

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 Southern District of New York
(State)

Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Aeroinversiones de Honduras, S.A.

2. All other names debtor used in the last 8 years N/A

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) N/A

4. Debtor's address

<p>Principal place of business</p> <p>Blvd. Suyapa, Torres Metropolis <small>Number Street</small></p> <p>Tower 1, Floor 17</p> <p>Tegucigalpa M.D.C., Honduras <small>City State ZIP Code</small></p> <p>County</p>	<p>Mailing address, if different from principal place of business</p> <p>Number Street</p> <p>P.O. Box</p> <p>City State ZIP Code</p> <p>Location of principal assets, if different from principal place of business</p> <p>Number Street</p> <p>City State ZIP Code</p>
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5. Debtor's website (URL) https://avianca.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify:



Debtor AeroInversiones de Honduras, S.A.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 8 1 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply.
 - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
 - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 - A plan is being filed with this petition.
 - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
 - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes. Debtor see attached Schedule 1 Relationship Affiliate
District Southern District of New York When Date Hereof
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Case number, if known _____

Debtor AeroInversiones de Honduras, S.A.
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- 1-49
- 50-99
- 100-199
- 200-999
- 1,000-5,000
- 5,001-10,000
- 10,001-25,000
- 25,001-50,000
- 50,001-100,000
- More than 100,000

15. Estimated assets (on a consolidated basis)

- \$0-\$50,000
- \$50,001-\$100,000
- \$100,001-\$500,000
- \$500,001-\$1 million
- \$1,000,001-\$10 million
- \$10,000,001-\$50 million
- \$50,000,001-\$100 million
- \$100,000,001-\$500 million
- \$500,000,001-\$1 billion
- \$1,000,000,001-\$10 billion
- \$10,000,000,001-\$50 billion
- More than \$50 billion



Debtor Aeroinversiones de Honduras, S.A.
Name

Case number (if known) _____

16. **Estimated liabilities**
(on a consolidated basis)

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. **Declaration and signature of authorized representative of debtor**

- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- I have been authorized to file this petition on behalf of the debtor.
- I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/10/2020
MM / DD / YYYY

/s/ Adrian Neuhauser
Signature of authorized representative of debtor
Title Authorized Signatory

Adrian Neuhauser
Printed name

18. **Signature of attorney**

/s/ Evan R. Fleck
Signature of attorney for debtor

Date 05/10/2020
MM / DD / YYYY

Evan R. Fleck
Printed name
Milbank LLP
Firm name

55 Hudson Yards
Number Street

New York NY 10001
City State ZIP Code

212-530-5000 efleck@milbank.com
Contact phone Email address

4012662 NY
Bar number State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”), filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors have moved for joint administration of these cases for procedural purposes only under the case number assigned to the chapter 11 case of Avianca Holdings S.A.

- | | |
|---|---|
| 1. Aero Transporte de Carga Unión, S.A. de C.V. | 21. Avifreight Holding Mexico, S.A.P.I. de C.V. |
| 2. Aeroinversiones de Honduras, S.A. | 22. C.R. Int’l Enterprises, Inc. |
| 3. Aerovías del Continente Americano S.A. Avianca | 23. Grupo Taca Holdings Limited |
| 4. Airlease Holdings One Ltd. | 24. International Trade Marks Agency Inc. |
| 5. America Central (Canada) Corp. | 25. Inversiones del Caribe, S.A. |
| 6. America Central Corp. | 26. Isleña de Inversiones, S.A. de C.V. |
| 7. AV International Holdco S.A. | 27. Latin Airways Corp. |
| 8. AV International Holdings S.A. | 28. Latin Logistics, LLC |
| 9. AV International Investments S.A. | 29. Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) |
| 10. AV International Ventures S.A. | 30. Regional Express Américas S.A.S. |
| 11. AV Investments One Colombia S.A.S. | 31. Ronair N.V. |
| 12. AV Investments Two Colombia S.A.S. | 32. Servicio Terrestre, Aereo y Rampa S.A. |
| 13. AV Taca International Holdco S.A. | 33. Servicios Aeroportuarios Integrados SAI S.A.S. |
| 14. Avianca Costa Rica S.A. | 34. Taca de Honduras, S.A. de C.V. |
| 15. Avianca Holdings S.A. | 35. Taca de México, S.A. |
| 16. Avianca Leasing, LLC | 36. Taca International Airlines S.A. |
| 17. Avianca, Inc. | 37. Taca S.A. |
| 18. Avianca-Ecuador S.A. | 38. Tampa Cargo S.A.S. |
| 19. Aviaservicios, S.A. | 39. Technical and Training Services, S.A. de C.V. |
| 20. Aviateca, S.A. | |

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

-----X
 :
 In re: : Chapter 11
 :
 AEROINVERSIONES DE HONDURAS, S.A., : Case No. 20- ____ ()
 :
 Debtor. : (Joint Administration Requested)
 :
 -----X

**CORPORATE OWNERSHIP STATEMENT PURSUANT
TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 1007 AND 7007.1**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor’s equity interests:

Shareholder	Approximate Percentage of Equity Interest Held
Inversiones del Caribe, S.A.	99.6%
Taca International Airlines S.A.	Holds 63.0% of the equity interest of Inversiones del Caribe, S.A.
Taca S.A.	Holds 37.0% of the equity interest of Inversiones del Caribe, S.A. and 96.83% of the equity interest of Taca International Airlines S.A.
AV Taca International Holdco S.A.	Holds 100.0% of the equity interest of Taca S.A.
Grupo Taca Holdings Limited	Holds 100.0% of the equity interest of AV Taca International Holdco S.A.
AV International Ventures S.A.	Holds 100.0% of the equity interest of Grupo Taca Holdings Limited
AV International Holdco S.A.	Holds 100.0% of the equity interest of AV International Ventures S.A.
Avianca Holdings S.A.	Holds 100.0% of the equity interest of AV International Holdco S.A.
Kingsland Holdings Limited	Holds 21.9% of the equity interest of Avianca Holdings S.A.
BRW Aviation LLC	Holds 78.1% of the equity interest of Avianca Holdings S.A.

