



**DOCUMENTS RELATED TO THE MATTERS OF THE  
EXTRAORDINARY SHAREHOLDERS MEETING  
LATAM AIRLINES GROUP SA  
CALLED FOR NOVEMBER 15, 2022**

In relation to the matters that will be submitted to the knowledge and approval of the shareholders at the next LATAM Extraordinary Shareholders' Meeting Airlines Group SA ("LATAM", the "Company" or the "Company"), to be held next Tuesday, November 15, 2022, at 12:00 p.m. (the "Meeting"), in accordance with the provisions of LATAM Board of Directors in its session of November 3, 2022, the following is recorded:

**1. Inform the shareholders about the exit of the Chapter 11 Procedure and the implementation of the Reorganization Plan.**

Within the framework of the implementation in Chile of the corporate acts provided for in the reorganization and financing plan of the Company and some of its direct and indirect subsidiaries (the "Reorganization Plan"), which was approved and confirmed in its reorganization procedure in the United States of America (the "Chapter 11 Proceeding") by the Bankruptcy Court for the Southern District of New York on June 18, 2022; the Company's Extraordinary Shareholders' Meeting held on July 5, 2022 ("July 5th Meeting") and subsequently the Company's Board of Directors in a session held on July 6, 2022 approved, each within its scope competition, among other things:

- (a) to issue three series of bonds convertible into Company shares (jointly and individually each of said series, as the case may be, the "Convertible Bonds"), all dematerialized, for a total amount of US\$9,493,269,524 , as follows: (i) 1,257,002,540 Series G convertible bonds for a total amount of US\$1,257,002,540; (ii) 1,372,839,695 Series H convertible bonds for a total amount of US\$1,372,839,695; and (iii) 6,863,427,289 Series I convertible bonds for a total amount of US\$6,863,427,289.
- (b) increase the capital of the Company by US\$10,293,269,524, through the issuance of 605,801,285,307 common shares, of the same and single series, without nominal value, of which: (a) US\$9,493,269,524, represented by 531,991,409,513 new shares, to be used to respond to the conversion of the Convertible Bonds (the "Support Shares"); and (b) US\$800,000,000, represented by 73,809,875,794 new shares, to be offered preferentially to shareholders and, the unplaced balance, between shareholders and/or third parties (the "New Payment Shares").
- (c) issue 3,818,042 new Series F corporate bonds, all dematerialized, for a total fixed amount of 3,818,042 Unidades de Fomento (the "New Corporate Bonds").



On September 2, 2022 (i) the aforementioned 605,801,285,307 shares were registered in the Securities Registry of the Commission for the Financial Market (the "Commission") under No. 1120; and (ii) the Convertible Bonds were registered in the Securities Registry of the Commission under No. 1116. On the other hand, on September 5, 2022, the New Corporate Bonds were registered in the Securities Registry of the Commission under No. ° 1117.

The New Payment Shares and the Convertible Bonds were preferably offered to the shareholders of the Company, simultaneously, during the legal period of 30 days, from September 13, 2022 to October 12, 2022. Completed the preferential option period, on October 13, 2022, the second round ("Second Round") of subscription of the New Payment Shares took place, in which the shareholders or assignees who subscribed New Payment Shares were entitled to participate in the preferential option period and that they expressed to LATAM, at the time of subscription, their intention to participate in the Second Round.

In accordance with the provisions of the Reorganization Plan, the remainder not subscribed during the preferential option period or the Second Round, was placed among (i) a group of LATAM creditors represented by Evercore; (ii) certain holders of Chilean bonds issued by LATAM; (iii) Delta Air Lines, Inc.; (iv) Qatar Airways Investments (UK) Ltd.; and (v) the Cueto group.

In accordance with the Reorganization Plan, the New Payment Shares, the subscribed Convertible Bonds and the funds received on the occasion of their subscription, were retained in escrow (deposit) held by one or more escrow agents in a special escrow account, to be released to the underwriters and to the Company, as the case may be, on the effective date of the Plan of Reorganization (the "Effective Date").

Parallel to the foregoing, in accordance with the Reorganization Plan and according to the terms and conditions informed by means of essential events dated June 11, 2022 and October 11, 2022, dated October 12, 2022:

- (a) closed a financing for US\$2,250 million and a new \$500 million revolving credit facility (collectively, the "Exit Financing"). The Exit Financing was structured as a *debtor-in-possession* during the term of the Chapter 11 Proceeding, but notwithstanding the foregoing, was structured to remain in effect after the exit of the Chapter 11 Proceeding.
- (b) Closed a *debtor-in-possession* financing for the amount of US\$1,145,672,141.67 (the "Junior DIP Financing"). Said financing was junior to the Exit Financing, and unlike the latter, it was intended to remain in force only until the Effective Date, at which time it had to be fully amortized.

As reported by essential event dated November 3, 2022, the Effective Date took place on that date. Therefore, the Company together with its various subsidiaries that were part of the Chapter 11 Proceeding, successfully emerged from it.

Consequently, on November 3, 2022: The following

- a. were delivered to their respective subscribers: (i) the New Payment Shares; and (ii) the portion of the Convertible Bonds and the New Corporate Bonds that had been subscribed as of that date.



