

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**GRUPO AEROMÉXICO, S.A.B. de C.V., *et al.*,
Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**NOTICE OF DEADLINE REQUIRING FILING OF PROOFS OF CLAIM
ON OR BEFORE JANUARY 15, 2021**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE
DEBTOR ENTITIES LISTED ABOVE**

The United States Bankruptcy Court for the Southern District of New York has entered an Order (the “**Bar Date Order**”) establishing **January 15, 2021** (the “**General Bar Date**”) as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts, and governmental units) to file a proof of claim against any of the Debtors listed above (the “**Debtors**”).

The General Bar Date and the procedures set forth below for filing proofs of claim apply to all claims against the Debtors that arose prior to June 30, 2020, the date on which the Debtors commenced cases under chapter 11 of the United States Bankruptcy Code, except for claims listed in Section 4 below that are specifically excluded from the General Bar Date filing requirement.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on a chapter 11 plan filed in these cases or to share in distributions from the Debtors’ bankruptcy estates if you have a claim that arose prior to June

¹ The Debtors in these cases, along with each Debtor’s registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de México, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors’ corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

30, 2020 (the “**Petition Date**”), and it is not one of the types of claim described in Section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the General Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Under Section 101(5) of the Bankruptcy Code and as used in this Notice, the word “claim” means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHAT TO FILE

Your filed proof of claim must conform substantially to Official Form No. 410; a proof of claim form with instructions in English and Spanish accompanies this notice. Additional proof of claim forms with English and Spanish instructions may be obtained on the Debtors’ case website <https://dm.epiq11.com/case/aeromexico/info>, and Official Form No. 410 is available in English at www.uscourts.gov/forms/bankruptcy-forms.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant, in each case whether such signature is an electronic signature or is ink. It must be written in either English or Spanish and be denominated in United States currency.² You should attach to your completed proof of claim any documents

² Where a claim has been denominated in Mexican Pesos on a Proof of Claim, the Debtors will convert such claim to one calculated in legal tender of the United States based upon the conversion rate in place as of the Petition Date from Banco de Mexico (Central Bank) as published on that date on the Mexican Federal Gazzette (Diario Oficial de la Federación).

on which the claim is based (or, if voluminous, attach a summary of the documentation in lieu of attaching the supporting documentation) or an explanation as to why the documents are not available. A creditor may condition the transmission of any supporting documentation on the execution of a reasonable confidentiality agreement by the Debtors, the Committee and/or the party in interest making such request, as applicable.

Your proof of claim form must not contain complete social security numbers or taxpayer identification numbers (only the last four digits), a complete birth date (only the year), the name of a minor (only the minor's initials) or a financial account number (only the last four digits of such financial account).

Any holder of a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and all holders of claims must identify on their proof of claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. A list of the names of the Debtors and their case numbers is set forth in the case caption above.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all proofs of claim must be filed so as to be received **on or before January 15, 2021 at 5:00 p.m. (prevailing Pacific Time)** at the following address:

IF BY U.S. POSTAL SERVICE MAIL:

Grupo Aeroméxico, S.A.B. de C.V. Claims Processing Center
c/o Epiq Corporate Restructuring, LLC
P.O. Box 4421
Beaverton, OR 97076-4421

IF BY OVERNIGHT MAIL:

Grupo Aeroméxico, S.A.B. de C.V. Claims Processing Center
c/o Epiq Corporate Restructuring, LLC

10300 SW Allen Blvd.
Beaverton, OR 97005

IF DELIVERED BY HAND:

Grupo Aeroméxico, S.A.B. de C.V. Claims Processing Center
c/o Epiq Corporate Restructuring, LLC
10300 SW Allen Blvd.
Beaverton, OR 97005

OR

United States Bankruptcy Court Southern District of New York
One Bowling Green
Room 614
New York, NY 10004-1408

Or electronically through the website established by Epiq using the interface available on such website located at <https://dm.epiq11.com/case/aeromexico> under the link entitled “File a Claim”³, or if to the Clerk of the Court, electronic submission through PACER (Public Access to Court Electronic Records at <http://ecf.nysb.uscourts.gov>). Proofs of claim will be deemed filed only when received at the addresses listed above or filed electronically on or before the General Bar Date. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission. If you wish to receive acknowledgement of Epiq’s receipt of a proof of claim form, you also must submit to Epiq by the applicable Bar Date and concurrently with submitting your original proof of claim form a copy of the original proof of claim form and a self-addressed, stamped return envelope.