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

-----X
:

In re: : Chapter 11

:

AVIANCA HOLDINGS S.A., *et al.*,¹ : Case No. 20-____(____)

:

Debtors. : (Joint Administration Requested)

:

-----X

**CONSOLIDATED LIST OF CREDITORS HOLDING
FIVE (5) LARGEST SECURED CLAIMS**

The following is a list of those creditors holding the five (5) largest secured claims against the Debtors, on a consolidated basis, as of January 29, 2020. This list has been prepared from the books and records of the Debtors for filing in the Debtors’ chapter 11 cases.

The information set forth herein shall not constitute an admission of liability by, nor is binding on, the Debtors and the failure to list a claim as contingent, disputed or subject to set off shall not be a waiver of any of the Debtors’ rights relating thereto.

¹ The Debtors in these chapter 11 cases, and each Debtor’s federal tax identification number (to the extent applicable), are as follows: Avianca Holdings S.A. (N/A); Aero Transporte de Carga Unión, S.A. de C.V. (N/A); Aeroinversiones de Honduras, S.A. (N/A); Aerovías del Continente Americano S.A. Avianca (N/A); Airlease Holdings One Ltd. (N/A); America Central (Canada) Corp. (00-1071563); America Central Corp. (65-0444665); AV International Holdco S.A. (N/A); AV International Holdings S.A. (N/A); AV International Investments S.A. (N/A); AV International Ventures S.A. (N/A); AV Investments One Colombia S.A.S. (N/A); AV Investments Two Colombia S.A.S. (N/A); AV Taca International Holdco S.A. (N/A); Avianca Costa Rica S.A. (N/A); Avianca Leasing, LLC (47-2628716); Avianca, Inc. (13-1868573); Avianca-Ecuador S.A. (N/A); Aviaservicios, S.A. (N/A); Aviateca, S.A. (N/A); Avifreight Holding Mexico, S.A.P.I. de C.V. (N/A); C.R. Int’l Enterprises, Inc. (59-2240957); Grupo Taca Holdings Limited (N/A); International Trade Marks Agency Inc. (N/A); Inversiones del Caribe, S.A. (N/A); Isleña de Inversiones, S.A. de C.V. (N/A); Latin Airways Corp. (N/A); Latin Logistics, LLC (41-2187926); Nicaraguense de Aviación, Sociedad Anónima (Nica, S.A.) (N/A); Regional Express Américas S.A.S. (N/A); Ronair N.V. (N/A); Servicio Terrestre, Aereo y Rampa S.A. (N/A); Servicios Aeroportuarios Integrados SAI S.A.S. (92-4006439); Taca de Honduras, S.A. de C.V. (N/A); Taca de México, S.A. (N/A); Taca International Airlines S.A. (N/A); Taca S.A. (N/A); Tampa Cargo S.A.S. (N/A); Technical and Training Services, S.A. de C.V. (N/A). The Debtors’ principal offices are located at Avenida Calle 26 # 59 – 15 Bogotá, Colombia.

Creditor / Address		Claim Amount	Debt Type	Description of Collateral
1	Wilmington Savings Fund Society, FSB 500 Delaware Avenue Wilmington, DE 19801 Tel: 302-888-7240 Email: phealy@wsfsbank.com	\$484,419,000.00	Bonds	Aircraft residual value and certain intellectual property
2	UMB Bank, N.A. Marilee Sobieski 6550 S. Millrock Drive, Suite 150 Salt Lake City, UT 84121 Tel: 385-715-3013 Email: corptrustutah@umb.com Marilee.Sobieski@umb.com	\$325,000,000.00	Long Term Debt	Credit card receivables collections Fiduciary agreement
3	Wells Fargo Bank Northwest N.A. (in its capacity as Owner Trustee) 299 South Main Street, 5th Floor Salt Lake City, UT 84111 Tel: 801-246-7142	\$271,117,294.00	Aircraft Loan Agreement	(1) A319, (3) A320, (2) A321, (2) B787 aircraft
4	ING Capital LLC US David Jaquet 1133 Avenue of the Americas, 8 Fl New York, NY 10036 Tel: 646-424-6000 Email: David.Jaquet@ing.com	\$123,559,193.00	ECA Aircraft Loan Agreement	One Boeing 787-900 MSN 65315
5	Banco De Bogota New York Agency (in its capacity as Agent) Attn: Gladys Gonzalez Cortes Calle 36 # 7-47 Piso 12 Bogota, Colombia Email: gonza1@bancodebogota.com.co	\$107,250,000.00	Long Term Debt	Credit card receivables

Fill in this information to identify the case and this filing:

Debtor Name Aeroinversiones de Honduras, S.A.
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a Corporate Ownership Statement, Top 5 Secured Creditors List declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 05/10/2020
MM / DD / YYYY

X /s/ Adrian Neuhauser
Signature of individual signing on behalf of debtor

Adrian Neuhauser
Printed name

Authorized Signatory
Position or relationship to debtor

Fill in this information to identify the case:

Debtor name AVIANCA HOLDINGS S.A., et al.
 United States Bankruptcy Court for the: Southern District of New York
 Case number (If known): _____ (State)

