the regulations applicable to their operations. However, they will be required to submit their acceptances to this Offer at the office of the Manager of the Offer within the effective term of the Offer, without being required to deliver any share transfer form or the shares certificates indicated in (a) above. In any case, such documents shall be transferred to the Manager of the Offer together with the payment of the price to the institutional investor.

**5.3 Procedure for tendering ADS in the Offer.** ADS holders may participate in the Offer by following either of the two procedures described below, which procedures are described in greater detail in the U.S. Supplement:

**5.3.1. *Tender of ADS through the ADS Receiving Agent by holders of ADS.***

If a holder of ADS wishes to participate in the Offer, prior to the Expiration Date, such holder may accept the Offer by tendering its ADS representative of common shares to the ADS Receiving Agent, in accordance with the instructions set forth in the U.S. Supplement.

**5.3.2. *Direct participation in the Offer by holders of ADS.***

As an alternative to tendering ADS through the ADS Receiving Agent, ADS holders may also surrender their ADS, withdraw the common shares underlying the ADS from LATAM's ADS program and participate directly in the Offer as a holder of common shares of LATAM, in accordance to the terms contained in the Prospectus and the U.S. Supplement.

**5.4 Return of shares.** With respect to LATAM shares that are not acquired by the Offeror (including those represented by ADS) for not complying with the terms and conditions of the Offer, for the Offer having expired or for the Offer being unsuccessful, or for the number of total shares tendered exceeding the number of shares subject to Offer, such shares will be made available immediately to the respective shareholder by the Manager of the Offer or the corresponding securities intermediary, together with all the documents provided by the shareholders. This will occur immediately, without any right to indemnification, payment or reimbursement to the shareholder, nor will it imply an obligation or liability by the Offeror, its agents, advisors or representatives.

Consequently, shareholders who have accepted the Offer will not be entitled to any type of indemnification, payment or reimbursement, nor will the Offer create any obligation or liability for the Offeror, its agents, advisors or representatives, regarding the shares that have not been transferred to the Offeror.

**6. GROUNDS FOR NOT CONSUMMATING THE OFFER**

PURSUANT TO ARTICLE 210 OF THE SECURITIES MARKET LAW, THE OFFER SHALL BE SUBJECT TO THE OBJECTIVE GROUNDS FOR NOT CONSUMMATING THE OFFER INDICATED BELOW (THE "GROUNDS FOR NOT CONSUMMATING THE OFFER"). SHOULD ONE OF THESE GROUNDS BE VERIFIED DURING THE EFFECTIVE TERM, THE OFFEROR SHALL HAVE THE RIGHT, BUT NOT THE OBLIGATION, TO DEEM THE OFFER AS EXPIRED UPON THE EXPIRATION DATE OF THE OFFER OR ITS EXTENSION.

IT IS HEREBY STATED ON THE RECORD THAT THE GROUNDS FOR NOT CONSUMMATING THE OFFER HAVE BEEN ESTABLISHED FOR THE SOLE BENEFIT OF THE OFFEROR, WHO MAY WAIVE THEM AT ITS SOLE JUDGMENT. THE OFFEROR'S NOTICE IN THE OCCURRENCE OF A GROUND FOR NOT CONSUMMATING THE OFFER SHALL BE COMMUNICATED BY MEANS OF PUBLICATION IN THE SAME NEWSPAPERS IN WHICH THIS NOTICE IS PUBLISHED, AND THE PROCEDURE DESCRIBED IN THE SECTION "PROCEDURE FOR ACCEPTING THE OFFER – RETURN OF SHARES" OF THIS NOTICE AND THE PROSPECTUS SHALL BE FOLLOWED.

THE GROUNDS FOR NOT CONSUMMATING THE OFFER ARE THE FOLLOWING:

- (A) THE ENACTMENT OR ISSUANCE OF A LAW, REGULATION, STATUE, NORM, REGULATION, SENTENCE, RULING, DETERMINATION, WHICH IS CURRENTLY IN EFFECT, BY ANY GOVERNMENT AUTHORITY, AGENCY, OR COURT OF THE UNITED STATES OF AMERICA OR THE REPUBLIC OF CHILE, WHICH RESTRICTS, PROHIBITS, OR OTHERWISE CRIMINALIZES THE ACQUISITION OF THE SHARES OF LATAM BY MEANS OF THE OFFER; OR
- (B) THE OCCURRENCE OF ANY OF THE FOLLOWING EVENTS IN RELATION TO LATAM: (I) THE SUBMISSION OF A REQUEST FOR JUDICIAL REORGANIZATION OR VOLUNTARY LIQUIDATION, AS APPLICABLE; (II) THE ISSUANCE OF AN EXTRA-JUDICIAL OR SIMPLIFIED AGREEMENT; (III) THE GENERAL CEASE IN THE PAYMENT OF ITS OBLIGATIONS; (IV) THE GENERAL TRANSFER OF ASSETS FOR THE BENEFIT OF ITS CREDITORS, PURSUANT TO THE TERMS OF TITLE XIV OF BOOK FOUR OF THE CHILEAN CIVIL CODE; (V) THE ACCEPTANCE OF A LAWSUIT FOR MANDATORY LIQUIDATION; (VI) THE ISSUANCE OF A RESOLUTION OF LIQUIDATION AGAINST LATAM WHICH HAS NOT BEEN NULLIFIED WITHIN 60 DAYS AFTER BEING ISSUED; OR

- (C) THAT LATAM OR ANY AFFILIATE ENTITY (AN “AFFILIATE ENTITY” BEING AN ENTITY THAT CONTROLS, IS CONTROLLED BY, OR IS UNDER COMMON CONTROL WITH LATAM) ENTERS INTO A CONTRACT OR AGREEMENT RELATED TO AN ALTERNATIVE TRANSACTION. “ALTERNATIVE TRANSACTION” SHALL MEAN ANY (I) ACQUISITION, MERGER, CONSOLIDATION, REORGANIZATION, LIQUIDATION, RECAPITALIZATION, SHARE EXCHANGE OR OTHER BUSINESS COMBINATION TRANSACTION, (II) ISSUANCE OR SALE OF SHARES OF CAPITAL STOCK OR OTHER EQUITY SECURITIES (EXCLUDING A TENDER OFFER OF SHARES OR OTHER SECURITIES OF LATAM, INCLUDING ANY ISSUANCE OF SHARES SUBJECT TO PREEMPTIVE RIGHTS), SO LONG AS SUCH TRANSACTION IS COMPRISED OF A BROAD DISTRIBUTION WITHOUT DIRECTED SALES, (III) ACQUISITION, DIRECTLY OR INDIRECTLY, OF BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT (5%) OF THE EFFECTIVE CAPITAL STOCK OR OTHER EQUITY SECURITIES, INCLUDING THROUGH A TENDER OFFER, OR (IV) UNLESS OTHERWISE AGREED, A JOINT VENTURE OR OTHER STRATEGIC ALLIANCE OR COMMERCIAL ARRANGEMENTS FOR COOPERATION, INCLUDING THOSE REFERRED TO LOYALTY PROGRAMS AND CODESHARE ARRANGEMENTS, IN EACH CASE, WITH AN AIRLINE CARRIER THAT IS HEADQUARTERED OR WITH OPERATIONS PRIMARILY BASED IN THE UNITED STATES OF AMERICA (INCLUDING ANY AFFILIATE, SUCCESSOR OR ASSIGN, OR ANY OTHER PERSON ACTING IN A GROUP WITH ANY SUCH CARRIER). AN ALTERNATIVE TRANSACTION EXCLUDES (I) THE ACQUISITION OF OWNERSHIP, DIRECTLY OR INDIRECTLY, OF EQUITY SECURITIES IN A PUBLICLY TRADED COMPANY OR OTHER ENTITY THAT IS SUBJECT TO LATAM OR LATAM’S RELATED PARTIES INVESTMENT, INsofar SUCH ACQUISITION CONSISTS OF LESS THAN TWO PERCENT (2%) OF THE OUTSTANDING CAPITAL STOCK OF SUCH COMPANY OR OTHER ENTITY IN THE AGGREGATE, OR (II) ANY ALTERNATIVE TRANSACTION WITH A FREIGHTER COMPANY. “FREIGHTER COMPANY” SHALL MEAN AN AIR CARRIER EXCLUSIVELY ENGAGED IN THE CARRIAGE OF FREIGHT AND CARGO USING ONLY FREIGHTER AIRCRAFT AND, FOR THE AVOIDANCE OF DOUBT, IN NO EVENT USING PASSENGER OR COMBI AIRCRAFT; OR
- (D) THAT, SINCE THE DATE OF THIS NOTICE AND THE PROSPECTUS, LATAM HAS PERFORMED ANY OF THE FOLLOWING ACTIONS OTHER THAN WITH DELTA’S PRIOR WRITTEN CONSENT OR PURSUANT TO A LEGAL REQUIREMENT: (I) AMEND OR PROPOSE ANY MATERIAL AMENDMENT IN ITS OR ITS SUBSIDIARIES’ ORGANIZATIONAL DOCUMENTS; (II) MERGE OR CONSOLIDATE WITH ANY OTHER ENTITY, OR RESTRUCTURE, REORGANIZE, DISSOLVE OR COMPLETELY OR PARTIALLY LIQUIDATE; (III) DECLARE, SET ASIDE OR PAY ANY DIVIDEND OR OTHER DISTRIBUTION (WHETHER IN CASH, STOCK OR PROPERTY OR ANY COMBINATION THEREOF) IN RESPECT TO ANY LATAM SHARES OR EQUITY, EXCEPT TO THE EXTENT REQUIRED BY LAW; (IV) ISSUE OR GRANT AN OPTION TO SUBSCRIBE SHARES OR OTHER EQUITY SECURITIES OF LATAM, OR RECLASSIFY, SPLIT, COMBINE, SUBDIVIDE OR REDEEM, PURCHASE OR OTHERWISE ACQUIRE, DIRECTLY OR INDIRECTLY, ANY LATAM SHARES OR SECURITIES CONVERTIBLE OR EXCHANGEABLE INTO OR EXERCISABLE FOR ANY SHARES OF LATAM CAPITAL STOCK; (V) TAKE ANY OTHER ACTION THAT WOULD BE PROHIBITED TO AN ISSUER OF SECURITIES SUBJECT TO A TENDER OFFER UNDER THE APPLICABLE LAWS OF CHILE; OR (VI) AGREE OR COMMIT TO ADOPT ANY OF THE FOREGOING ACTIONS.