- b. The credits of the guarantor creditors whose credits have been recognized in the context of the Chapter 11 Procedure, and who subscribed Series G convertible bonds, Series I convertible bonds and the New Corporate Bonds, were extinguished through dation in payment.
- c. The distributions of the additional cash payment to which they were entitled, in accordance with the Reorganization Plan, began, the guarantor creditors who chose to receive Series G convertible bonds and Series I convertible bonds. As reported in the essential event dated October 26, 2022, the total amount of said additional cash payment, after the adjustments indicated therein, is approximately US\$175 million.
- d. The conversion periods of the Convertible Bonds began to take effect, under the terms and conditions contemplated in the respective issuance contracts.
- e. (i) The Exit Financing was automatically converted into a financing that will remain in force after said date; and (ii) the Junior DIP Financing was fully amortized.

## **2. Election of the Board of Directors.**

The list of candidates for the position of Director of LATAM, who accept their nomination and who make the required declarations, will be published on the website [www.latamairlinesgroup.net](http://www.latamairlinesgroup.net) as soon as the Company receives the corresponding information and, at the latest, with two days in advance of the Meeting, under the terms set forth in article 73 of the Regulations for Corporations. Together with said list, the Company will also publish the information regarding the experience and professional profile of each candidate who has provided said information to LATAM up to that moment, which will be duly updated on the day prior to the holding of the Meeting.

## **3. Remuneration of the Board of Directors and the Directors' Committee; and on the budget of the latter.**

What the Board received and what the Chairman of the Board described in the aforementioned session of November 3, 2022 is proposed

### .3.1. Board Remuneration.

It will be proposed for the new members of the Board of Directors who are elected at the Meeting, for the rest of Fiscal Year 2022 and until the next Ordinary Shareholders' Meeting is held, that they receive, by way of per diem, a fixed annual remuneration for each Director of US\$80,000, payable monthly at the rate of one twelfth of said amount. The Chairman of the Board of Directors will be entitled to double what any other Director receives for such concept.

The aforementioned remuneration will be payable to the Directors in their capacity as such, regardless of the number of Board meetings they attend, without limit of sessions; and will be payable in dollars of the United States of America; or, in pesos, legal tender, according to the equivalent of the "observed dollar" exchange rate published by the Central Bank of Chile in the Official Gazette on the day of the respective payment.

For purposes of calculating the amount to be paid in each case, which will also be applicable in the event of changes in the composition of the Board of Directors, this remuneration will



be paid pro rata for the time in which each Director and, where appropriate, the Chairman, have performed his position during the respective period.

### 3.2. Remuneration and Expenses of the Committee of Directors.

Likewise, it will be proposed for the Directors who are elected at the Meeting and who become part of the Directors' Committee prescribed by article 50 bis of Law No. 18,046 on Corporations, for the rest of Fiscal Year 2022 and until the holding of the next Ordinary Shareholders' Meeting, who receive, by way of per diem, a fixed annual remuneration for each Director who is a member of the Directors' Committee of US\$50,000, payable monthly at the rate of one twelfth of said amount.

The aforementioned remuneration will be payable to the Directors in their capacity as members of the Directors' Committee, regardless of the number of sessions of the Directors' Committee they attend, without limit of sessions; and will be payable in dollars of the United States of America; or, in pesos, legal tender, according to the equivalent of the "observed dollar" exchange rate published by the Central Bank of Chile in the Official Gazette on the day of the respective payment.

For purposes of calculating the amount to be paid in each case, which will also be applicable in the event of changes in the composition of the Directors' Committee, this remuneration will be paid in proportion to the time in which each Director who is a member of the Directors' Committee has held office. during the respective period.

For the purposes of the operation of the Committee and its advisors, the Corporations Law establishes that its expense budget must be at least equal to the annual remuneration of the members of the Committee, and in this sense a budget of US\$150,000 will be proposed for the Fiscal Year. 2022; and US\$50,000 for the first quarter of Fiscal Year 2023.

### 3.3. Remuneration for Attendance to Sub-Committees of the Board of Directors.

Likewise, it will be proposed for the Directors who are elected at the Meeting and who become part of sub-committees of the Board of Directors, for the rest of Fiscal Year 2022 and until the holding of the next Ordinary Shareholders' Meeting, that they receive, for diet, a fixed annual remuneration for each Director member of sub-committees of the Board of Directors of US\$20,000 for each of the sub-committees of the Board of which the Director is a part, payable monthly at the rate of one twelfth of said amount, with a limit for this concept of US\$40,000 per year for all sub-committees of the Board of Directors of which the Director may be a part, payable in this case monthly at the rate of one twelfth of this last amount.

The aforementioned remuneration will be payable to the Directors in their capacity as members of one or more sub-committees of the Board of Directors, regardless of the number of sessions of sub-committees of the Board of Directors that they attend, without limit of sessions; and will be payable in dollars of the United States of America; or, in pesos, legal tender, according to the equivalent of the "observed dollar" exchange rate published by the Central Bank of Chile in the Official Gazette on the day of the respective payment.

For purposes of calculating the amount to be paid in each case, which will also be applicable in the event of changes in the composition of the sub-committee(s) of the Board of Directors in question, this remuneration will be paid in proportion to the time in which each Director



member of the sub-committee(s) of the Board of Directors has held office during the respective period.

It is hereby stated that what the Directors receive in their capacity as members of one or more sub-committees of the Board of Directors, does not preclude what they may additionally receive in their capacity as members of the Directors' Committee as prescribed in article 50 bis of the Law. No. 18,046 on Corporations, in accordance with the provisions of paragraph 3.2. previous.

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**Basis:** It has been estimated that the propositions referred to in paragraphs 3.1., 3.2. and 3.3. above are reasonable given the presence and size of LATAM after its exit from the Chapter 11 Procedure, as well as the need for LATAM to have international Directors.

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Santiago, November 5, 2022.