Check if this is an amended filing

Official Form 204

Chapter 11: Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 40 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 40 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	WILMINGTON SAVINGS FUND SOCIETY, FSB 500 DELAWARE AVE, WILMINGTON, DE 19801 USA	RAYE GOLDSBOROUGH +1 302-888-7580 rgoldborough@wsfsbank.com	Bond	Unliquidated			Unliquidated
2	CITIBANK, N.A. CARRERA 9A #9902, 3RD FLOOR, BOGOTA, COLOMBIA	ELIZABETH REY Elizabeth.rey@citi.com	Loan	Unliquidated			Unliquidated
3	BANCO DE BOGOTA CALLE 36 # 7-47, FLOOR 12, BOGOTA, COLOMBIA	RAFAEL ARANGO +57 315-334-3355 RARANGO@bancodebogota.com.co	Loan	Unliquidated			Unliquidated
4	WILMINGTON SAVINGS FUND SOCIETY, FSB 500 DELAWARE AVE, WILMINGTON, DE 19801 USA	RAYE GOLDSBOROUGH +1 302-888-7580 rgoldborough@wsfsbank.com	Bond				\$65,581,000
5	IAE INTERNATIONAL AERO ENGINES AG 400 MAIN STREET MS 121-10, EAST HARTFORD, CT 06118 USA	WILLIAN RIVERA +1 860-557-1914 Willian.Riverall@pw.utc.com	Maintenance Provider				\$36,088,520
6	BANCO DAVIVIENDA CARRERA 7 N 3110, BOGOTA, COLOMBIA	ADRIANA R PARRA GAMBA +57 310-777-5607 arparra@davivienda.com	Loan				\$33,433,678

7	GENERAL ELECTRIC & CFM INTERNATIONAL 1 NEUMANN WAY, CINCINNATI, OH 45215 USA	JOSE KLING +1 415-238-2651 jose.kling@ge.com	Maintenance Provider				\$33,427,319
8	ROLLS ROYCE PLC KINGS PLACE, 90 YORK WAY, LONDON, N1 9FX, UK	DAVID GONZALEZ +1 470-328-0725 David.Gonzalez-Gomez@Rolls- Royce.com	Maintenance Provider				\$28,301,046
9	SMBC AVIATION CAPITAL IFSC HOUSE, IFSC, CUSTOM HOUSE QUAY, DUBLIN, IRELAND	BART HARRINGTON +1 972-974-7093 bart.harrington@smbc.aero	Lessor				\$10,989,992
10	SAP COLOMBIA SAS ED. TIERRA FIRME PISO 24 AK 9N 115 06 BOGOTA, COLOMBIA	SANDRA VARGAS +57 1600-3000 s.vargas@sap.com	IT Systems and Services				\$7,214,817
11	AVOLON NUMBER ONE,BALLSBRIDG BUILDING, 1 SHELBOURNE RD, BALLSBRIDGE, DUBLIN, D04 K2R2, IRELAND	RAMON STORTINI +55 119-9293-4000 rstortini@avolon.aero	Lessor				\$6,680,749
12	BANCO AGRICOLA BOULEVARD CONTITUCION. 67 AVENIDA NORTE, ED SAN JOSE DE LA MONTAÑA, SAN SALVADOR, EL SALVADOR	REINA DE LA PAZ CASTILLO TISNADO +503-2267-5200 rcarrill@bancoagricola.com.sv	Unsecured Debt				\$5,000,000
13	LAFISE PANAMA URBANIZACION SANTA MARIA BUSINESS DISTRICT, PANAMA CITY, PANAMA	RODRIGO ZAMORA TERAN +1 305-878-9305 rodrigoz@lafise.com	Unsecured Debt				\$5,000,000
14	TERPEL CARRERA 7 #75-51, BOGOTA, COLOMBIA	LUIS FELIPE ROMERO +57 31-0269-3390 luis.romero@terpel.com	Fuel				\$4,907,654
15	WORLD FUEL SERVICES 9800 NW 41ST MIAMI, FL 33178 USA	ARMANDO VIDALON +1 305-428-8141 avidalon@wfscorp.com	Fuel				\$4,891,949
16	GETCOM DG 55-37 41 OF 601 BELLO, ANTIOQUIA COLOMBIA	EDUARDO SALAZAR +574-444-3820 ext: 4152 david.perez@onelinkbpo.net	Outsourced Services				\$4,882,420
17	KGAL TOELZER STRABE 15 GARCHING, BAVARIA, GERMANY	KATHRIN DUEKER +49-089-6414-3659 kathrin.dueker@kgal.de	Lessor				\$4,878,420