IF ANY OF THE GROUNDS FOR NOT CONSUMMATING THE OFFER IS VERIFIED DURING THE TERM OF THE OFFER, AND IS NOT WAIVED BY THE OFFEROR, THE OFFEROR SHALL ANNOUNCE THE VERIFICATION OF SUCH GROUND AND THE EXPIRATION OF THE OFFER BY PUBLISHING A NOTICE IN THE SAME NEWSPAPERS IN WHICH THE NOTICE OF COMMENCEMENT WAS PUBLISHED. SUCH PUBLICATION MUST BE MADE WITHIN THREE DAYS FOLLOWING THE DATE ON WHICH THE RESPECTIVE GROUND FOR NOT CONSUMMATING THE OFFER WAS VERIFIED AND, IN ANY CASE, NO LONGER THAN THE SECOND DAY FOLLOWING THE EXPIRATION DATE, AND IF NOT MADE BEFORE THAT DATE, SUCH GROUND FOR NOT CONSUMMATING THE OFFER SHALL BE DEEMED TO HAVE BEEN WAIVED BY THE OFFEROR.

## **7. WITHDRAWAL RIGHTS**

In accordance with article 211 of the Securities Market Law, the shareholders who have accepted the Offer may withdraw, in whole or in part, their acceptance, until the Expiration Date, by means of a written communication delivered by the shareholder or its stockbroker, agent, depositary or representative involved, at the offices of the Manager of the Offer, during the Opening and Closing Hours of the Stock Market. Upon delivery of the above-mentioned communication in a timely manner to the Manager of the Offer, the latter shall deliver to the shareholder, depositary or stockbroker involved, as appropriate, its letter of acceptance, the documents that may have been attached to it and the transfers signed by the shareholder at the time to accept the Offer.

Additionally, in accordance with article 212 of the Securities Market Law, in the event that the Offeror fails to publish the Notice of Result on the third day following the Expiration Date, the shareholders who have accepted the Offer may withdraw their acceptance until the effective date of publication of the Notice of Result, which cannot be published later than 15 days following the Expiration Date.

It is hereby stated that, in the event that a shareholder withdraws from his acceptance in the manner indicated in this Section, the corresponding shares, transfers and other documentation received will be returned as soon as the shareholder communicates its withdrawal in writing.

The procedures for a holder of ADS to withdraw any ADS tendered to the ADS Receiving Agent are set forth in greater detail in the U.S. Supplement.

#### **8. FINANCING THE OFFER**

The Offeror will finance this Offer with the Offeror's own funds. Therefore, the validity of this Offer is not conditioned on obtaining any financing from third parties.

#### **9. COLLATERAL**

This Offer does not include any collateral pursuant to the terms of article 204 of the Securities Market Law.

#### **10. MANAGER OF THE OFFER**

The Offeror will act, for all the purposes of this Offer, through Santander Corredores de Bolsa Limitada, Chilean tax ID N° 96.683.200-2, domiciled at Isidora Goyenechea N° 2800, floor 40, Las Condes, Santiago, Región Metropolitana, Chile (the "Manager of the Offer").

To this end, the Offeror has granted Santander Corredores de Bolsa Limitada the authority to act as its agent for the Offer, to receive any acceptances made by the shareholders of the Company, to answer any questions raised as to the mechanisms and conditions of the Offer, to make transfers to the custody of LATAM, to reject acceptances and generally to engage in all the activities necessary to consummate this transaction.

#### **11. LOCATION OF INFORMATION**

Copies of the Prospectus and of the U.S. Supplement are available to interested parties at the following locations:

- (a) At the offices of the Offeror, located at Cerro El Plomo, N° 5680, office N° 1802, Las Condes, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:00 AM and 4:00 PM;
- (b) At the offices of Santander Corredores de Bolsa Limitada, located at Isidora Goyenechea N° 2800, floor 40, Las Condes, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:30 AM and 4:00 PM;
- (c) At the *Comisión para el Mercado Financiero*, whose offices are located at Avenida Libertador Bernardo O'Higgins N° 1449, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:00 AM and 1:30 PM, and on its website [www.cmfchile.cl](http://www.cmfchile.cl);
- (d) At the Santiago Stock Exchange, whose offices are located on La Bolsa N° 64, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:30 AM and 4:00 PM;
- (e) At the Chilean Electronic Stock Exchange, whose offices are located on Huérfanos N° 770, 14<sup>th</sup> Floor, Santiago, Chile, from Monday to Friday between 9:30 AM and 4:00 PM; and
- (f) At the offices of LATAM Airlines Group S.A., located at Presidente Riesco N° 5711, piso 20, Las Condes, Santiago, Metropolitan Region, Chile, from Monday to Friday between 9:00 AM and 4:00 PM.

**DELTA AIR LINES, INC.**

**NOTICE TO U.S. STOCKHOLDERS  
OF  
LATAM AIRLINES GROUP S.A.**

**THE OFFER DESCRIBED IN THIS U.S. SUPPLEMENT AND IN THE ATTACHED CHILEAN PROSPECTUS (THE “PROSPECTUS”) AND NOTICE OF COMMENCEMENT THAT FOLLOW (HEREINAFTER, THE “OFFER” OR “TENDER OFFER”) IS MADE FOR THE SECURITIES OF A COMPANY LOCATED IN CHILE. U.S. HOLDERS SHOULD BE AWARE THAT THE OFFER IS SUBJECT TO DISCLOSURE REQUIREMENTS OF THE REPUBLIC OF CHILE THAT ARE DIFFERENT FROM THOSE OF THE UNITED STATES.**

Dear U.S. Holder of Common Stock and/or American Depositary Shares:

Pursuant to a Framework Agreement entered into between Delta Air Lines, Inc. (“Delta” or the “Offeror”) and LATAM Airlines Group S.A. (“LATAM” or the “Company”) on September 26, 2019 (the “Framework Agreement”), Delta is offering to purchase up to 20% of the issued, subscribed and paid-in shares of common stock, with no par value (the “Shares”), including Shares represented by American Depositary Shares (the “ADSs”), of LATAM, including Shares and ADSs owned by holders resident in the United States (“U.S. Holders”), for \$16.00 per Share or ADS, in each case, payable in U.S. dollars or its equivalent in Chilean pesos at the exchange ratio set forth in Section 8 (“*Price and terms of payment*”) of the Prospectus.

The Offer is being made in reliance on the exemption from certain requirements of Regulation 14D and Regulation 14E of the U.S. Securities Exchange Act of 1934, as amended, provided by Rule 14d-1(c). Accordingly, we are providing you with this U.S. Supplement because the Offer is subject to disclosure requirements and takeover laws and regulations of the Republic of Chile that are different from those of the United States. As such, the Prospectus and Notice of Commencement accompanying this U.S. Supplement have been prepared in accordance with Chilean format and style that differ from the format and style typically used in offering documents filed with the U.S. Securities and Exchange Commission, and this U.S. Supplement is designed to assist U.S. Holders to better understand the Offer and to assist U.S. Holders in deciding whether to participate in the Offer.

We urge you to read carefully the following U.S. Supplement, which is provided for the benefit of U.S. Holders of Shares and ADSs, and the accompanying Prospectus and Notice of Commencement, because the information in this U.S. Supplement alone does not contain all of the information you should consider before tendering your Shares or ADSs. Additional important information is contained in the accompanying Prospectus and Notice of Commencement, and in the ADS Letter of Transmittal related to this U.S. Supplement.

Kind regards,

Delta Air Lines, Inc.

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 4:00 P.M., CHILEAN TIME, WHICH CORRESPONDS TO 2:00 P.M. NEW YORK CITY TIME, ON DECEMBER 26, 2019, UNLESS THE OFFER IS EXTENDED**

---

This transaction has not been approved or disapproved by the U.S. Securities and Exchange Commission (the “SEC”), or any state securities commission, the Chilean *Comision para el Mercado Financiero* (the “CMF”) or the securities regulatory authorities of any other jurisdiction, nor has the SEC, or any state securities commission, the CMF or the securities regulatory authorities of any other jurisdiction passed upon the fairness or merits of such transaction nor upon the accuracy or adequacy of the information contained in this document. Any representation to the contrary is unlawful.

Statements in this U.S. Supplement, the Prospectus and the Notice of Commencement with respect to Delta that are not historical facts, including statements regarding estimates, expectations, beliefs, intentions, projections or strategies for the future, may be “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. All forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from the estimates, expectations, beliefs, intentions, projections and strategies reflected in or suggested by the forward-looking statements. These risks and uncertainties include, but are not limited to, the cost of aircraft fuel; the availability of aircraft fuel; the impact of fuel hedging activity including rebalancing Delta’s hedge portfolio, recording mark-to-market adjustments or posting collateral in connection with fuel hedge contracts; the performance of significant investments in airlines in other parts of the world; the possible effects of accidents involving Delta’s aircraft; breaches or security lapses in Delta’s information technology systems; disruptions in Delta’s information technology infrastructure; dependence on technology in operations; the restrictions that financial covenants in financing agreements could have on financial and business operations; labor issues; the effects of weather, natural disasters and seasonality on business; the effects of an extended disruption in services provided by third parties; failure or inability of insurance to cover a significant liability at Monroe’s Trainer refinery; the impact of environmental regulation on the Trainer refinery, including costs related to renewable fuel standard regulations; ability to retain senior management and key employees; damage to reputation and brand if Delta is exposed to significant adverse publicity through social media; the effects of terrorist attacks or geopolitical conflict; competitive conditions in the airline industry; interruptions or disruptions in service at major airports at which Delta operates; the effects of extensive government regulation on business; the sensitivity of the airline industry to prolonged periods of stagnant or weak economic conditions; uncertainty in economic conditions and regulatory environment in the United Kingdom related to the exit of the United Kingdom from the European Union; and the effects of the rapid spread of contagious illnesses.

Additional information concerning risks and uncertainties that could cause differences between Delta’s actual results and forward-looking statements is contained in Delta’s Securities and Exchange Commission filings, including Delta’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018. Caution should be taken not to place undue reliance on Delta’s forward-looking statements, which represent its views only as of November 27, 2019, and which Delta has no current intention to update.



## QUESTIONS & ANSWERS

The following are answers to some of the questions you, as a U.S. Holder of Shares and/or ADSs, may have concerning the Offer.

### What is the proposed transaction?

On September 26, 2019, Delta and LATAM entered into a Framework Agreement relating to the formation of a strategic alliance, subject to regulatory approvals, between the two airlines, the commencement and consummation by Delta of this Offer for up to 20% of the total issued, subscribed and paid-in Shares, certain transition cost payments to be made by Delta to LATAM, obligations of Delta and LATAM with respect to certain transition matters, and the purchase by or assignment to Delta of certain aircraft.

