

10124

**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 Avifreight Holding Mexico, S.A.P.I. de C.V.

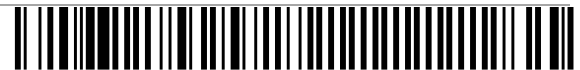
2. All other names debtor used in the last 8 years N/A  
Include any assumed names, trade names, and doing business as names

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

4. Debtor's address  
Principal place of business: G Zone of Hangares SN, Federal Zone, Mexico City International Airport, Venustiano Carranza, Mexico City, Mexico 15620  
Mailing address, if different from principal place of business: [Blank]  
Location of principal assets, if different from principal place of business: [Blank]

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 Avifreight Holding Mexico, S.A.P.I. de C.V.  
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
- Case number, if known \_\_\_\_\_ MM / DD / YYYY

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



Debtor Avifreight Holding Mexico, S.A.P.I. de C.V.  
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

1,000-5,000

25,001-50,000

50-99

5,001-10,000

50,001-100,000

100-199

10,001-25,000

More than 100,000

200-999

15. Estimated assets

(on a consolidated basis)

\$0-\$50,000

\$1,000,001-\$10 million

\$500,000,001-\$1 billion

\$50,001-\$100,000

\$10,000,001-\$50 million

\$1,000,000,001-\$10 billion

\$100,001-\$500,000

\$50,000,001-\$100 million

\$10,000,000,001-\$50 billion

\$500,001-\$1 million

\$100,000,001-\$500 million

More than \$50 billion

Debtor Avifreight Holding Mexico, S.A.P.I. de C.V.  
Name

Case number (if known) \_\_\_\_\_

**16. Estimated liabilities**  
(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

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

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

-----X  
 :  
 In re: : Chapter 11  
 :  
 AVIFREIGHT HOLDING MEXICO, S.A.P.I. : Case No. 20-\_\_\_\_( )  
 DE C.V., :  
 : (Joint Administration Requested)  
 Debtor. :  
 :  
 -----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:

<b>Shareholder</b>	<b>Approximate Percentage of Equity Interest Held</b>
Tampa Cargo S.A.S.	Holds 49.0% of the voting equity interest and 81.0% of the non-voting equity interest
Ronair N.V.	Holds 23.40% of the equity interest of Tampa Cargo S.A.S.
Aerovias del Continente Americano S.A. Avianca	Holds 71.66% of the equity interest of Tampa Cargo S.A.S. and 100.0% of the equity interest of Ronair N.V.
Latin Airways Corp.	Holds 94.96% of the equity interest of Aerovias del Continente Americano S.A. Avianca
AV Investments Two Colombia S.A.S.	Holds 100% of the equity interest of Latin Airways Corp.
AV Investments One Colombia S.A.S.	Holds 99.9% of the equity interest of AV Investments Two Colombia S.A.S.
Avianca Holdings S.A.	Holds 100.0% of the equity interest of AV Investments One Colombia S.A.S.
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.*,<sup>1</sup> : 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.

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<sup>1</sup> 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 Avifreight Holding Mexico, S.A.P.I. de C.V.
United States Bankruptcy Court for the: Southern District of New York
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 declaration Corporate Ownership Statement, Top 5 Secured Creditors List

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 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 MAUICE 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

<b>30</b>	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
<b>31</b>	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
<b>32</b>	CHEVRON 6001 BOLLINGER CANYON ROAD, SAN RAMON, CA 94583 USA	ZAMIRA DE YCAZA +507-6617-3514 zdycaza@chevron.com	Fuel				\$2,039,139
<b>33</b>	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
<b>34</b>	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
<b>35</b>	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
<b>36</b>	SAFRAN GROUP 1 RUE DES FRERES PARIS, FRANCE	ANDRES CHAVES +57 31-7759-8720 andres.chaves@safrangroup.com	Maintenance Provider				\$1,692,780
<b>37</b>	IBM CAPITAL 4905 STARIHA DRIVE MUSKEGON, MI 49441 USA	MONICA PAREDES mparedes@co.ibm.com	Unsecured Debt				\$1,604,316
<b>38</b>	BANCOLOMBIA CARRERA 48 # 26-85 MEDELLIN, ANTIOQUIA, COLOMBIA	DIANA CAROLINA MEDINA MUNOZ +57 4448-9048 dicmedin@bancolombia.com.co	Unsecured Debt				\$1,496,251
<b>39</b>	AIRCASTLE 201 TRESSER BOULEVARD, STAMFORD, CT 06901 USA	SERGIO GONZALES +1 203 504 1068 sgonzalez@aircastle.com	Lessor				\$1,487,389
<b>40</b>	SECURITAS GROUP CR 63 #17A – 03 BOGOTA, COLOMBIA	JOSE BELTRAN abeltran@securitas.com.co	Airport Services				\$1,448,222