18	LUFTHANSA GROUP (LUFTHANSA TECHNIK AG) CARRERA 7 No 7152 TORRE A, PISO 10 BOGOTA, COLOMBIA	LORENA BONILLA +1 786-547-4279 lorena.bonilla@lht.dlh.de	Maintenance Provider				\$4,442,344
19	ORIX AVIATION THE OVAL, BLOCK 1 SHELBOURNE RD, DUBLIN 4, D04 E7K5, IRELAND	PAUL O'DWYER +35 38-6382-2960 paul.o'dwyer@orix.ie	Lessor				\$3,931,656
20	BOEING GROUP 100 N RIVERSIDE PLAZA CHICAGO, IL 60606 USA	JESSICA WADDELL +1 425-237-1109 bcapaymentdetail@boeing.com	Maintenance Provider				\$3,661,913
21	GATE GOURMET GROUP TV 93-5 A 96 BOGOTA, COLOMBIA	RODRIGO DECEREGA +1 305-924-2275 rdecerega@gategroup.com	Catering				\$3,619,080
22	ICBC LEASING CO. 2 GRAND CANAL SQUARE, GRAND CANAL HARBOUR, DUBLIN 2, IRELAND	DAVID WANG +1 801-246-6508 wangzhidong@icbcleasing.com	Lessor				\$3,481,925
23	BANCO CUSCATLAN PIRAMIDE CUSCATLAN, SAN SALVADOR, EL SALVADOR	EDUARDO AMAYA +503-7946-6416 eduardo.amaya@bancocuscatlan.com	Unsecured Debt				\$3,181,659
24	PUMA CALLE 81 #11-08, BOGOTA, COLOMBIA	VICTOR DE DIOS +502-4151-4064 victordedios@pumaenergy.com	Fuel				\$3,156,029
25	INMARSAT 99 CITY ROAD, OLD STREET, EC1Y 1AX, LONDON, UK	RAY VILLAR +1 404-403-0414 ray.villar@inmarsat.com	Unsecured Debt				\$3,000,000
26	AIRBUS GROUP 1 ROUND POINT MAUCE BELLONIE, PARIS, FRANCE	JESSICA MANZO +33 056-193-3333 jessica.manzo@airbus.com	Maintenance Provider				\$2,832,045
27	CAE COLOMBIA FLIGHT TRAINING SAS DG 25G No 95A 85, CEO BOG 3 PISO BOGOTA, COLOMBIA	JOAO DIMAS +55 11-99275-4298 joao.dimas@cae.com	Professional Services				\$2,828,457
28	UTAS - GOODRICH AND HAMILTON (COLLINS) 7100 INTERMODAL DR LOUISVILLE, KY 40258 USA	MARCIA EVERS +1 937-216-5125 marcia.evers@collins.com	Maintenance Provider				\$2,378,882
29	ACCENTURE LTDA TV 93 #5-96 BOGOTA, COLOMBIA	MARIA SALAZAR +57 1326-6400 maria.salazar@accenture.com	IT Systems and Services				\$2,361,617

30	MICROSOFT CORPORATION CALLE 92 #11-51 PISO 10, BOGOTA, COLOMBIA	DANIELA BOTERO +1 425-706-4400 v-danibo@microsoft.com	IT Systems and Services					\$2,262,732
31	NAVBLUE SAS 295 HAGEY BOULEVARD SUITE 200, WATERLOO, ON N2L 6R5, CANADA	SUSAN MARTINI +1 519-747-1170 susan.martini@airbus.com	Professional Services					\$2,061,563
32	CHEVRON 6001 BOLLINGER CANYON ROAD, SAN RAMON, CA 94583 USA	ZAMIRA DE YCAZA +507-6617-3514 zdycaza@chevron.com	Fuel					\$2,039,139
33	DVB BANK PARK HOUSE, 16-18 FINSBURGH CIRCUS, 6th FLOOR, LONDON, EC2N7EV, UK	MANDEEP CHANA +817 247-2287 mandeep.chana@dvbbank.com	Lessor					\$1,729,522
34	PRATT & WHITNEY CANADA CORP. 1000 MARIE-VICTORIN BLVD. LONG UEUIL, UC GC 1A1 CANADA	KRISTIAN KNUTH-WINTERFELDT +1 336-225-8239 Kristian.Knuth-Winterfeldt@pwc.ca	Maintenance Provider					\$1,717,715
35	WINGS CAPITAL PARTNERS MNGMT 4695 MACARTHUR NEWPORT BEACH, CA 92660 USA	CESAR ROMERO +1 949-698-3669 cesar.romero@wingscap.com	Lessor					\$1,699,315
36	SAFRAN GROUP 1 RUE DES FRERES PARIS, FRANCE	ANDRES CHAVES +57 31-7759-8720 andres.chaves@safrangroup.com	Maintenance Provider					\$1,692,780
37	IBM CAPITAL 4905 STARIHA DRIVE MUSKEGON, MI 49441 USA	MONICA PAREDES mparedes@co.ibm.com	Unsecured Debt					\$1,604,316
38	BANCOLOMBIA CARRERA 48 # 26-85 MEDELLIN, ANTIOQUIA, COLOMBIA	DIANA CAROLINA MEDINA MUNOZ +57 4448-9048 dicmedin@bancolombia.com.co	Unsecured Debt					\$1,496,251
39	AIRCASTLE 201 TRESSER BOULEVARD, STAMFORD, CT 06901 USA	SERGIO GONZALES +1 203 504 1068 sgonzalez@aircastle.com	Lessor					\$1,487,389
40	SECURITAS GROUP CR 63 #17A – 03 BOGOTA, COLOMBIA	JOSE BELTRAN abeltran@securitas.com.co	Airport Services					\$1,448,222

**ACTA DE LA ASAMBLEA GENERAL
EXTRAORDINARIA DE ACCIONISTAS
DE AEROINVERSIONES DE
HONDURAS, S.A.**

De la sesión celebrada por la Asamblea General Extraordinaria de Accionistas (la "**Asamblea de Accionistas**") de AEROINVERSIONES DE HONDURAS, S.A. (la "**Compañía**") celebrada presencialmente mediante poder en la ciudad de Tegucigalpa, M.D.C el día 10 de mayo del dos mil veinte (2020), a las 8:15 a.m, sin necesidad de previa convocatoria efectuada a los miembros porque se encontraban presentes el 100% de los accionistas de la Compañía como se señala a continuación:

Inversiones del Caribe S.A., representada por Marlos Amador, en calidad de administrador único, debidamente instruido y autorizado para comparecer a esta Asamblea de Accionistas; y **Taca International Airlines S.A.**, representada en esta Asamblea de Accionistas por Daisy Xiomara Herrera Guerra, a quien le otorgó poder el representante legal de Taca International Airlines S.A, y fue debidamente instruida y autorizada para comparecer a esta Asamblea de Accionistas.