Proof of Claim Forms submitted by facsimile or e-mail *will not* be accepted.

4. CLAIMS FOR WHICH PROOFS OF CLAIM NEED NOT BE FILED

³ Instructions for the Electronic Filing System will be available on the Debtors’ Case Information Website in English and Spanish.

You do **not** need to file a proof of claim on behalf of a claim on or prior to the applicable

Bar Date if the claim falls into one of the following categories:

- a. Any claim as to which the holder has already filed a proof of claim against the Debtors in the above-captioned case in a form substantially similar to Official Bankruptcy Form No. 410 so long as the claimant does not wish to assert such claim against a Debtor who was not named in the original claim, in which case another Proof of Claim must be filed;
- b. Any claim that is listed on the Schedules filed by the Debtors, *provided that* (i) the claim is not scheduled as “disputed”, “contingent” or “unliquidated”; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- c. Any claim that heretofore has been allowed by Order of this Court;
- d. Any claim that has been paid in full by any of the Debtors;
- e. Any claim for which different specific deadlines have previously been fixed by this Court;
- f. Any claim by a Debtor against another Debtor, or any claim by any of the non-debtor subsidiaries of Grupo Aeroméxico having a claim against any of the Debtors;
- g. Any claim allowable under § 503(b) and § 507(a)(2) of the Bankruptcy Code as an expense of administration of the Debtor’s estate (other than any claim allowable under section 503(b)(9) of the Bankruptcy Code);
- h. Claims held by a current or former employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim has been entered; *provided*, that a current employee must submit a Proof of Claim by the General Bar Date for all other claims arising on or before the Petition Date (or deemed to arise on or prior to the Petition Date), including claims for benefits not provided for pursuant to an order of the Court, wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- i. Passenger claims in the form of electronic vouchers, to the extent honoring such claim is authorized by the *Final Order Authorizing (I) Debtors to Honor Prepetition Obligations to Customers and Related Third Parties and to Otherwise Continue Customer Programs (II) Relief from Stay to Permit Setoff in Connection with the*

Customer Programs and (III) Financial Institutions to Honor and Process Checks and Transfers [ECF No. 205] (the “**Customer Programs Order**”)⁴;

- j. Claims based on indemnification, statutory severance, contribution or reimbursement for any current or former officer, manager, director or employee;
- k. Claims (the “**Unsecured Notes Claims**”) for payment of principal, interest, and/or other applicable fees and charges arising from the ownership or holdings of the Aerovías de México, S.A. de C.V. unsecured 7.000% Senior Notes due in 2025 (the “**Unsecured Notes**”) issued under the Indenture, dated as of February 5, 2020, by and among, Aerovías de México, S.A. de C.V., as issuer, Grupo Aeroméxico, S.A.B. de C.V., as guarantor, and The Bank of New York Mellon as Indenture Trustee (the “**Indenture Trustee**”); *provided that* the Indenture Trustee shall be authorized, but not required, to file a single consolidated Proof of Claim with respect to all Unsecured Notes Claims arising under the Indenture;⁵ *provided, further,* that the Indenture Trustee and the individual holders of the Unsecured Notes are required to file Proofs of Claim for any Claims that do not arise under the Indenture;
- l. DIP Superpriority Claims, as defined in the *Final Order Granting Debtors’ Motion to (I) Authorize Certain Debtors in Possession to Obtain Post-Petition Financing; (II) Grant Liens and Superpriority Administrative Expense Claims to DIP Lenders; (III) Modify Automatic Stay; and (IV) Grant Related Relief* [ECF No. 527] (the “**Final DIP Order**”), or the payment of administrative expenses with respect to any of the DIP Obligations (as defined therein); and
- m. Claims held by any party identified in the Final DIP Order as holding a claim on account of any fees, expenses, or other obligations arising thereunder.