**AVIFREIGHT HOLDING MEXICO,  
S.A.P.I. DE C.V.**

**AVIFREIGHT HOLDING MEXICO,  
S.A.P.I. DE C.V.**

**UNANIMOUS RESOLUTIONS  
ADOPTED BY THE SHAREHOLDERS  
OF AVIFREIGHT HOLDING MEXICO,  
S.A.P.I. DE C.V.**

**RESOLUCIONES UNÁNIMES  
ADOPTADAS POR LOS ACCIONISTAS  
DE AVIFREIGHT HOLDING MEXICO,  
S.A.P.I. DE C.V.**

**May 10, 2020**

**10 DE MAYO DE 2020.**

In accordance with article 178 of the General Law of Commercial Entities and article twenty ninth of the current by-laws of **AVIFREIGHT HOLDING MÉXICO, S.A.P.I. DE C.V.** (the “**Company**”), all of the shareholders of the Company with voting rights (the “**Shareholders**”), whose names and signatures appear in this document, unanimously adopted the following resolutions:

De conformidad con lo establecido en el artículo 178 de la Ley General de Sociedades Mercantiles y el artículo vigésimo noveno de los estatutos sociales de **AVIFREIGHT HOLDING MÉXICO, S.A.P.I. DE C.V.** (la “**Sociedad**”), la totalidad de los accionistas con derecho a voto de la Sociedad (los “**Accionistas**”), cuyos nombres y firmas aparecen en el presente documento, de manera unánime adoptaron las siguientes resoluciones:

**I. Approval of the commencement of Chapter 11 Cases.**

**I. Aprobación del comienzo de los Casos del Capítulo 11.**

Mr. Luis Montes de Oca, chairman of the board of the Company, mentioned to the Shareholders that with regard to the materials presented by the management and the legal and financial advisors of the Company regarding the liabilities and liquidity of the Company and the impact of the foregoing on the Company’s business it is desirable and in the best interests of the Company 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 “**Bankruptcy Code**”).

El señor Luis Montes de Oca en su calidad de presidente del Consejo de Administración de la Sociedad, indicó a los Accionistas que, en relación con aquellos materiales presentados por el presidente del consejo de administración y por los asesores legales y financieros de la Sociedad relativos a las obligaciones y liquidez de la Sociedad, y su impacto en el negocio de la Sociedad, en el mejor interés de la Sociedad resulta conveniente que la Sociedad presente una solicitud para sujetarse a los beneficios de las disposiciones del Capítulo 11, Título 11 del Código de los Estados Unidos de América (*Chapter 11 of Title 11 of the United States Code*) (el “**Código de Concurso Mercantil de EUA**”).

**WHEREAS**, the Shareholders have reviewed and had the opportunity to ask

**CONSIDERANDO**, que los Accionistas han tenido la oportunidad de

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;

**WHEREAS**, the Shareholders have had the opportunity to consult with the management and the legal and financial advisors of the Company to fully consider each of the strategic alternatives available to the Company;

**WHEREAS**, the Shareholders of the Company have 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 the Bankruptcy Code; and

**WHEREAS**, the Shareholders' believe that taking the actions set forth below is in the best interests of the Company and, therefore, desire to approve the following resolutions.