PRESIDENTE Y SECRETARIO DE LA ASAMBLEA.

Actuando como Presidente de la Asamblea la señora Daisy Xiomara Herrera Guerra y como Secretario el señor Marlon Amador.

VERIFICACIÓN DEL QUÓRUM.

Se estableció que han concurrido a esta Asamblea de Accionistas, el cien por ciento (100%) de las acciones suscritas y en circulación de la Compañía.

En vista de lo anterior, el Presidente procedió a dar lectura al orden del día así:

**MINUTES OF THE EXTRAORDINARY
GENERAL ASSEMBLY OF THE
SHAREHOLDERS OF
AEROINVERSIONES DE HONDURAS,
S.A.**

The Extraordinary General Assembly of the shareholders (the "**Shareholders Assembly**") of AEROINVERSIONES DE HONDURAS, S.A. (the "**Company**"), held by proxy in the city of Tegucigalpa, M.D.C on 10 day of May of two thousand twenty (2020) at 8:15 a.m, with no need for prior summons because 100% of the shareholders of the Company were present, specifically:

Inversiones del Caribe, S.A., represented by Marlon Amador, as sole administrator, who was duly instructed and authorized to come forward in this Shareholders Assembly; and **Taca International Airlines S.A.**, represented in this Shareholders Assembly by Daisy Xiomara Herrera Guerra, who was granted a power of attorney by the legal representative of Taca International Airlines S.A and was duly instructed and authorized to come forward in this Shareholders Assembly.

PRESIDENT AND SECRETARY OF THE ASSEMBLY

Acting as President at the Shareholders Assembly, Daisy Xiomara Herrera Guerra and as Secretary, Mr. Marlon Amador.

VERIFICATION OF QUORUM

It was established that one hundred percent (100%) of the issued and outstanding shares of the Company were present at the Shareholders Assembly.

In view of the above, the President proceeded to read the following agenda:

<p>1. Autorización para presentar una solicitud voluntaria de beneficios bajo el Capítulo 11 del Código de Insolvencia de los Estados Unidos. y,</p> <p>2. Nombramiento de ejecutor especial de acuerdos.</p> <p>Al estar presentes todos los accionistas de la Compañía, no fue necesario realizar la convocatoria previa de conformidad con la ley y la Escritura Social y que, aun cuando no se hizo la publicación en el Diario Oficial La Gaceta y en un diario de circulación general, la Asamblea de Accionistas puede celebrarse válidamente, en virtud de haber concurrido a la misma el cien por ciento (100%) de las acciones con derecho a voto y de no oponerse ninguno de los accionistas a la celebración de esta Asamblea de Accionistas, y de conformidad con lo establecido en el artículo ciento noventa y tres (193), romano II del Código de Comercio, puede celebrarse la Asamblea de Accionistas y tomar válidamente los acuerdos que considere correspondientes.</p>	<p>1. Authorization to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code of the United States.</p> <p>2. Appointment of the special executor for the tasks.</p> <p>As there were present all the shareholders of the Company, no prior summons is needed, pursuant to the law and the Bylaws, and even if the summoning was not made in the official newspaper La Gaceta, and in a general circulation newspaper, the Shareholders Assembly can be held validly, because one hundred percent (100%) of the shares with the right to vote were present, and none of the shareholders opposed to the commencement of the Shareholders Assembly, and pursuant to article one hundred ninety three (193) of the Code of Commerce, the Shareholders Assembly may be commenced and the corresponding decisions made validly.</p>
<p>1. Autorización para presentar una solicitud voluntaria de beneficios bajo el Capítulo 11 del Código de Insolvencia de los Estados Unidos.</p> <p>El Presidente expone a la asamblea que:</p> <ul style="list-style-type: none">• <i>Cada accionista ha revisado y ha tenido la oportunidad de elevar sus dudas sobre la información presentada por la administración, los asesores legales y los asesores financieros de la Compañía en relación con las obligaciones y la liquidez de la Compañía, las posibles estrategias disponibles, y su impacto en los negocios de la Compañía; y</i>• <i>Cada accionista ha tenido la oportunidad de consultar con la administración, los asesores legales y los asesores financieros de la Compañía, todas las alternativas</i>	<p>1. Authorization to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code of the United States.</p> <p>The President exposes the following to the assembly:</p> <ul style="list-style-type: none">• <i>Each shareholder has reviewed and has had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's business; and</i>• <i>Each shareholder has had the opportunity to consult with the management and the legal and financial advisors of the Company to fully consider each of the strategic</i>