### Who is offering to buy my securities?

Delta Air Lines, Inc. is offering to buy your securities. Delta is a publicly held corporation organized and existing under the laws of the State of Delaware in the United States. Delta is a major passenger airline, providing scheduled air transportation for passengers and cargo throughout the United States and around the world.

### What securities are you offering to purchase?

We are offering to purchase up to 121,281,538 out of a total of 606,407,693 Shares, including Shares represented by ADSs, representing 20% of the total issued, subscribed and paid-in Shares, including those represented by ADSs, as of the date of the Offer.

If the number of Shares, including Shares represented by ADSs, validly tendered and not properly withdrawn on or prior to the Expiration Date is less than or equal to 121,281,538, we will purchase all Shares so tendered and not withdrawn, upon the terms and subject to the conditions to the consummation of the Offer, including the Minimum Tender Condition, as described below under the caption “*Questions & Answers — What are the conditions to the success of the Offer and the circumstances under which we may elect not to consummate the Offer?*” However, if more than 121,281,538 Shares, including Shares represented by ADSs, are so tendered and not withdrawn, we will accept for payment and pay for 121,281,538 Shares so tendered, including Shares represented by ADSs, on a *pro rata* basis for each of the accepting shareholders and holders of ADSs as set forth in Section 7.4 of the Prospectus (“*Pro-rata mechanism*”).

### How much are you offering to pay, what is the form of payment and will I have to pay any fees or commissions?

We are offering to pay, without any interest, \$16.00 per Share or ADS, payable in U.S. dollars or its equivalent in Chilean pesos at the exchange ratio set forth in Section 8 (“*Price and terms of payment*”) of the Prospectus. **In order to receive Chilean pesos, a holder of ADSs must surrender his or her ADSs, withdraw the Shares underlying such ADSs from the ADS program and participate directly in the Offer as a holder of Shares pursuant to the requirements set forth in Section 9 of the Prospectus (“*Procedure for accepting the Offer*”). See the section entitled “*Procedures for Accepting the Offer — Holders of ADSs — Direct Participation*” below for more information.**

U.S. holders of Shares, and U.S. holders of ADSs who participate directly in the Offer by surrendering their ADSs, withdrawing the underlying Shares and tendering such Shares into the Offer (“*Direct ADS Participants*”), may choose to accept payment for tendered Shares in U.S. dollars or Chilean pesos at the exchange ratio set forth in the Prospectus. If you do not express any preference when accepting the Offer, you will be understood to have accepted payment in U.S. dollars.

If you are the record owner of your ADSs and you tender your ADSs to us, you will not have to pay brokerage fees or similar expenses. If you own your ADSs through a broker or other nominee, and your broker or nominee tenders your ADSs on your behalf, your broker or nominee may charge you a fee for doing so. You should consult your broker or nominee to determine whether any charges will apply.

### **Do you have the financial resources to make payment?**

The amount of funds needed to purchase the maximum Shares and ADSs in the Offer is estimated at approximately US\$1.9 billion. The Offer is not conditioned upon any financing arrangements. Delta will finance the Offer with Delta's own funds.

### **Does LATAM support the Offer?**

As of the date hereof, the Board of Directors of the Company has not taken a position with respect to the Offer. The laws of the Republic of Chile do not require that the Board of Directors of the Company take any position with respect to the Offer, except that each member of the Board of Directors has to deliver, within five business days from the commencement of the Offer, an opinion as to the advisability of the Offer to the holders of Shares, including those represented by ADSs (*conveniencia de la oferta para los accionistas*).

### **How long do I have to decide whether to tender in the Offer?**

The Offer and withdrawal rights will expire at 4:00 p.m., Chilean time, which corresponds to 2:00 p.m., New York City time, on December 26, 2019, unless the Offer is extended (such date, or as such date may be extended, the "Expiration Date"). There is no guaranteed delivery procedure for the tendering of Shares or ADSs into the Offer.

### **Can the Offer be extended and under what circumstances?**

Yes, the Offer can be extended for an additional term of up to 15 calendar days. In this case, the Offer will extend until 4:00 p.m. Chilean time on the new expiration date. Delta will communicate the extension of the Offer to the interested parties by means of a notice to be published no later than the day before the original Expiration Date, in the online newspapers *La Nación* ([www.lanacion.cl](http://www.lanacion.cl)) and *El Libero* ([www.ellibero.cl](http://www.ellibero.cl)).

### **How will I be notified if the Offer is extended?**

If we extend the Offer, we will inform Santander S.A. Corredores de Bolsa Limitada, who is acting as the tender agent in Chile, and Equiniti Trust Company, who is acting as the ADS receiving agent (the "ADS Receiving Agent"). We also will make a public announcement of the extension.

### **What are the conditions to the success of the Offer and the circumstances under which we may elect not to consummate the Offer?**

The Offer is subject to Delta acquiring a minimum of 90,961,154 Shares, including Shares represented by ADSs, representing 15% of the total subscribed and paid Shares issued by the Company (the "Minimum Tender Condition"). Delta may waive this condition, which is established for the sole benefit of Delta, in its sole discretion. Additional circumstances under which we may elect not to consummate the Offer are set forth in Section 10 of the attached Prospectus.

### **How do I tender my Shares into the Offer?**

U.S. Holders of Shares who wish to tender their Shares into the Offer must comply with the requirements set forth in Section 9 of the Prospectus ("*Procedure for accepting the Offer*"). **The Prospectus will govern all rights and procedures with respect to the Offer for Shares, including withdrawal and payment procedures. U.S. Holders who wish to tender their Shares should read the Prospectus closely.**

### **How do I withdraw previously tendered Shares?**

U.S. Holders of Shares who wish to withdraw their Shares should follow all procedures set forth with respect to the withdrawal of Shares set forth in Section 11 of the Prospectus ("*Withdrawal rights*").

### Until what time can I withdraw previously tendered Shares?

U.S. Holders of Shares who wish to withdraw their Shares can withdraw up until the time set forth in Section 11 of the Prospectus (“*Withdrawal rights*”).

### How do I tender my ADSs in the Offer?

U.S. Holders of ADSs may participate in the Offer by following either of the two procedures described below:

1. *Tender of ADSs through the ADS Receiving Agent.* If a holder of ADSs wishes to participate in the Offer, the holder may tender its ADSs through the ADS Receiving Agent, prior to the Expiration Date, in accordance with the instructions set forth below under the caption “*Procedures for Accepting the Offer — Holders of ADSs — ADS Receiving Agent.*” **Payment for ADSs tendered through the ADS Receiving Agent will only be made in U.S. dollars.**
2. *Direct Participation in the Offer.* As an alternative to tendering ADSs through the ADS Receiving Agent, a U.S. Holder of ADSs may also surrender its ADSs, withdraw the Shares underlying the ADSs from the ADS program and participate directly in the Offer as a holder of Shares pursuant to the requirements set forth in Section 9 of the Prospectus (“*Procedure for accepting the Offer*”). If a U.S. Holder of ADSs wishes to participate directly in the Offer in this manner, such ADS holder must first: (1) surrender to JPMorgan Chase Bank, N.A., as ADS depository, at 4 New York Plaza, Floor 12, New York, New York 10004, United States of America, the ADSs that represent Shares that it wishes to tender; (2) pay a fee to the ADS depository in the amount of up to U.S.\$5.00 per 100 ADSs or portion thereof surrendered; and (3) pay any taxes or governmental charges payable in connection with its withdrawal of the Shares from the ADS program.

### Until what time can I withdraw previously tendered ADSs of the Company?

You can withdraw ADSs from the Offer at any time until 4:00 p.m., Chilean time on the Expiration Date which corresponds to 2:00 p.m., New York City time. Furthermore, should Offeror not publish the notice of result in Chile with respect to Offer (the “*Notice of Result*”) on the third calendar day following the expiration of the Offer, holders may withdraw their acceptances from such third day until the publication date of such notice, which cannot be published beyond 15 calendar days from the Expiration Date.

### How do I withdraw previously tendered ADSs?

To withdraw ADSs previously tendered to the ADS Receiving Agent, you must deliver a written notice of withdrawal, or a copy of one, with the required information to the ADS Receiving Agent while you still have the right to withdraw the ADSs. Withdrawn ADSs may be retendered by again following one of the procedures described in this U.S. Supplement, at any time until the Offer has expired.

Direct ADS Participants should follow all procedures with respect to the withdrawal of Shares set forth in Section 11 of the Prospectus (“*Withdrawal rights*”).

### When and how will I be paid for my tendered Shares and ADSs?

Upon the terms and subject to the conditions of the Offer, and provided the Offer has not been terminated pursuant to its terms, the Offeror will accept for payment and pay for the number of Shares and ADSs validly tendered before the scheduled Expiration Date and not properly withdrawn as described above in “*Questions and Answers — What securities are you offering to purchase?*” Payment will be made on the fourth banking business day following the Expiration Date. For more information regarding payment for Shares tendered in the Offer, see Section 8 of the Prospectus (“*Price and terms of payment*”).

We will pay for your ADSs that are validly tendered to the ADS Receiving Agent and not properly withdrawn by depositing the purchase price with the ADS Receiving Agent, which will act as receiving agent for the purpose of receiving payments from us and transmitting such payments to you. In all cases, payment for ADSs tendered to the ADS Receiving Agent will be made only after timely receipt by the ADS Receiving Agent of certificates for such ADSs and a properly completed and duly executed ADS Letter of Transmittal and any other required documents as set forth in the Prospectus (or of a confirmation of a book-entry transfer of such ADSs).

Direct ADS Participants should refer to Section 8 of the Prospectus (“*Price and terms of payment*”) for more information about payment.

**Do I have statutory appraisal rights in the Offer?**

No. Chilean corporate law does not provide for appraisal rights in the case of a tender offer.

**What is the market value of my ADSs as of a recent date?**

On September 25, 2019, the last trading day on the Santiago Stock Exchange and the NYSE before the execution of the Framework Agreement, the last sale price of ADSs reported on the NYSE was \$8.72 per ADS. We advise you to obtain a more recent quotation for ADSs in deciding whether to tender your ADSs.

**What are the material U.S. federal income tax consequences if I tender my Shares and/or ADSs?**

Generally, a U.S. Security Holder (as defined below under the caption “*U.S. Federal Income Tax Consequences*”) that receives cash for the Shares or ADSs will recognize gain or loss for U.S. federal income tax purposes equal to the difference between the amount realized in exchange for the Shares or ADSs (generally the amount of cash received by such U.S. Security Holder) and such U.S. Security Holder’s adjusted tax basis in such Shares or ADSs. A U.S. Security Holder should consult such U.S. Security Holder’s tax advisor about the particular effect the Offer will have on such U.S. Security Holder.