**FIRST RESOLUTION**

**NOW, THEREFORE, BE IT RESOLVED**, that 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 "**Chapter 11 Cases**") in a court of proper jurisdiction (the "**Bankruptcy Court**"), including if applicable, the approval to file the

revisar y hacer aquellas preguntas que han considerado convenientes respecto de aquellos materiales presentados por el presidente del consejo de administración y por los asesores legales y financieros de la Sociedad relativos a las obligaciones y liquidez de la Sociedad, las alternativas estratégicas disponibles, y el impacto que pudieren tener en el negocio de la Sociedad;

**CONSIDERANDO**, que los Accionistas han tenido la oportunidad de consultar con el presidente del consejo de administración y con los asesores legales y fiscales de la Sociedad aquellas alternativas estratégicas con las que dispone la Sociedad;

**CONSIDERANDO**, que los Accionistas de la Sociedad han determinado que en el mejor interés de la Sociedad y sus acreedores, empleados y otras partes interesadas, resulta conveniente que la Sociedad presente una solicitud para sujetarse a los beneficios de previstos en el Código de Concurso Mercantil de EUA; y

**CONSIDERANDO**, que los Accionistas consideran que la adopción de las acciones descritas a continuación resultan en el mejor interés de la Sociedad, procedieron a adoptar las siguientes resoluciones:

**PRIMERA RESOLUCIÓN**

**SE RESUELVE**, autorizar y facultar a la Sociedad para presentar, ante un tribunal competente (el "**Tribunal de Concurso**"), una declaración voluntaria de concurso conforme al Capítulo 11 del Código de Concurso Mercantil de EUA (dicha declaración voluntaria y aquellas declaraciones voluntarias que sean presentadas por las afiliadas de la Sociedad, conjuntamente, los "**Casos del Capítulo 11**"), incluyendo en su caso, la

Chapter 11 Cases of its subsidiaries (including without limitation Aero Transporte de Carga Unión, S.A. de C.V.); and

aprobación de la presentación de los Casos del Capítulo 11 de sus subsidiarias (incluyendo sin limitar a Aero Transporte de Carga Unión, S.A. de C.V.); y

**RESOLVED FURTHER**, that any officer duly empowered of the Company and any person authorized by any officer of the Company (including, without limitation, Anco David van der Werff, Renato Covelo, José Gurdíán, Roberto Kriete, Adrian Neuhauser, Richard Galindo, and Verónica Patricia Feria Montes de Oca) (each, individually an “**Authorized Person**” and collectively, the “**Authorized Persons**”) be, and each of them individually hereby is, authorized, in the name and on behalf of the Company, 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 of its subsidiaries, all petitions, schedules, lists, applications, pleadings and other motions, papers, agreements, consents or documents (and to use electronic signatures on any of the foregoing as needed), 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.

**SE RESUELVE ADEMÁS**, autorizar a cualquier funcionario debidamente facultado de la Sociedad (incluyendo sin limitar, Anco David van der Werff, Renato Covelo, José Gurdíán, Roberto Kriete, Adrian Neuhauser, Richard Galindo, y Verónica Patricia Feria Montes de Oca) (cada uno individualmente un “**Persona Autorizada**” y conjuntamente los “**Personas Autorizadas**”) para que en nombre y representación de la Sociedad, actúen como sus representantes, ya sea de manera individual o conjunta y otorgándoles por virtud de la presente resolución facultades de delegación, y procedan a firmar y presentar en nombre de la Sociedad, incluyendo en nombre de la Sociedad como accionista o socio de sus subsidiarias, cualesquier declaraciones, peticiones, anexos, listas, solicitudes, alegatos y cualesquier propuestas, instrumentos, acuerdos, consentimientos o documentos (y a utilizar firmas electrónicas en los mismos, según sea necesario) y llevar a cabo todas y cada una de las acciones que resulten necesarias para obtener dicha declaración de concurso referida en la resolución inmediata anterior, incluyendo sin limitar, cualquier acción que resulte necesaria para mantener el curso ordinario de las operaciones de los negocios de la Sociedad.

**II. Approval of retention of professionals.**

**II. Aprobación para contratar a asesores profesionales.**

The chairman submitted to the consideration of the Shareholder the convenience of retaining several professionals to represent and/or assist the Company in carrying out its duties under the Bankruptcy Code.

El presidente sometió a la consideración de los Accionistas la conveniencia de contratar a diversos asesores profesionales para representar y/o asesorar a la Sociedad para que cumpla y lleve a cabo sus obligaciones conforme al Código de Concurso Mercantil de EUA.



As a result of the foregoing, the Shareholders discussed such proposal and, unanimously, adopted the following resolutions:

**SECOND RESOLUTION**

**RESOLVED FURTHER**, that each Authorized Person be, and they hereby are, 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 are 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.