<p>estratégicas disponible para la Compañía; y</p> <ul style="list-style-type: none"> • Cada accionista ha decidido que lo deseable y lo mejor para los intereses de la Compañía, sus acreedores, empleados y demás partes interesadas, es elevar una petición por parte de la Compañía, buscando alivio bajo las provisiones del Capítulo 11 del Título 11 del Código de los Estados Unidos (conocido como "<u>Código de Insolvencia</u>"); y • Cada accionista considera que el tomar las acciones descritas a continuación se hace en el mejor interés de la Compañía, y, por consiguiente, considera necesario aprobar las siguientes decisiones. <p><u>Inicio de los Eventos del Capítulo 11</u></p> <p>Los miembros de la Asamblea en este momento hacen las deliberaciones del caso, y después de un amplio análisis, por unanimidad de las acciones representadas RESUELVEN:</p> <p>ACUERDO NÚMERO UNO</p> <p>Reconocer que la Compañía está autorizada y tiene poder suficiente para presentar una solicitud voluntaria de beneficios bajo el Capítulo 11 del Código de Insolvencia (se hará referencia a esta petición voluntaria elevada por la Compañía y las peticiones voluntarias que sean elevadas por las subsidiarias de la Compañía, conjuntamente, como los "<u>Casos del Capítulo 11</u>") ante una corte con la jurisdicción para conocer del caso (de ahora en adelante la "<u>Corte de Insolvencia</u>"); y</p> <p>ACUERDO NÚMERO DOS</p> <p>Cualquier funcionario de la Compañía y cualquier persona autorizada por cualquier funcionario de la Compañía (incluyendo, sin limitarse, a Anco van der Werff, Renato Covelo, José Gurdíán, Roberto Kriete, Adrian Neuhauser, y Richard Galindo) (cada uno, un "<u>Funcionario/Persona Autorizada</u>", y</p>	<p>alternatives available to the Company; and</p> <ul style="list-style-type: none"> • Each shareholder has determined that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "<u>Bankruptcy Code</u>"); and • Each shareholder believes that taking the actions set forth below is in the best interests of the Company and, therefore, desires to approve the following resolutions. <p><u>Commencement of Chapter 11 Cases</u></p> <p><u>The members of the assembly deliberate, and after broad analysis, by unanimity they</u> RESOLVE:</p> <p>RESOLUTION NUMBER ONE</p> <p>The Company be, and hereby is, authorized and empowered to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code (such voluntary petition, and the voluntary petitions to be filed by the Company's affiliates, collectively, the "<u>Chapter 11 Cases</u>") in a court of proper jurisdiction (the "<u>Bankruptcy Court</u>"); and</p> <p>RESOLUTION NUMBER TWO</p> <p>Any officer of the Company and any person authorized by any officer of the Company (including, without limitation, Anco van der Werff, Renato Covelo, José Gurdíán, Roberto Kriete, Adrian Neuhauser, and Richard Galindo) (each, an "<u>Authorized Person</u>" and collectively, the "<u>Authorized Persons</u>") be, and each of them individually hereby is, appointed as the Company's authorized representatives, and in such capacity, acting alone or together, with power of delegation, be, and they hereby are, authorized and empowered to execute and file on behalf of the Company, including in the Company's capacity as shareholder or member</p>
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colectivamente, los "**Funcionarios/Personas Autorizadas**") está y, por ende, cada uno de manera individual se encuentra en su calidad de representante autorizado de la Compañía, y en tal capacidad, actuando de manera conjunta o separada, con la facultad de delegar sus funciones, es y por medio de la presente está apoderada y tiene capacidad suficiente para suscribir y radicar en nombre de la Compañía, incluso si la Compañía está actuando como accionistas o miembro de una de sus subsidiarias, todas las peticiones, anexos, listas, solicitudes, aplicaciones, súplicas, demás actuaciones, acuerdos, consentimientos y documentos, y además está apoderada para realizar cualesquier y todas las acciones que considere necesarias o correctas para lograr el alivio anteriormente mencionado, incluyendo, sin limitación alguna, el poder para tomar cualquier acción necesaria para mantener el curso ordinario de los negocios de la Compañía.

ACUERDO NÚMERO TRES
Contratación de Profesionales

ADICIONALMENTE RESUELVE, que Cada Funcionario/Persona Autorizada se encuentra y por ende está apoderada para contratar a la firma de abogados Milbank LLP como un consejero legal para representar y asesorar a la Compañía en el desarrollo de cualquier deber o actividad bajo el Código de Insolvencia, y para tomar cualquier acción o acciones necesarias en aras de promover los derechos y obligaciones de la Compañía, incluyendo el poder presentar cualquier solicitud; en conexión con lo anterior cada Funcionario/Persona Autorizada, con la facultad de delegar sus funciones, se encuentra apoderada e instruida para suscribir los contratos correspondientes, pagar los honorarios que considere apropiados y causar que se diligencie la aplicación de autorización de contratación de los servicios de Milbank LLP.

ACUERDO NÚMERO CUATRO Cada Funcionario/Persona Autorizada, puede y está autorizada y encargada para contratar a la Firma de Abogados Urdaneta, Velez, Pearl &

of its subsidiaries, all petitions, schedules, lists, applications, pleadings and other motions, papers, agreements, consents or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's businesses.

RESOLUTION NUMBER THREE
Retention of Professionals

RESOLVED FURTHER, that Each Authorized Person be, and hereby is, authorized and directed to employ the law firm of Milbank LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Milbank LLP.

RESOLUTION NUMBER FOUR Each Authorized Person be, and hereby is, authorized and directed to employ the law firm of Urdaneta, Velez, Pearl & Abdallah Abogados as restructuring counsel; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to

Abdallah Abogados, como Firma encargada de la reestructuración, y en conexión con lo anterior, cada Funcionario/Persona Autorizada, tiene poder para delegar, y está autorizada y encargada para suscribir acuerdos de anticipos apropiados, pagar los anticipos, causar que se realicen la autorizaciones apropiadas para retener los servicios de Urdaneta, Velez, Pearl & Abdallah Abogados.

ACUERDO NÚMERO CINCO

Cada Funcionario/Persona Autorizada, puede y está autorizada y encargado para contratar a la Firma de Abogados Gómez-Pinzón Abogados S.A.S. como Firma encargada de la reestructuración, y en conexión con lo anterior, cada Funcionario/Persona Autorizada, tiene poder para delegar, y está autorizada y encargado para suscribir acuerdos de anticipos apropiados, pagar los anticipos, causar que se realicen la autorizaciones apropiadas para retener los servicios de Gómez-Pinzón Abogados S.A.S.