**Who should I contact if I have any questions?**

If you are in any doubt about the procedures for tendering ADSs or have any other questions with respect to the Offer related to ADSs, please reach out to Equiniti (US) Services LLC (the “Information Agent”). U.S. Holders of ADSs may call toll-free at (833) 503-4127, and banks and brokers may call (516) 220-8356.

If you are in any doubt about the procedures for tendering Shares or have any other questions with respect to the Offer related to Shares, please reach out to Santander Investment Securities, at (212) 407-0964.

**The attached Prospectus and Notice of Commencement and ADS Letter of Transmittal related to this U.S. Supplement contain important information and should be read carefully in their entirety before any decision is made with respect to the Offer.**

## **1. Procedures for Accepting the Offer — U.S. Holders of Shares.**

U.S. Holders of Shares who wish to tender their Shares into the Offer must comply with the requirements set forth in Section 9 of the Prospectus (“*Procedure for accepting the Offer*”). **The Prospectus will govern all rights and procedures with respect to the Offer for Shares, including withdrawal and payment procedures. U.S. Holders who wish to tender their Shares should read the Prospectus closely.**

## **2. Procedures for Accepting the Offer — Holders of ADSs — ADS Receiving Agent.**

To tender ADSs pursuant to the Offer: (a) (i) a properly completed and duly executed ADS Letter of Transmittal (or copy thereof, provided the signature is original) and all other documents required by the ADS Letter of Transmittal must be received by the ADS Receiving Agent at one of its addresses set forth on the back cover of this U.S. Supplement and (ii) American Depositary Receipts (“ADRs”) for the ADSs to be tendered must be received by the ADS Receiving Agent at one of such addresses by the Expiration Date; or (b) a holder’s ADSs must be delivered pursuant to the procedures for book-entry transfer described below (and a properly completed and duly executed ADS Letter of Transmittal (or copy thereof, provided the signature is original), unless an Agent’s Message (as defined below) confirming such delivery is received by the ADS Receiving Agent) by the Expiration Date. The term “Agent’s Message” means a message, transmitted by the Book-Entry Transfer Facility (as defined below) to and received by the ADS Receiving Agent and forming a part of a book-entry confirmation which states that the Book-Entry Transfer Facility has received an express acknowledgment from the participant tendering the ADSs which are the subject of such book-entry confirmation that such participant has received and agrees to be bound by the terms of the ADS Letter of Transmittal and that Offeror may enforce such agreement against such participant.

### ***Book-Entry Delivery.***

The ADS Receiving Agent will establish an account with respect to the ADSs at The Depository Trust Company (“Book-Entry Transfer Facility”) for purposes of the Offer within two business days after the date of the Prospectus, and any financial institution that is a participant in the system of the Book-Entry Transfer Facility may make book-entry delivery of ADSs by causing the Book-Entry Transfer Facility to transfer such ADSs into the ADS Receiving Agent’s account in accordance with the procedures of the Book-Entry Transfer Facility. However, although delivery of ADSs may be effected through book-entry transfer, a properly completed and duly executed ADS Letter of Transmittal or an Agent’s Message and any other required documents must, in any case, be received by the ADS Receiving Agent at one of its addresses set forth on the back cover of this U.S. Supplement prior to the Expiration Date. Delivery of the ADS Letter of Transmittal and any other required documents or instructions to the Book-Entry Transfer Facility does not constitute delivery to the ADS Receiving Agent. If tender is made by Book-Entry Transfer Facility, the ADS Letter of Transmittal must be delivered by means of Agent’s Message.

### ***Partial Tenders.***

If fewer than all of the ADSs evidenced by ADRs delivered to the ADS Receiving Agent are to be tendered, the holder thereof should so indicate in the ADS Letter of Transmittal by filling in the number of ADSs which are to be tendered in the box entitled “*Number of ADSs Tendered*” in the ADS Letter of Transmittal. In such case, a new ADR for the untendered ADSs represented by the old ADR will be sent to the person(s) signing such ADS Letter of Transmittal as promptly as practicable following the receipt of such partial tender.

**All ADSs delivered to the ADS Receiving Agent will be deemed to have been tendered unless otherwise indicated. See Instruction 4 of the ADS Letter of Transmittal.**

### ***No Guaranteed Delivery of ADSs.***

There is no guaranteed delivery procedure for the tendering of ADSs into the Offer.

### ***Other Requirements.***

Notwithstanding any other provisions hereof, payment for ADSs accepted for payment pursuant to the Offer will, in all cases, be made as indicated in Section 8.3 of the Prospectus (*Terms, time and place of payment*) and only after receipt by the ADS Receiving Agent of ADRs evidencing such ADSs or book-entry transfer of such ADSs, a properly completed and duly executed ADS Letter of Transmittal (or a copy thereof, provided the signature is original) or an Agent’s Message, together with any required signature guarantees and any other documents required by the ADS Letter of Transmittal. Under no circumstances will interest be paid on the price to be paid by Offeror, regardless of any extension of the Offer or any delay in making such payment.

**The method of delivery of ADSs and all other required documents, including through the Book-Entry Transfer Facility, is at the option and risk of the tendering holders of ADSs and the delivery will be deemed made only when actually received by the ADS Receiving Agent (including, in the case of book-entry transfer, by book-entry confirmation). In all cases, sufficient time should be allowed to ensure a timely delivery. Registered mail with return receipt requested, properly insured, is recommended for ADSs sent by mail.**

### **Acceptance of Offer.**

The tender of ADSs pursuant to any one of the procedures described above will constitute the tendering holder's acceptance of the Offer. Offeror's acceptance for payment of ADSs tendered pursuant to the Offer will constitute a binding agreement between the tendering holder of ADSs and Offeror containing the terms of the Offer, subject to the withdrawal rights as described below under the caption "*Withdrawal Rights*."

### **Matters Concerning Validity, Eligibility and Acceptance.**

All questions as to the form of documents and the validity, eligibility (including time of receipt) and acceptance for payment of any tender of ADSs will be determined by Offeror, in its sole discretion, which determination shall be final and binding on all parties. Offeror reserves the absolute right to reject any or all tenders of ADSs determined by it not to be in proper form or if the acceptance for payment of, or payment for, such ADSs may, in the opinion of Offeror's counsel, be unlawful. Offeror also reserves the absolute right to waive any defect or irregularity in any tender of ADSs, whether or not similar defects or irregularities are waived in the case of other holders. No tender of ADSs will be deemed to have been validly made until all defects and irregularities have been cured or waived. None of the Offeror, the ADS Receiving Agent or any other person will be under any duty to give notification of any defect or irregularity in tenders or incur any liability for failure to give any such notification. Offeror's interpretation of the terms and conditions of the Offer (including the ADS Letter of Transmittal and the instructions thereto) will be final and binding on all parties.

If you are in any doubt about the procedures for tendering ADSs, please telephone the Information Agent. U.S. Holders of ADSs may call toll-free at (833) 503-4127, and banks and brokers may call (516) 220-8356.

### **3. Procedures for Accepting the Offer — Holders of ADSs — Direct Participation.**

As an alternative to tendering ADSs through the ADS Receiving Agent, a U.S. Holder of ADSs may also surrender its ADSs, withdraw the Shares underlying the ADSs from the ADS program and participate directly in the Offer as a holder of Shares. If a U.S. Holder of ADSs wishes to participate directly in the Offer in this manner, that U.S. Holder must first: (1) surrender to JPMorgan Chase Bank, N.A., as ADS depositary, at 4 New York Plaza, Floor 12, New York, New York 10004, United States of America, the ADSs that represent Shares that it wishes to tender; (2) pay a fee to the ADS depositary in the amount of up to U.S.\$5.00 per 100 ADSs or portion thereof surrendered; and (3) pay any taxes or governmental charges payable in connection with its withdrawal of the Shares from the ADS program.

Direct ADS Participants shall have the same rights as other shareholders of the Company as set forth in the Prospectus, including any withdrawal rights and rights with respect to payment. **The Prospectus will govern all rights and procedures with respect to the Offer for Shares, including withdrawal and payment procedures. U.S. Holders who wish to tender their Shares should read the Prospectus closely.** If the Shares tendered by such holders are not accepted for purchase for any reason, including as a result of the proration mechanism described in Section 7.4 of the Prospectus ("*Pro-rata mechanism*"), such Shares will be returned to such holders in accordance with the Prospectus. Should such a holder choose to redeposit any returned Shares into the Company's ADS program, an additional fee of up to U.S.\$5.00 per 100 ADSs or portion thereof will be payable to the ADS depositary.

### **4. Withdrawal Rights.**

ADSs. Tenders of ADSs to the ADS Receiving Agent made pursuant to the Offer may be withdrawn at any time prior to the Expiration Date. Furthermore, should Offeror not publish the Notice of Result on the third calendar day following the expiration of the Offer, holders may withdraw their acceptances from such third day until the publication date of such notice, which cannot be published beyond 15 calendar days from the Expiration Date. If Offeror extends the period of time during which the Offer is open, is delayed in accepting for payment or paying for ADSs, or is unable to accept for payment or pay for ADSs pursuant to the Offer for any reason, then, without prejudice to Offeror's rights under the Offer but subject to Offeror's obligations under the U.S. Securities Exchange Act of 1934, the ADS Receiving Agent may, on behalf of Offeror, retain all ADSs tendered, and such ADSs may not be withdrawn except as otherwise provided in this section. For a withdrawal to be effective, a written or facsimile transmission notice of withdrawal must be timely received by the ADS Receiving Agent at its address set forth on the back cover of this U.S. Supplement. Any such notice of withdrawal must specify the name of the person who tendered the ADSs to be withdrawn and the number of ADSs to be withdrawn and the name of the registered holder, if different from that of the person who tendered such ADSs. If the ADSs to be withdrawn have been delivered to the ADS Receiving Agent, a signed notice of withdrawal must be submitted prior to the release of such ADSs. Such notice must also specify, in the case of ADSs tendered by delivery of certificates, the ADRs evidencing the ADSs to be withdrawn or, in the case of ADSs tendered by book-entry transfer, the name and number of the account to be credited with the withdrawn ADSs. In addition, ADSs tendered by the book-entry transfer may be withdrawn only by means of the withdrawal procedures made available by the Book-Entry Transfer Facility and must comply with the Book-Entry Transfer Facility's procedures. Withdrawals may not be rescinded, and ADSs withdrawn will thereafter be deemed not validly tendered for purposes of the Offer. However, withdrawn ADSs may be retendered by again following one of the procedures described above as applicable, at any time prior to the Expiration Date. All questions as to the form and validity (including time of receipt) of any notice of withdrawal will be determined by Offeror, in its sole discretion, which determination shall be final and binding. None of the Offeror, the ADS Receiving Agent or any other person will be under any duty to give notification of any defect or irregularity in any notice of withdrawal or incur any liability for failure to give any such notification.