If you are a holder of an equity interest in the Debtors, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, a proof of such claim must be filed on or prior to the General Bar Date pursuant to procedures set forth in this Notice.

⁴ Information and instruction on redeeming electronic vouchers can be found on the Debtors’ website at <https://aeromexico.com/en-us/redeem-electronic-voucher>.

⁵ The Indenture Trustee’s Unsecured Notes Claim shall be deemed a valid Proof of Claim against each Debtor described in such Indenture Trustee’s Proof of Claim and the Indenture Trustee shall not be required to file a Proof of Claim in the separate case of each such Debtor. Any Proof of Claim filed by an individual holder of the Unsecured Notes will be treated as duplicative of the Claim filed by the Indenture Trustee unless such Proof of Claim is on account of a claim other than an Unsecured Notes Claim.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Any person or entity that has a claim arising from the rejection of an executory contract or unexpired lease, you must file a proof of claim with respect to such claim by the later of (i) the General Bar Date and (ii) 30 days after the date this Court enters an order authorizing rejection of such executory contract or unexpired lease.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE GENERAL BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CASES AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules of Assets and Liabilities (collectively, the "**Schedules**"). If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

As set forth above, if you agree with the nature, amount and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide to file a proof of claim, you must do so before the General Bar Date in accordance with the procedures set forth in this Notice.

In the event that the Debtors amend or supplement their Schedules, the holder of claim affected by the Debtors' amendment(s) or supplement(s) shall have until **the later of (i) the General Bar Date and (ii) 30 days after the holder of a claim is served with notice that the Debtors amended or supplemented their Schedules** to file amended or original proofs of claim to take into account the amendment(s) to the Schedules.

The Bar Date Order provides that passengers with electronic vouchers arising from the Debtors' Customer Programs (as defined in the *Final Order Authorizing (I) Debtors to Honor Prepetition Obligations to Customers and Related Third Parties and to Otherwise Continue Customer Programs (II) Relief from Stay to Permit Setoff in Connection with the Customer Programs and (III) Financial Institutions to Honor and Process Checks and Transfers*) [ECF No. 205] (the "**Customer Programs Order**") do not need to file a Proof of Claim to the extent honoring such claim is authorized by the Customer Programs Order. Information and instruction on redeeming electronic vouchers can be found on the Debtors' website at <https://aeromexico.com/en-us/redeem-electronic-voucher>.

Additional information on the Bar Date specifically for passengers can be found on the Debtors' case management website at <https://dm.epiq11.com/case/aeromexico/info> and on the Debtors website at <https://vuela.aeromexico.com/reorganization>.

Copies of the Debtors' Schedules are available for inspection on (a) the website established by Epiq for the Debtors at <https://dm.epiq11.com/case/aeromexico> and (b) the Court's Internet Website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.gov>. Copies of the Schedules may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 614, New York, New York 10004-1408. Copies of the Debtors' Schedules may also be obtained by written request to Debtors' Claims Agent at the following address and telephone number:

Grupo Aeroméxico, S.A.B. de C.V. Claims Processing Center
c/o Epiq Corporate Restructuring, LLC
10300 SW Allen Blvd.
Beaverton, OR 97005
Toll Free: (855) 917-3578

A holder of a possible claim against the Debtors should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

Dated: December 8, 2020
New York, New York

By: /s/ Timothy Graulich

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Tel: (212) 450-4000
Fax: (212) 701-5800
Marshall S. Huebner
Timothy Graulich
James I. McClammy
Stephen D. Piraino (admitted *pro hac vice*)

Counsel to the Debtors and Debtors in Possession

and

MORRIS, NICHOLS, ARSHT & TUNNELL LLP
Derek C. Abbott (admitted *pro hac vice*)
Andrew R. Remming (admitted *pro hac vice*)
Joseph C. Barsalona II (NY Bar #5102595)
Taylor M. Haga (admitted *pro hac vice*)
Michelle M. Fu (admitted *pro hac vice*)
1201 North Market Street, 16th Floor
Wilmington, Delaware 19899-1347
Telephone: (302) 658-9200
Facsimile: (302) 658-3989

Co-Counsel to the Debtors and Debtors in Possession