ACUERDO NÚMERO SEIS

Cada Funcionario/Persona Autorizada se encuentra y por ende está autorizada para contratar a la firma de abogados Smith Gambrell and Russell, LLP como consejero legal en la práctica de aviación para que represente y asesore a la Compañía en el desarrollo de sus deberes bajo el Código de Insolvencia, y para tomar cualquier acción o acciones necesarias en aras de promover los derechos y obligaciones de la Compañía, incluyendo el poder presentar cualquier solicitud; en conexión con lo anterior, cada Funcionario/Persona Autorizada, con la facultad de delegar sus funciones, se encuentra autorizada e instruida para suscribir los contratos correspondientes, pagar los honorarios que considere apropiados y causar que se diligencie la aplicación de autorización de contratación de los servicios Smith Gambrell and Russell, LLP.

ACUERDO NÚMERO SIETE *Cada Funcionario/Persona Autorizada se encuentra y por ende está autorizada para contratar la firma de abogados Seabury Securities LLC*

cause to be filed an appropriate application for authority to retain the services of Urdaneta, Velez, Pearl & Abdallah Abogados.

RESOLUTION NUMBER FIVE

Each Authorized Person be, and hereby is, authorized and directed to employ the law firm of Gómez-Pinzón Abogados S.A.S. as restructuring counsel; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Gómez-Pinzón Abogados S.A.S.

RESOLUTION NUMBER SIX

Each Authorized Person be, and hereby is, authorized and directed to employ the law firm of Smith Gambrell and Russell, LLP as aviation counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Smith Gambrell and Russell, LLP.

RESOLUTION NUMBER SEVEN

Each Authorized Person be, and hereby is, authorized and directed to employ the firm of Seabury Securities LLC, as financial restructuring advisor and investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and

como consejero en la restructuración financiera y banquero de inversión para que represente y asesore a la Compañía en el desarrollo de sus deberes bajo el Código de Insolvencia, y para tomar cualquier acción o acciones necesarias en aras de promover los derechos y obligaciones de la Compañía, incluyendo el poder presentar cualquier solicitud; en conexión con lo anterior cada Funcionario/Persona Autorizada, con la facultad de delegar sus funciones, se encuentra autorizada e instruida para suscribir los contratos correspondientes, pagar los honorarios que considere apropiados y causar que se diligencie la aplicación de autorización de contratación de los servicios Seabury Securities LLC.

ACUERDO NÚMERO OCHO *Cada Funcionario/Persona Autorizada se encuentra y por ende está autorizada para emplear la firma de KCC LLC como agente de notificaciones y reclamaciones, para que represente y asesore a la Compañía en el desarrollo de sus deberes bajo el Código de Insolvencia, y para tomar cualquier acción o acciones necesarias en aras de promover los derechos y obligaciones de la Compañía, incluyendo el poder presentar cualquier solicitud; en conexión con lo anterior cada Funcionario/Persona Autorizada, con la facultad de delegar sus funciones, se encuentra autorizada e instruida para suscribir los contratos correspondientes, pagar los honorarios que considere apropiados y causar que se diligencie la aplicación de autorización de contratación de los servicios de KCC LLC.*

ACUERDO NÚMERO NUEVE *Autorizar e instruir a cada Persona Autorizada de la Sociedad para contratar a la firma FTI Consulting, Inc. como asesor financiero y de reestructura para representar y asesorar a la Sociedad en y para llevar a cabo sus obligaciones de conformidad con el Código de Insolvencia y para llevar a cabo todas y cada una de las acciones necesarias para ejercer los derechos y obligaciones de la Sociedad, y en relación con lo anterior, se autoriza e instruye a cada una de las Personas Autorizadas para celebrar los contratos correspondientes, pagar los anticipos correspondientes, y causar que se*

directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Seabury Securities LLC.

RESOLUTION NUMBER EIGHT

Each Authorized Person be, and hereby is, authorized and directed to employ the firm of KCC LLC as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of KCC LLC.

RESOLUTION NUMBER NINE

Each Authorized Person be, and they hereby are, authorized and directed to employ the firm of FTI Consulting, Inc., as financial restructuring advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Persons are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of FTI Consulting, Inc.

RESOLUTION NUMBER TEN

presenten los documentos apropiados para contratar los servicios de FTI Consulting, Inc.

ACUERDO NÚMERO DIEZ

Cada Funcionario/Persona Autorizada se encuentra y por ende está autorizada para emplear cualquier otro servicio profesional para que represente y asesore a la Compañía en el desarrollo de sus deberes bajo el Código de Insolvencia, y para tomar cualquier acción o acciones necesarias en aras de promover los derechos y obligaciones de la Compañía, incluyendo el poder presentar cualquier solicitud; en conexión con lo anterior, cada Funcionario/Persona Autorizada, con la facultad de delegar sus funciones, se encuentra autorizada e instruida para suscribir los contratos correspondientes, contratar los honorarios que considere apropiados y causar que se diligencie la aplicación de autorización de contratación de los servicios de cualquier otro profesional.

ACUERDO NÚMERO ONCE Cada Funcionario/Persona Autorizada se encuentra y por ende está, con la facultad de delegar sus funciones, autorizada, empoderada e instruida para suscribir y presentar cualquier solicitud, agenda, moción, lista, aplicación, alegato y cualquier otro documento (y a utilizar firmas electrónicas en los mismos, según sea necesario). En conexión con lo anterior se encuentra autorizada para emplear y retener cualquier asesor legal, contable, financiero, y cualquier otro profesional. También se encuentra autorizada para tomar y llevar acabo cualquier acción o acciones y actos que cada Funcionario/Persona Autorizada considere necesaria y correcta para los Casos del Capítulo 11, con el propósito de lograr tener éxito en dichos casos.