*Shares.* U.S. Holders of Shares and any Direct ADS Participants who wish to withdraw their Shares should follow all procedures set forth with respect to the withdrawal of Shares set forth in Section 11 of the Prospectus (“*Withdrawal rights*”).

## **5. Settlement and Payment.**

It is Delta’s intent to acquire up to 121,281,538 out of a total of 606,407,693 Shares (including Shares represented by ADSs), representing 20% of the total issued, subscribed and paid-in Shares as of the date of the Offer. If the number of Shares, including Shares represented by ADSs, validly tendered and not properly withdrawn on or prior to the Expiration Date is less than or equal to 121,281,538, Delta will purchase all Shares so tendered and not withdrawn, upon the terms and subject to the conditions to the consummation of the Offer, including the Minimum Tender Condition, as described above under the caption “*Questions & Answers — What are the conditions to the success of the Offer and the circumstances under which we may elect not to consummate the Offer?*” However, if more than 121,281,538 Shares, including Shares represented by ADSs, are so tendered and not withdrawn, Delta will accept for payment and pay for 121,281,538 Shares so tendered, including Shares represented by ADSs, on a *pro rata* basis for each of the accepting shareholders and holders of ADSs as set forth in Section 7.4 of the Prospectus (“*Pro-rata mechanism*”).

Upon the terms and subject to the conditions of the Offer, and provided the Offer has not been terminated pursuant to its terms, Delta will accept for payment and pay for up to 121,281,538 Shares, including Shares represented by ADSs, validly tendered before the scheduled Expiration Date and not properly withdrawn, subject to the proration mechanism described above. Payment will be made on the fourth banking business day following the Expiration Date.

Payment for any accepted ADSs tendered through the ADS Receiving Agent will be payable in U.S. dollars. In order to receive Chilean pesos, a holder of ADSs must surrender his or her ADSs, withdraw the Shares underlying such ADSs from the ADS program and participate directly in the Offer as a holder of Shares pursuant to the requirements set forth in Section 9 of the Prospectus (“*Procedure for accepting the Offer*”). See the section entitled “*Procedures for Accepting the Offer — Holders of ADSs — Direct Participation*” above for more information.

For more information regarding payment for Shares tendered in the Offer, see Section 8 of the Prospectus (“*Price and terms of payment*”).

## **6. Return of Unpurchased ADSs.**

If a tender of ADSs is not accepted for purchase for not complying with the terms and conditions of the Offer, for the offer having expired or being unsuccessful, or for the number of total Shares and ADSs tendered exceeding the number of Shares, including those represented by ADSs, subject to the Offer, or if a tender is withdrawn, those ADSs will be returned immediately to the respective holder of Shares after the expiration of the Offer, or, in the case of ADSs transferred through the Depository Trust Company (“DTC”), the unpurchased ADSs will be credited as promptly as practicable to the account at DTC from which they were transferred.

## **7. Certain Material Tax Considerations.**

The following describes certain material U.S. federal and Chilean income tax consequences of certain sales of Shares and/or ADSs pursuant to the Offer.

## ***U.S. Federal Income Tax Consequences.***

The following describes the material U.S. federal income tax consequences to U.S. Security Holders, as defined below, of the tender of their Shares and/or ADSs, pursuant to the Offer. This discussion is based on the tax laws of the United States currently in effect, including the Internal Revenue Code of 1986, as amended (the “Code”), final, temporary and proposed Treasury regulations, administrative pronouncements and judicial decisions, all of which are subject to change, possibly with retroactive effect. This discussion does not address U.S. state, local or non-U.S. tax consequences, estate and gift tax consequences, and tax consequences arising under the Medicare contribution tax on net investment income or the alternative minimum tax. The discussion applies only to U.S. Security Holders of Shares and/or ADSs that hold the Shares and/or ADSs as capital assets for U.S. federal income tax purposes and it does not address special classes of holders, such as:

- certain financial institutions;
- insurance companies;
- dealers and traders in securities or foreign currencies;
- persons holding Shares and/or ADSs as part of a hedge, straddle or conversion transaction;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- partnerships or other entities classified as partnerships for U.S. federal income tax purposes;
- tax-exempt organizations;
- persons that purchase or sell Shares and/or ADSs as part of a wash sale for tax purposes; or
- persons holding Shares and/or ADSs that own or are deemed to own 10% or more of the combined voting power of the Company’s stock or of the total value of the Company’s stock.

These special classes of holders are urged to consult their U.S. tax advisors as to any special U.S. provisions that may be applicable to them. For purposes of this discussion, a “U.S. Security Holder” is a beneficial owner of Shares and/or ADSs that is, for U.S. federal income tax purposes: (i) a citizen or individual resident of the United States; (ii) a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state thereof or the District of Columbia; (iii) an estate the income of which is subject to U.S. federal income taxation regardless of its source; or (iv) a trust if a United States court can exercise primary supervision over the trust’s administration and one or more United States persons are authorized to control all substantial decisions of the trust.

### ***General.***

In general, a U.S. Security Holder that receives cash for the Shares and/or ADSs will recognize gain or loss for U.S. federal income tax purposes equal to the difference between the amount realized in exchange for the Shares and/or ADSs (generally the amount of cash received by such U.S. Security Holder) and such U.S. Security Holder’s adjusted tax basis in such Shares and/or ADSs. Subject to the discussion below, any gain or loss recognized will be capital gain or loss and will be long-term capital gain or loss if the U.S. Security Holder has held the Shares and/or ADSs for more than one year. The deductibility of capital losses is subject to limitations.

As discussed above under “*Settlement & Payment*”, the cash payment a U.S. Security Holder of Shares (including Shares corresponding with ADSs withdrawn from the ADS program and tendered pursuant to “*Procedures for Accepting the Offer — Holders of ADSs — Direct Participation*” above) in exchange for the Shares may be payable in Chilean pesos at the election of such holder. In that case, the amount realized by such holder will be the U.S. dollar value of the Chilean peso payments made, determined at the spot Chilean peso/U.S. dollar rate on the date the Shares are disposed of, regardless of whether the payment is in fact converted into U.S. dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date the U.S. Security Holder disposes of the Shares (including Shares corresponding with ADSs withdrawn from the ADS program and tendered pursuant to “*Procedures for Accepting the Offer — Holders of ADSs — Direct Participation*” above) to the date such holder converts the payment into U.S. dollars will be treated as ordinary gain or loss. Such gain or loss generally will be income or loss from sources within the United States for foreign tax credit limitation purposes.



## **PFIC.**

In its annual report on Form 20-F for the year ended December 31, 2018, filed by the Company with the SEC on April 12, 2019 (the “2018 Form 20-F”), the Company states that Shares and/or ADSs should not be treated as stock of a passive foreign investment company (a “PFIC”) for U.S. federal income tax purposes but further notes that this conclusion is a factual determination that is made annually and thus may be subject to change. If the Company were considered a PFIC for any taxable year during which a U.S. Security Holder held Shares and/or ADSs, certain adverse tax consequences could apply to such U.S. Security Holder pursuant to a sale of such Shares and/or ADSs in the Offer, including the imposition of interest charges and tax at higher rates than would otherwise apply. Certain elections may be available (including a mark-to-market election) to U.S. Security Holders that may mitigate the tax adverse consequences resulting from PFIC status. U.S. Security Holders should consult the 2018 Form 20-F under the subsection “*Material United States Federal Income Tax Considerations — PFIC Rules*” for further discussion of the possibility and possible consequences of PFIC status.

## **U.S. Federal Income Tax Withholding.**

A U.S. Security Holder of ADSs (other than an “exempt recipient,” including a corporation and certain other persons) that receives cash in exchange for Shares and/or ADSs may be subject to U.S. federal backup withholding tax (currently at a rate equal to 24%) unless such holder provides its taxpayer identification number and certifies that such holder is not subject to backup withholding tax by submitting a completed Substitute Form W-9 to the ADS Receiving Agent. Accordingly, each U.S. Security Holder of ADSs should complete, sign and submit the Substitute Form W-9 included as part of the ADS Letter of Transmittal in order to avoid the imposition of such backup withholding tax (unless an applicable exemption exists and is proved in a manner satisfactory to the ADS Receiving Agent).

Any amounts withheld under the backup withholding rules from payments made to a U.S. Security Holder may be refunded or credited against the U.S. Security Holder’s U.S. federal income tax liability, if any, provided that the required information is properly and timely furnished to the U.S. Internal Revenue Service.

## **Chilean Tax Consequences for U.S. Holders.**

Any gain recognized by an individual who is not domiciled or resident in Chile or any legal entity that is not organized under the laws of the Republic of Chile and does not have a permanent establishment in Chile (a “Non-Chilean Holder”) upon the sale of ADSs pursuant to the Offer will not be subject to Chilean taxation. Any gain recognized by any person other than a Non-Chilean Holder (a “Chilean Holder”) upon the sale of Shares and/or ADSs pursuant to the Offer will be subject to Chilean income taxes by adding such gain to the taxable income of such Chilean Holder and applying to such income the tax rate which would otherwise be applicable on such Chilean Holder’s income under Chilean law. Gains recognized by a Non-Chilean Holder upon the sale of Shares pursuant to the Offer will be subject to taxes at a 35% rate. Withholdings on such capital gains are applicable under Chilean law based on different rates if the capital gain is determined at the moment of the sale. Notwithstanding the foregoing, gains recognized by a Non-Chilean Holder upon the sale of Shares will not be subject to Chilean taxes if (a) such Shares have a “high presence” in the Chilean Exchanges (as described below), (b) such Shares originally were acquired in (1) a local stock exchange, (2) a tender offer for Shares, (3) an initial public offering of shares during the formation of the Company or capital increase of the Company, or (4) conversion of convertible bonds, and (c) the subsequent sale is made in (1) a local stock exchange or (2) a tender offer for Shares. Shares are considered to have a “high presence” in the Chilean Exchanges when they have been traded for a certain number of days at a volume exceeding a specific amount or have an agreement with a market maker. As of the date of this U.S. Supplement, the Shares are considered to have a high presence in the Chilean Exchanges. No Chilean stamp, issue, registration or similar taxes or duties will apply to the sale of Shares or ADSs pursuant to the Offer.