**RESOLVED FURTHER**, that each Authorized Person be, and they hereby are, 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 are 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 Urdaneta, Velez, Pearl & Abdallah Abogados.

**RESOLVED FURTHER**, that 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 is

En virtud de lo anterior, los Accionistas discutieron la propuesta y, por unanimidad, adoptaron las siguientes resoluciones:

**SEGUNDA RESOLUCIÓN**

**SE RESUELVE**, autorizar e instruir a las Personas Autorizada para contratar a la firma legal Milbank LLP como asesor general en materia de concurso mercantil para representar y asesorar a la Sociedad en la ejecución de sus obligaciones de conformidad con Código de Concurso Mercantil de EUA y para que dichas Personas Autorizadas lleven a cabo todas y cada una de las acciones necesarias para ejercer los derechos y obligaciones de la Sociedad, incluyendo, la presentación de alegatos, 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 presenten los documentos apropiados para contratar los servicios de Milbank LLP.

**SE RESUELVE ADEMÁS**, autorizar e instruir a cada Persona Autorizada de la Sociedad para contratar a la firma legal Urdaneta, Velez, Pearl & Abdallah Abogados como asesores en materia de reestructura, y en relación con lo anterior, se autoriza e instruye a cada una de las Persona Autorizada para celebrar los contratos correspondientes, pagar los anticipos correspondientes, y causar que se presenten los documentos apropiados para contratar los servicios de Urdaneta, Velez, Pearl & Abdallah Abogados.

**SE RESUELVE ADEMÁS**, autorizar e instruir a cada Persona Autorizada de la Sociedad para contratar a la firma legal Gómez-Pinzón Abogados S.A.S. como asesores en materia de reestructura, y en relación con lo anterior, se autoriza e instruye

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.

**RESOLVED FURTHER**, that each Authorized Person be, and they hereby are, 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 are 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.

**RESOLVED FURTHER** that each Authorized Person be, and they hereby are, 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 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 Seabury Securities LLC.

a cada una de las Persona Autorizada para celebrar los contratos correspondientes, pagar los anticipos correspondientes, y causar que se presenten los documentos apropiados para contratar los servicios de Gómez-Pinzón Abogados S.A.S.

**SE RESUELVE ADEMÁS**, autorizar e instruir a cada Persona Autorizada de la Sociedad para contratar a la firma legal Smith Gambrell and Russell, LLP como asesor en materia de aviación para representar y asesorar a la Sociedad en y para llevar a cabo sus obligaciones de conformidad con Código de Concurso Mercantil de EUA 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 presenten los documentos apropiados para contratar los servicios de Smith Gambrell and Russell, LLP.

**SE RESUELVE ADEMÁS**, autorizar e instruir a cada Persona Autorizada de la Sociedad para contratar a la firma Seabury Securities LLC como asesor financiero y de reestructura corporativa e institución de inversiones para representar y asesorar a la Sociedad en y para llevar a cabo sus obligaciones de conformidad con Código de Concurso Mercantil de EUA 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 presenten los documentos apropiados para contratar los servicios de Seabury Securities LLC.

**RESOLVED FURTHER** that 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.

**RESOLVED FURTHER** that each Authorized Person be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants 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 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 Kurtzman Carson Consultants LLC.

**RESOLVED FURTHER** that each Authorized Person be, and they hereby are, 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 are hereby authorized and directed to

**SE RESUELVE ADEMÁS**, 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 Código de Concurso Mercantil de EUA 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 presenten los documentos apropiados para contratar los servicios de FTI Consulting, Inc.

**SE RESUELVE ADEMÁS**, autorizar e instruir a cada Persona Autorizada de la Sociedad para contratar a la firma Kurtzman Carson Consultants LLC como agente de notificaciones y procesos para representar y asesorar a la Sociedad en y para llevar a cabo sus obligaciones de conformidad con Código de Concurso Mercantil de EUA 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 presenten los documentos apropiados para contratar los servicios de Kurtzman Carson Consultants LLC.

**SE RESUELVE ADEMÁS**, autorizar e instruir a cada Persona Autorizada de la Sociedad para contratar a cualesquier otros profesionales para asesorar a la Sociedad en y para llevar a cabo sus obligaciones de conformidad con Código de Concurso Mercantil de EUA y para llevar a cabo todas y cada una de las acciones necesarias para ejercer los derechos y obligaciones de la

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.