ACUERDO NÚMERO DOCE

General

ADICIONALMENTE RESUELVE, que en adición a todas las autorizaciones anteriormente concedidas a los Funcionarios/Personas Autorizadas, los Funcionarios/Personas Autorizadas (y sus designados o delegados) están y por ende se

Each Authorized Person be, and they hereby is, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of any other professionals as necessary.

RESOLUTION NUMBER ELEVEN

Each Authorized Person be, and hereby is, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers (and to use electronic signatures on any of the foregoing as needed) and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Persons deems necessary, proper or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such case.

RESOLUTION NUMBER TWELVE

General

RESOLVED FURTHER, that In addition to the specific authorizations heretofore conferred upon the Authorized Persons, the Authorized Persons (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other

encuentran, autorizadas, y con poder suficiente, para que en nombre y representación de la Compañía, tomen u ordenen la toma de cualquier acción y para suscribir, reconocer, entregar y radicar cualquier acuerdo o acuerdos, certificados, instrumentos y otros documentos, además de pagar todos los gastos, incluyendo pero no estando limitado al pago de las tasas o tarifas de presentación o radicación, todo lo anterior cuando de acuerdo al criterio de cada Funcionario/Persona Autorizada sea necesario, recomendable o deseable para lograr el propósito de las decisiones aquí adoptadas.

ACUERDO NÚMERO TRECE,

Que todos los miembros de la Asamblea General de Accionistas de la Compañía han recibido aviso suficiente sobre las acciones y transacciones relacionadas con las decisiones aquí tomadas, tal como lo requieren los documentos corporativos de la Compañía, de lo contrario mediante el presente documento renuncian a cualquier derecho de notificación.

ACUERDO NÚMERO CATORCE

Todas las actuaciones, acciones y transacciones relacionadas con las decisiones realizadas en nombre y representación de la Compañía, han sido aprobados por medio de las decisiones y resoluciones anteriores, con excepción de las actuaciones que hayan sido llevadas a cabo antes de la adopción de esta resolución, las cuales se entienden en todo caso aquí aprobadas y ratificadas como actos ciertos y vinculantes para la Compañía, como si dicho acuerdo, transacción, acuerdo o certificado hubiera sido autorizado previamente a través de una resolución por la Asamblea General de Accionistas.

ACUERDO NÚMERO QUINCE *Estas resoluciones podrán ser firmadas en múltiples contrapartes y vía facsímile o cualquier otro medio electrónico, todas las cuales, consideradas en su conjunto, se entenderán como un único instrumento”.*

documents and to pay all expenses, including but not limited to filing fees, in each case as, in such person’s or persons’ judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLUTION NUMBER THIRTEEN

All members of the General Shareholders Assembly of the Company have received sufficient notice of the actions and transactions relating to the matters by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

RESOLUTION NUMBER FOURTEEN

All acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution by the General Shareholders Assembly.

RESOLUTION NUMBER FIFTEEN

These resolutions may be executed and delivered in multiple counterparts and via facsimile or other electronic means, all of which taken together shall constitute one and the same instrument”.

2. NOMBRAMIENTO DE EJECUTOR ESPECIAL DE ACUERDOS.

El nombramiento de Marlon Amador, quien es de nacionalidad Hondureña, mayor de edad, con cédula de identidad número 0801-1975-07868 como Ejecutor Especial de los Acuerdos adoptados en esta Asamblea Accionistas fue aprobado por unanimidad y se le autoriza para registrar la presente acta.

A propuesta del Presidente se delegó al Secretario la transcripción del acta de esta Asamblea de Accionistas, quedando aprobada desde esta misma fecha. El Presidente de esta Asamblea de Accionistas pregunta si hay algún accionista que desee someter algún asunto adicional a la decisión de esta Asamblea de Accionistas, y no habiéndolo, así como no existiendo ningún otro punto que tratar dentro de la Agenda, el Presidente da por terminada la presente Asamblea de Accionistas, a las 8:45 a.m.


(Firmado)

Por: Daisy Xiomara Herrera Guerra
Cargo: Presidente

(Firmado)

Por: Marlon Amador
Cargo: Secretario/Ejecutor Especial

El suscrito Secretario certifica hoy, 10 de mayo de 2020, que este documento es fiel copia de la acta de la Asamblea General Extraordinaria De Accionistas de Aeroinversiones De Honduras, S.A. del 10 de mayo de 2020.



Marlon Amador
Secretario

2. APPOINTMENT OF THE SPECIAL EXECUTOR OF THE AGREEMENTS.

The appointment of Marlon Amador, who is of Honduran nationality, of legal age, single and with ID 0801-1975-07868, as the special executor of the minutes adopted in this Shareholders Assembly was approved unanimously and he is authorized to register the present minutes.

By proposal of the President, the redaction, reading, and transcription of this Shareholders Assembly were approved on the same date. The President of the Shareholders Assembly asked if there was any additional matter that needs to be discussed by the Shareholders Assembly, and there not being any further matter to discuss in the agenda, the President concluded the Shareholders Assembly in the same place at 8:45 a.m.

(Signed)

By: Daisy Xiomara Herrera Guerra
Title: President

(Signed)

By: Marlon Amador
Title: Secretario/Ejecutor Especial

The undersigned representative of Sole Shareholder certifies today, May 10 of 2020, that this document is a faithful copy of the minutes of The Extraordinary General Assembly of The Shareholders Of Aeroinversiones De Honduras, S.A. held on May 10, 2020.



Marlon Amador
Secretary