**Because individual circumstances may differ, you should consult your tax advisor regarding the applicability of the rules discussed above to you and the particular tax effects to you of the Offer.**

**ADS Letter of Transmittal**  
**to**  
**Tender American Depositary Receipts (“ADRs”) evidencing**  
**American Depositary Shares (“ADSs”) representing shares of common stock**  
**of**  
**LATAM Airlines Group S.A. - CUSIP # 51817R1068**

**Pursuant to the Prospectus and U.S. Supplement thereto**  
**dated November 27, 2019**  
**by**  
**DELTA AIR LINES, INC.**

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 4:00 PM, CHILEAN TIME, WHICH CORRESPONDS TO 2:00 P.M. NEW YORK CITY TIME, ON DECEMBER 26, 2019, UNLESS THE OFFER IS EXTENDED.**

*The ADS Receiving Agent for the Offer is:*

**Equiniti Trust Company**

**\*\*\*By Mail:**

By 2:00 p.m. NYC time on Expiration Date  
Equiniti Trust Company  
Shareowner Services  
Voluntary Corporate Actions  
P.O. Box 64858  
St. Paul, Minnesota 55164-0858

**\*\*\*By Hand or Overnight Courier:**

By 2:00 p.m. NYC time on Expiration Date  
Equiniti Trust Company  
Shareowner Services  
Voluntary Corporate Actions  
1110 Centre Pointe Curve, Suite 101  
Mendota Heights, Minnesota 55120

**Delivery of this ADS Letter of Transmittal to an address other than as set forth above will not constitute a valid delivery to the ADS Receiving Agent. You must sign this ADS Letter of Transmittal in the appropriate space provided below, with signature guarantee if required, and complete the Substitute Form W-9 set forth below.**

**The instructions contained within this ADS Letter of Transmittal should be read carefully before this ADS Letter of Transmittal is completed.**

ACCOUNT NUMBER	ADR CERT	BOOK ADSs	TOTAL ADSs	ISSUE NUMBER
<b>FOR OFFICE USE ONLY</b>		<b>Approved</b>	<b>W-9 Completed</b>	
<b>DESCRIPTION OF ADSs TENDERED</b>				
<b>Name(s) and Address(es) of Registered Holder(s)</b> <b>(Please Fill in, if blank, exactly as name(s) appear(s) on ADR(s))</b>		<b>ADSs Tendered</b> <b>(Please attach additional signed list, if necessary)</b>		
<input type="checkbox"/> indicates permanent address change		<b>ADR Serial Number(s)</b>	<b>Total Number of ADSs Evidenced by ADR(s) Tendered (1)</b>	<b>Total Number of ADSs Represented by Book-Entry (Electronic Form) Tendered (2)</b>
				<b>Number of ADSs Tendered (3)(4)</b>
		<b>Total ADSs Tendered</b>		
<b>(1)</b> Complete only if ADSs are held in certificated form. Do NOT complete if transfer is to be made with respect to ADSs held in book-entry form in DRS. <b>(2)</b> For ADS holders who hold their ADS in book-entry form on the books and records of JPMorgan Chase Bank, N.A., as ADS depository (the “Depository”) in the Direct Registration System (“DRS”) of the Depository, the name of the Registered Holder must be exactly as it appears in the books and records of the Depository. <b>(3)</b> Only include ADSs that are held in book-entry form in DRS. Do NOT include any ADSs to be transferred by means of the DTC book-entry system. <b>(4)</b> Unless otherwise indicated, it will be assumed that all ADSs being described above are being tendered. See Instruction 4. <input type="checkbox"/> Check here if ADR Certificates have been lost or mutilated. See Instruction 9. Lost certificates. I have lost my certificate(s) for _____ ADR certificates and require assistance in replacing them. A \$75.00 replacement fee must be sent in with the completed letter of transmittal. The check must be made payable to Shareowner Services. If additional forms and fees are needed, you will be contacted.				

This ADS Letter of Transmittal is to be used by holders of ADSs if ADR certificates are to be forwarded herewith or if ADSs are held in book-entry form on the records of the Depositary.

**IMPORTANT**  
**ADS HOLDER: SIGN HERE**  
**(Please Complete Substitute Form W-9 Included Herein)**

\_\_\_\_\_  
\_\_\_\_\_  
(Signature(s) of Owner(s))

Name(s) \_\_\_\_\_

Capacity(Full Title) \_\_\_\_\_

\_\_\_\_\_  
(See Instructions)

Address \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
(Include Zip Code)

(Must be signed by the registered holder(s) exactly as name(s) appear(s) on stock certificate(s) or on a security position listing or by the person(s) authorized to become registered holder(s) by certificates and documents transmitted herewith. If signature is by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, please set forth full title and see Instruction 5.)

**GUARANTEE OF SIGNATURE(S)**  
**(If required—See Instructions 1 and 5)**  
**APPLY MEDALLION GUARANTEE STAMP BELOW**

**SPECIAL ISSUANCE INSTRUCTIONS**  
**(See Instructions 1, 5 and 6)**

To be completed ONLY if (i) the check for the purchase price with respect to ADSs accepted for payment and (ii) any ADR evidencing ADSs not accepted for purchase are to be issued in the name of someone other than the person(s) specified in Item A.

Issue To:

Name \_\_\_\_\_

**(Please Print)**

Address \_\_\_\_\_

\_\_\_\_\_  
**(Include Zip Code)**  
**(Recipient must complete Substitute Form W-9 below)**

**SPECIAL DELIVERY INSTRUCTIONS**

To be completed ONLY if (i) the check for the purchase price with respect to ADSs accepted for payment and (ii) any ADR evidencing ADSs not accepted for purchase are to be sent to someone other than the undersigned or to the undersigned at an address other than that shown under "Description of ADSs Tendered."

Mail To:

Name \_\_\_\_\_

**(Please Print)**

Address \_\_\_\_\_

\_\_\_\_\_  
**(Include Zip Code)**

**Request for Taxpayer Identification Number and Certification – Substitute Form W-9 (Rev. 10/18)**

Certification: Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and

Social Security Number

□ □ □ - □ □ - □ □ □ □

2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and

Employer Identification Number

□ □ / □ □ □ □ □ □ □ □

3. I am a U.S. citizen or other U.S. person (as defined in the instructions below), and

4. The FATCA code entered on this form (if any) indicating that the payee is exempt from FATCA reporting is correct. (No FATCA reporting code is required for accounts maintained in the United States.)

FATCA Exemption Reporting Code: \_\_\_\_\_ (Codes are available with the official IRS Form W-9 found at [www.irs.gov](http://www.irs.gov).)

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return.

Required: Check appropriate box for federal tax classification:

☐ Individual/sole proprietor ☐ C Corporation ☐ S Corporation ☐ Partnership ☐ Trust/estate

☐ Limited liability company. Enter tax classification (C=C corporation, S=S corporation, P=partnership): \_\_\_\_\_

**The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.**

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**NOTICE TO NON-RESIDENT ALIEN INDIVIDUALS OR FOREIGN ENTITIES (e.g. foreign corporations, partnerships or trusts): DO NOT COMPLETE THE ABOVE SUBSTITUTE FORM W-9. NRA INDIVIDUALS MAY COMPLETE THE ENCLOSED FORM W-8BEN, OR OBTAIN ONE AT [www.irs.gov](http://www.irs.gov) OR CALL 877-262-8260 FOR COPY OF FORM W-8BEN. FOREIGN ENTITIES NEED TO COMPLETE THE APPLICABLE TYPE OF FORM W-8 (REVISED AS OF 2014) AND RETURN THAT CERTIFICATION OF FOREIGN TAX STATUS. FAILURE TO COMPLETE THE FORM WILL SUBJECT THE RECIPIENT TO THE APPLICABLE FEDERAL TAX INCOME TAX WITHHOLDING.**

**PLEASE READ THE INSTRUCTIONS SET FORTH  
IN THIS ADS LETTER OF TRANSMITTAL CAREFULLY**

Ladies and Gentlemen:

The undersigned hereby tenders to Delta Air Lines, Inc., a Delaware corporation (“Delta”) the above-described American Depositary Shares (“ADSs”) representing shares of common stock, no par value (the “Shares”), of LATAM Airlines Group S.A. (“LATAM”) pursuant to the offer to purchase up to 20% of the issued, subscribed and paid-in Shares, including those represented by ADSs, for \$16.00 per Share or ADS, in each case, payable in U.S. dollars or its equivalent in Chilean pesos at the exchange ratio set forth in Section 8 (“*Price and terms of payment*”) of the Prospectus (the “Offer”), upon the terms and subject to the conditions set forth in the Prospectus, the U.S. Supplement thereto and this ADS Letter of Transmittal (which together with any amendments or supplements thereto, collectively constitute the “Offer Materials”). The undersigned hereby instructs the ADS Receiving Agent to accept the Offer on behalf of the undersigned with respect to the above-described ADSs, subject to the terms and conditions set forth in the Offer Materials. The undersigned hereby acknowledges that delivery of this ADS Letter of Transmittal and of the ADSs and other required documents delivered to the ADS Receiving Agent in connection herewith will be deemed (without any further action by the ADS Receiving Agent) to constitute the acceptance of the Offer by the undersigned with respect to such ADSs, subject to the rights of withdrawal set out in “*Withdrawal Rights*” in the U.S. Supplement and the terms and conditions set forth in this ADS Letter of Transmittal.

Each holder of ADSs (“ADS Holder”) will be able to elect to receive cash for his or her ADSs in U.S. dollars or its equivalent in Chilean pesos at the exchange ratio set forth in Section 8 (“*Price and terms of payment*”) of the Prospectus. **Any ADS Holder who elects to receive cash for his or her ADSs in Chilean pesos must surrender his or her ADSs, withdraw the Shares underlying such ADSs from the ADS program and participate directly in the Offer as a holder of Shares pursuant to the requirements set forth in Section 9 of the Prospectus (“*Procedure for accepting the Offer*”), and should not submit his ADSs through the procedures described herein. See the section entitled “*Procedures for Accepting the Offer — Holders of ADSs — Direct Participation*” in the US Supplement for more information. Any ADS Holder who tenders his or her ADSs to the ADS Receiving Agent through this ADS Letter of Transmittal shall be deemed to have elected to receive cash payment for his or her tendered and accepted ADSs in U.S. dollars.**

The undersigned hereby delivers to the ADS Receiving Agent for tender to Delta the above-described ADSs, in accordance with the terms and conditions of the Offer Materials, any supplements or amendments thereto, and this ADS Letter of Transmittal.