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 presenten los documentos apropiados para contratar los servicios de aquellos profesionales que resulten necesarios.

**RESOLVED FURTHER** that each Authorized Person be, and they hereby are 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 deem necessary, proper or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such case.

**SE RESUELVE ADEMÁS**, autorizar e instruir a cada Persona Autorizada para que procedan a firmar y presentar cualesquier declaraciones, peticiones, anexos, listas, solicitudes, alegatos y cualesquier instrumentos en relación con los anteriores (y a utilizar firmas electrónicas en los mismos, según sea necesario), y a contratar y retener toda la asesoría que resulte necesaria, ya se asistencia legal, contable, financiera y a cualesquier otros profesionales y a llevar a cabo y ejecutar cualesquier otras acciones e instrumentos que dichas Personas Autorizadas consideren necesarios, convenientes o deseables en relación con los Casos del Capítulo 11, con el espíritu de obtener un resultado favorable bajo dichos casos.

**III. Approval of several matters related with the proposed, discussed, and if the case, approved matters in the Meeting.**

**III. Aprobación de asuntos varios en relación con los asuntos propuestos, discutidos y, en su caso, aprobados mediante la presente Asamblea.**

The chairman mentioned to the Shareholders the convenience of approving several matters related with the resolutions previously adopted.

El presidente sometió a consideración de los Accionistas aprobar diversos asuntos relativos a las resoluciones anteriormente adoptadas.

As a result of the foregoing, the Shareholders discussed such proposal and, unanimously, adopted the following resolutions:

En virtud de lo anterior, los Accionistas discutieron la propuesta y, por unanimidad, adoptaron las siguientes resoluciones:

**THIRD RESOLUTION**

**TERCERA RESOLUCIÓN**

**RESOLVED FURTHER**, that in addition to the specific authorizations

**SE RESUELVE**, que en adición a las autorizaciones específicas conferidas por

heretofore conferred upon the Authorized Persons, each of 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 documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

**RESOLVED FURTHER**, to grant in favor of Messrs. Anco David van der Werff, Renato Covelo, José Gurdián, Roberto Kriete, Adrian Neuhauser, and Richard Galindo to exercise it, either jointly or individually, a **GENERAL POWER FOR ACTS OF OWNERSHIP, ACTS OF ADMINISTRATION AND FOR LITIGATION AND COLLECTIONS** granted pursuant to Article 2,554 of the Federal Civil Code and its correlative Articles of the Civil Codes of the States of the United Mexican States and of Mexico City with all general and special powers which according to law must be expressly set forth, including those provided for in articles 2,587, 2,574, 2,582 and 2,593 of the Federal Civil Code and its correlative Articles of the Civil Codes of the States of the United Mexican States and of Mexico City, general as of its authorities but special as of its purpose, as the power of attorney will be limited to perform al acts related to the Authorized Persons pursuant to these resolutions, and to appear before any individual and judicial, administrative, civil and labor authorities, whether national or foreign, and any other authority to, including but not limited, submit any writs, motions,

medio de las presentes resoluciones en favor de los Personas Autorizadas (así como sus delegados y las personas designadas por los mismos, autorizar y facultar a dichas Personas Autorizadas para que, en nombre y representación de la Sociedad, lleven a cabo o causen que se lleven a cabo cualesquier otras acciones, y celebren, reconozcan, entreguen y presenten cualesquier contratos, certificados, instrumentos y documentos para pagar todos los gastos, incluyendo sin limitar, cualesquier pago de derechos, en cada caso según a juicio dicho funcionario o funcionarios, resulten necesarios, convenientes o conducentes para llevar acabo el espíritu y lograr los propósitos establecidos en las resoluciones contendías en el presente documento.