Upon the terms and subject to the conditions of the Offer (and if the Offer is extended or amended, the terms of any such extension or amendment), and effective upon acceptance for payment of the ADSs tendered herewith in accordance with the terms of the Offer, the undersigned hereby sells, assigns and transfers to or upon the order of Delta all right, title and interest in and to all of the ADSs that are being tendered hereby (including the Shares represented thereby), distributions, rights, other ADSs or Shares or other securities issued or issuable in respect thereof on or after such acceptance for payment of the ADSs (collectively, “Distributions”) and irrevocably constitutes and appoints Equiniti Trust Company (the “ADS Receiving Agent”) the true and lawful agent and attorney-in-fact of the undersigned with respect to such ADSs (and all Distributions), with full power of substitution (such power of attorney being deemed to be an irrevocable power coupled with an interest), to (i) deliver certificates for such ADSs (and any and all Distributions) or transfer ownership of such ADSs (and any and all Distributions) on the account books maintained by the Book-Entry Transfer Facility, together, in any such case, with all accompanying evidences of transfer and authenticity, to or upon the order of Delta, (ii) present such ADSs (and any and all Distributions) for transfer on the books of Delta, and (iii) receive all benefits and otherwise exercise all rights of beneficial ownership of such ADSs (and any and all Distributions), all in accordance with the terms of the Offer.

By executing this ADS Letter of Transmittal, the undersigned hereby irrevocably appoints the designees of Delta as attorneys-in-fact and proxies of the undersigned, each with full power of substitution, to vote the ADSs in such manner as each such attorney-in-fact and proxy or his or her substitute shall in his or her sole discretion deem proper with respect to, to execute any written consent concerning any matter as each such attorney-in-fact and proxy or his or her substitute shall in his or her sole discretion deem proper with respect to, and to otherwise act as each such attorney-in-fact and proxy or his or her substitute shall in his or her sole discretion deem proper with respect to, all of the ADSs (and any and all Distributions) tendered hereby and accepted for payment by Delta. This appointment will be effective if and when, and only to the extent that, Delta accepts such ADSs for payment pursuant to the Offer. This power of attorney and proxy are irrevocable and are granted in consideration of the acceptance for payment of such ADSs in accordance with the terms of the Offer. Such acceptance for payment shall, without further action, revoke any prior powers of attorney and proxies granted by the undersigned at any time with respect to such ADSs (and any and all Distributions), and no subsequent powers of attorney, proxies, consents or revocations may be given by the undersigned with respect thereto (and, if given, will not be deemed effective).

---

Delta reserves the right to require that, in order for the ADSs or other securities to be deemed validly tendered, immediately upon Delta's acceptance for payment of such ADSs, Delta must be able to exercise full voting, consent and other rights with respect to such ADSs (and any and all Distributions), including voting at any meeting of shareholders of LATAM.

The undersigned hereby represents and warrants that the undersigned has full power and authority to tender, sell, assign and transfer the ADSs tendered hereby and all Distributions and that, when the same are accepted for payment by Delta, Delta will acquire good, marketable and unencumbered title thereto and to all Distributions, free and clear of all liens, restrictions, charges and encumbrances and the same will not be subject to any adverse claims. The undersigned will, upon request, execute and deliver any additional documents deemed by the ADS Receiving Agent or Delta to be necessary or desirable to complete the sale, assignment and transfer of the ADSs tendered hereby and all Distributions. In addition, the undersigned shall remit and transfer promptly to the ADS Receiving Agent for the account of Delta all Distributions in respect of the ADSs tendered hereby, accompanied by appropriate documentation of transfer, and, pending such remittance and transfer or appropriate assurance thereof, Delta shall be entitled to all rights and privileges as owner of each such Distribution and may withhold the entire purchase price of the ADSs tendered hereby or deduct from such purchase price, the amount or value of such Distribution as determined by Delta in its sole discretion.

The undersigned agrees to ratify each and every act or thing which may be done or effected by any director of, or other person nominated by, Delta or their respective agents, as the case may be, in the exercise of any of his or her powers and/or authorities hereunder.

The undersigned undertakes, represents and warrants that if any provision of this ADS Letter of Transmittal shall be unenforceable or invalid or shall not operate so as to afford Delta or the ADS Receiving Agent or their respective agents the benefit of the authority expressed to be given in this ADS Letter of Transmittal, the undersigned shall, with all practicable speed, do all such acts and things and execute all such documents as may be required to enable Delta or the ADS Receiving Agent to secure the full benefits of this ADS Letter of Transmittal.

All authority herein conferred or agreed to be conferred shall survive the death or incapacity of the undersigned, and any obligation of the undersigned hereunder shall be binding upon the heirs, executors, administrators, personal representatives, trustees in bankruptcy, successors and assigns of the undersigned. Except as stated in the Offer, this tender is irrevocable.

Unless otherwise indicated herein in the box entitled "Special Issuance Instructions," the undersigned hereby instructs Delta to: (i) issue the check for the purchase price for the ADSs accepted for purchase, and/or (ii) issue, or cause to be issued, any ADRs evidencing ADSs not tendered or accepted for purchase, in the name(s) of the registered holder(s) appearing herein in the box entitled "Description of ADSs Being Tendered."

Similarly, unless otherwise indicated herein in the box entitled "Special Delivery Instructions," the undersigned hereby instructs Delta to: (i) mail, or cause to be mailed, the check for the purchase price for the ADSs accepted for purchase, and/or (ii) return, or cause to be returned, any ADRs evidencing ADSs not tendered or accepted for purchase (and accompanying documents, as appropriate), to the address(es) of the registered holder(s) appearing herein in the box entitled "Description of ADSs Being Tendered."

In the event that either the "Special Delivery Instructions" or the "Special Issuance Instructions" are completed, the undersigned hereby instructs Delta, as applicable, to: (i) (a) issue the check for the purchase price for the ADSs accepted for purchase, and/or (b) issue, or cause to be issued, any ADRs evidencing ADSs not tendered or accepted for purchase in the name(s) of the person or persons so indicated; or (ii) (a) mail, or cause to be mailed, the check for the purchase price for the ADSs accepted for purchase, and/or (b) return, or cause to be returned, any ADRs evidencing any ADSs not tendered or accepted for purchase (and accompanying documents, as appropriate) to the address(es) of the person or persons so indicated.

In the case of a book-entry delivery of ADSs, the undersigned hereby instructs Delta to credit the undersigned's account maintained at the Book-Entry Transfer Facility with (i) the purchase price for the ADSs accepted for purchase, and (ii) any ADSs not accepted for purchase. The undersigned recognizes that Delta will not transfer any ADSs from the name of the registered holder thereof if Delta does not accept for purchase any of the ADSs so tendered.

The undersigned understands that the valid tender of the ADSs pursuant to the procedures described in "*Procedures for Accepting the Offer — U.S. Holders of ADSs — ADS Receiving Agent*" in the U.S. Supplement and in the Instructions hereto (or alternatively, pursuant to the procedures described in "*Procedures for Accepting the Offer — U.S. Holders of ADSs — Direct Participation*") will constitute a binding agreement between the undersigned and Delta upon the terms and subject to the conditions of the Offer (and if the Offer is extended or amended, the terms or conditions of any such extension or amendment). Without limiting the foregoing, if the price to be paid in the Offer is amended in accordance with the Framework Agreement, dated as of September 26, 2019, by and between Delta and LATAM, the price to be paid to the undersigned will be the amended price notwithstanding the fact that a different price is stated in this ADS Letter of Transmittal. The undersigned recognizes that under certain circumstances set forth in the Prospectus and the U.S. Supplement, including as a result of the proration mechanism described in Section 7.4 of the Prospectus, Delta may not be required to accept for payment any of the ADSs tendered hereby.

---

The terms and conditions of the Offer contained in the Offer Materials, as from time to time supplemented or amended, shall be deemed to be incorporated in, and form part of, this ADS Letter of Transmittal, which shall be read and construed accordingly. All capitalized terms used herein and not otherwise defined herein have the meanings set forth in the Offer Materials.

**This ADS Letter of Transmittal shall not be considered complete and valid, and delivery of the consideration pursuant to the Offer shall not be made, until the ADSs being tendered and all other required documentation have been received by the ADS Receiving Agent as provided in the Offer Materials and this ADS Letter of Transmittal.**

---

## INSTRUCTIONS

### FORMING PART OF THE TERMS AND CONDITIONS OF THE OFFER

1. *Guarantee of Signatures.* No signature guarantee is required on this ADS Letter of Transmittal if this ADS Letter of Transmittal is signed by the registered holder(s) of ADSs tendered herewith, unless such registered holder(s) has completed the box entitled “Special Payment Instructions” on the Letter of Transmittal. See Instruction 5.

2. *Requirements of Tender.* This ADS Letter of Transmittal is to be completed by ADS Holders if ADRs are to be forwarded herewith or ADSs are held in book-entry form on the records of the Depositary. If delivery of ADSs is to be made by book-entry transfer to an account maintained by the ADS Receiving Agent at the Book-Entry Transfer Facility pursuant to the procedures for book-entry transfer set forth under “Procedures for Accepting the Offer — Holders of ADSs — ADS Receiving Agent — Book-Entry Delivery” in the U.S. Supplement, an Agent’s Message (as defined below) must be delivered. ADRs evidencing ADSs or confirmation of any book-entry transfer into the ADS Receiving Agent’s account at the Book-Entry Transfer Facility of ADSs delivered electronically, as well as a properly completed and duly executed ADS Letter of Transmittal or, in the case of a book-entry transfer, an Agent’s Message and any other documents required by this ADS Letter of Transmittal, must be delivered to the ADS Receiving Agent at one of its addresses set forth herein prior to the Expiration Date. If ADRs are forwarded to the ADS Receiving Agent in multiple deliveries, a properly completed and duly executed ADS Letter of Transmittal must accompany each such delivery.

The term “Agent’s Message” means a message, transmitted by the Book-Entry Transfer Facility to and received by the ADS Receiving Agent and forming a part of a book-entry confirmation which states that the Book-Entry Transfer Facility has received an express acknowledgment from the participant tendering the ADSs which are the subject of such book-entry confirmation that such participant has received and agrees to be bound by the terms of the ADS Letter of Transmittal and that Delta may enforce such agreement against the participant.

**The method of delivery of ADSs and all other required documents, including through the Book-Entry Transfer Facility, is at the option and the risk of the tendering ADS Holder and the delivery will be deemed made only when actually received by the ADS Receiving Agent (including, in the case of book-entry transfer, by book-entry confirmation). If delivery is by mail, registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.**

**ADS LETTERS OF TRANSMITTAL MUST BE RECEIVED IN THE OFFICE OF THE DEPOSITARY BY 2:00 P.M. (NEW YORK TIME) ON THE EXPIRATION DATE OF THE OFFER.**

No alternative, conditional or contingent tenders will be accepted and no fractional ADSs will be exchanged. All tendering ADS Holders, by execution of this ADS Letter of Transmittal (or a facsimile hereof), waive any right to receive any notice of the acceptance of their ADSs for payment.

3. *Inadequate Space.* If the space provided herein is inadequate, the serial number of the ADRs, the total number of ADSs represented by such ADRs, the total number of ADSs represented by book-entry, the number of ADSs tendered and any other required information should be listed on a separate signed schedule attached hereto.

4. *Partial Tenders.* If fewer than all the ADSs evidenced by ADRs delivered to the ADS Receiving Agent are to be tendered, fill in the number of ADSs which are to be tendered in the box entitled “Number of ADSs Tendered.” In such case, a new ADR for the untendered ADSs represented by the old ADR will be sent to the person(s) signing this ADS Letter of Transmittal as promptly as practicable following the receipt of such partial tender. All ADSs delivered to the ADS Receiving Agent will be deemed to have been tendered unless otherwise indicated.

5. *Signatures on ADS Letter of Transmittal, Stock Powers and Endorsements.* If this ADS Letter of Transmittal is signed by the registered holder(s) of the ADSs tendered hereby, the signature(s) must correspond with the name(s) as written on the face of the certificate(s) without alteration, enlargement or any change whatsoever.

---



If any of the ADSs tendered hereby are held of record by two or more joint owners, all such owners must sign this ADS Letter of Transmittal.

If any of the tendered ADSs are registered in different names on several ADRs, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of ADRs.

If this ADS Letter of Transmittal or any ADRs or stock powers are signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, such person should so indicate when signing, and proper evidence satisfactory to Delta of the authority of such person so to act must be submitted. If this ADS Letter of Transmittal is signed by the registered holder(s) of the ADSs listed and transmitted hereby, no endorsements of ADRs or separate stock powers are required unless payment is to be made or certificates for ADSs not tendered or not accepted for payment are to be issued in the name of a person other than the registered holder(s). Signatures on any such ADRs or stock powers must be guaranteed by an Eligible Institution.

If this ADS Letter of Transmittal is signed by a person other than the registered holder(s) of the ADRs listed and transmitted hereby, the ADRs must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered holder(s) appear(s) on the ADRs. Signature(s) on any such ADRs or stock powers must be guaranteed by an Eligible Institution.

6. *Special Payment.* If a check is to be issued in the name of a person other than the signer of this ADS Letter of Transmittal the appropriate boxes on this ADS Letter of Transmittal must be completed.

7. *Substitute Form W-9.* A tendering ADS Holder is required to provide the ADS Receiving Agent with a correct Taxpayer Identification Number ("TIN") on Substitute Form W-9. The purpose for this form is explained below under "Important Tax Information." The ADS Holder must, under penalties of perjury, certify that such number is correct and that such ADS Holder is not subject to backup withholding of federal income tax or, alternatively, to establish another basis for exemption from backup withholding. If a tendering ADS Holder is subject to backup withholding, the ADS Holder must cross out item 2 on Substitute Form W-9. Failure to provide the information requested on the Substitute Form W-9 may subject the tendering ADS Holder to a \$50 penalty imposed by the Internal Revenue Service and to federal income tax backup withholding at the applicable federal withholding rate of any payments made to the ADS Holder or other payee.

Certain ADS Holders (including, for example, corporations, financial institutions, tax-exempt entities and IRA plans) are not subject to backup withholding. A foreign ("nonresident alien") ADS Holder should submit an appropriate and properly completed IRS Form W-8, a copy of which may be obtained from the ADS Receiving Agent, in order to avoid backup withholding. See the enclosed "Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9" for more instructions. We cannot accept a facsimile, photocopy or scanned image of a Form W-8BEN.

8. *Requests for Assistance or Additional Copies.* Questions and requests for assistance or additional copies of the Prospectus, the U.S. Supplement, this ADS Letter of Transmittal, IRS Form W-8 and the Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 may be directed to the Information Agent at the addresses and phone numbers set forth below.

9. *Lost, Destroyed or Stolen Certificates.* If any ADRs representing ADSs have been lost, destroyed or stolen, the ADS Holder should contact JPMorgan Chase Bank, N.A. as ADS depositary, or the Information Agent at the addresses and phone numbers set forth below.

10. *Withdrawal of ADSs Tendered.* ADSs tendered to the ADS Receiving Agent pursuant to the Offer may be withdrawn at any time prior to the Expiration Date by sending written notice of revocation to the ADS Receiving Agent at the address on the front of this ADS Letter of Transmittal. Fax copies are not acceptable. After an effective withdrawal you may resubmit to the ADS Receiving Agent a completed replacement of this document and any other documents required by the Offer for properly tendering ADSs prior to the Expiration Date.

**Important: This ADS Letter of Transmittal together with any required signature guarantees, and any other required documents, must be received by the ADS Receiving Agent prior to the Expiration Date and ADRs representing ADSs must be received by the ADS Receiving Agent prior to the Expiration Date.**

---

## **IMPORTANT TAX INFORMATION**

Under the federal income tax law, unless an exemption applies, a shareholder whose tendered ADSs are accepted for payment is required to provide the ADS Receiving Agent with such shareholder's correct TIN on the Substitute Form W-9. If such shareholder is an individual, the TIN is such shareholder's Social Security Number. If the ADS Receiving Agent is not provided with the correct TIN, the shareholder may be subject to a \$50 penalty imposed by the Internal Revenue Service. In addition, payments that are made to such shareholder may be subject to backup withholding based on the applicable tax rate of the reportable amount.

Certain ADS Holders (for example, corporations) are not subject to these backup withholding and reporting requirements. In order for a non-U.S. person to claim nonresident alien (or foreign) tax status and qualify for an exemption from backup withholding, such individual must submit an appropriate and properly completed IRS Form W-8, attesting to that individual's foreign status. Normally, a foreign individual or corporation will provide a Form W-8BEN. Intermediary entities will provide a Form W-8IMY for the entity and a Form W-8BEN or Form W-9 for each beneficial owner along with a withholding statement. Such a Form W-8 may be obtained from the ADS Receiving Agent. Exempt U.S. ADS Holders, other than foreign individuals (i.e., corporations, etc.) should furnish their TIN, check the "Exempt payee" line and sign, date and return the Substitute Form W-9 to the ADS Receiving Agent.

If backup withholding applies, the ADS Receiving Agent is required to withhold a percentage of any reportable payments made to the ADS Holder at the Withholding Rate. Backup withholding is not an additional tax. Rather, the federal income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If backup withholding results in an overpayment of taxes, a refund may be obtained from the Internal Revenue Service when completing a tax return for that applicable year, based on the withholding amount reported on the Form 1099.

### **Purpose of Substitute Form W-9**

To prevent backup withholding on payments that are made to an ADS Holder with respect to ADSs exchanged pursuant to the Offer, the ADS Holder is required to notify the ADS Receiving Agent of such ADS Holder's correct TIN (or the TIN of another payee) by completing the Substitute Form W-9 enclosed certifying that the TIN provided is correct.

---

Questions and requests for assistance may be directed to the Information Agent at its address and telephone number set forth below. Requests for copies of the Prospectus, U.S. Supplement, this ADS Letter of Transmittal, the IRS Form W-8 and other tender offer materials may also be directed to the Information Agent. An ADS holder may also contact such ADS Holder's broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.

The Information Agent for the Offer is:



**90 Park Avenue**  
New York, NY 10016

Stockholders may call toll-free: (833) 503-4127

Banks & Brokers may call: (516) 220-8356

## **ANNOUNCEMENT OF COMMENCEMENT OF TENDER OFFER FOR UP TO 20% OF THE COMMON SHARES OF LATAM AIRLINES GROUP S.A.**

Delta Air Lines, Inc. (“Delta”) hereby notifies the holders of common shares (“Shares”) of LATAM Airlines Group S.A. (“LATAM”) and holders of American Depositary Shares representing Shares (“ADSs”) that (i) on the terms and subject to the conditions set forth in the Prospectus, and U.S. Supplement thereto, issued by Delta, dated November 27, 2019, and (ii) in accordance with the provisions of article 202 of the Law N° 18,045 on Securities Market and the provisions of the Norma de Carácter General N° 104 of the *Comisión para el Mercado Financiero*, and Rule 14d-1(c) promulgated under the Securities Exchange Act of 1934, Delta is today commencing a tender offer (“Offer”) to acquire up to 20% of the issued, subscribed and paid-in Shares of LATAM, including those represented by ADSs, for a cash amount of \$16.00 per Share, as set forth in the Prospectus and U.S. Supplement thereto.

In order to participate in the Offer, holders of Shares and/or ADSs will need to follow procedures as further described in the Prospectus and the U.S. Supplement.

**THE ACCEPTANCE PERIOD FOR THE OFFER BEGINS TODAY AND ENDS AT 4:00 P.M. (SANTIAGO TIME) ON DECEMBER 26, 2019.**

This communication is neither an offer to purchase, nor a solicitation of an offer to sell, Shares and/or ADSs. The Offer is being made solely pursuant to the Prospectus and the U.S. Supplement. HOLDERS OF COMMON SHARES OF LATAM AND HOLDERS OF AMERICAN DEPOSITARY SHARES REPRESENTING COMMON SHARES OF LATAM ARE URGED TO READ THE PROSPECTUS AND THE U.S. SUPPLEMENT, AND ANY OTHER RELEVANT DOCUMENTS DISSEMINATED BY DELTA IN CONNECTION WITH THE OFFER, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE OFFER.

The notice of commencement of the Offer was published on November 26, 2019, in Spanish in *La Nación* ([www.lanacion.cl](http://www.lanacion.cl)) and *El Libero* ([www.ellibero.cl](http://www.ellibero.cl)) online newspapers in Chile. An unofficial translation into English of the Prospectus is available for informational purposes only (the original Spanish will prevail in the event of any difference between the original Spanish and the English translation) under cover of Form CB on the website of the United States Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov) within one business day after the date of this communication. U.S. holders of Shares and/or ADSs may also request copies of the Prospectus and/or the unofficial translation thereof into English and copies of the U.S. Supplement by making a written request therefor to Equiniti (US) Services LLC, Delta’s information agent, at 90 Park Avenue, New York, NY 10016.