**SE RESUELVE ADEMÁS**, otorgar en favor de los Señores Anco David van der Werff, Renato Covelo, José Gurdián, Roberto Kriete, Adrian Neuhauser, y Richard Galindo, para que actúen conjunta o separadamente, un **PODER GENERAL PARA ACTOS DE DOMINIO, ACTOS DE ADMINISTRACIÓN Y PLEITOS Y COBRANZAS**, en términos del artículo 2,554 del Código Civil Federal y sus correlativos de los Estados de los Estados Unidos Mexicanos y la Ciudad de México con las facultades generales y especiales que requieran cláusula especial conforme a la ley, inclusive aquellas a las que se refieren los artículos 2,587, 2,574, 2,582 y 2,593 del Código Civil Federal y sus correlativos de los Estados de los Estados Unidos Mexicanos y la Ciudad de México, general en cuanto a sus facultades, pero especial en cuanto a su objeto, pues se encuentra limitado a llevar a cabo todos los actos señalados para las Personas Autorizadas en estas resoluciones, así como para comparecer ante todo tipo de particulares y autoridades, judiciales, administrativas, civiles y del trabajo, nacionales o extranjeras, y cualquier otra autoridad para, en forma enunciativa, más no limitativa, presentar todo

petitions, lawsuits, complaints, criminal complaints and grant pardons, to be the plaintiff or interested third party in criminal procedures, to remove any actions submitted before any authority, to settle, submit to arbitral procedure, to articulate and absolve positions, to assign goods, remove judges, receive payments and to execute any other acts expressly permitted by law, including, represent the Company before any judicial, administrative, civil or criminal authorities and before labor tribunals and authorities.

**RESOLVED FURTHER**, that the Shareholders 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.

**RESOLVED FURTHER**, that 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 these Shareholders' resolutions.

**RESOLVED FURTHER**, to authorize Messrs. Anco David van der Werff, Renato Covelo, José Gurdíán, Roberto Kriete, Adrian Neuhauser, Richard Galindo, Bertha Alicia Ordaz Avilés, Arturo de la Parra Rodea,

tipo de escritos, promociones, peticiones, demandas, querellas, denuncias penales y otorgar perdones, para constituirse en parte ofendida o coadyuvante en los procedimientos penales, desistirse de las acciones que intentare y de juicios de amparo, para transigir, someterse a arbitraje, para articular y absolver posiciones, para hacer cesión de bienes, para recusar jueces, recibir pagos y ejecutar todos los otros actos expresamente determinados por la ley, entre los que se incluyen, representar ante la Sociedad ante autoridades judiciales, administrativas, civiles o penales y ante autoridades y tribunales del trabajo.

**SE RESUELVE ADEMÁS**, y se hace constar que los Accionistas de la Sociedad han recibido información suficiente de las acciones y transacciones descritas en las resoluciones del presente documento, según es requerido bajo el acta constitutiva y los estatutos vigentes de la Sociedad, o, en su caso, por medio del presente renuncian expresamente a la recepción de dicha información.

**SE RESUELVE ADEMÁS**, que todos aquellos actos, acciones y transacciones relativas a los asuntos contemplados en las resoluciones anteriores ejecutados en nombre y representación de la Sociedad, mismos que han sido aprobados mediante las presentes resoluciones y que hayan sido realizados previamente, se tienen por medio de las presentes resoluciones aprobados y ratificados en todos sus aspectos como actos y acciones realizados por la Sociedad con la misma validez y efectos que si dichos actos, transacciones, acuerdos o certificados hubieren sido aprobados por estas resoluciones de los Accionistas.

**SE RESUELVE ADEMÁS** que los señores Anco David van der Werff, Renato Covelo, José Gurdíán, Roberto Kriete, Adrian Neuhauser, Richard Galindo, Bertha Alicia Ordaz Avilés, Arturo de la Parra Rodea, Paola

Paola Frettlahr, Pablo Hernández Martínez Souvervielle y María Monroy Cal y Mayor, jointly or separately, to issue any certified copies of this document that could be required and to appear before the Notary Public of their choice to formalize the resolutions adopted by the Shareholders' of the Company in this meeting and to register the corresponding public deed in the Public Registry of Commerce, in case that such formalities are required.

Frettlahr, Pablo Hernández Martínez Souvervielle y María Monroy Cal y Mayor, queden autorizados, conjunta o separadamente, para expedir las copias certificadas que de la presente fueren necesarias y acudir ante el notario público de su elección a protocolizar los acuerdos tomados en estas resoluciones adoptadas por los Accionistas de la Sociedad en Asamblea y gestionar su inscripción en el Registro Público de Comercio correspondiente, en caso de que se requieran dichas formalidades.

**RESOLVED FURTHER**, that 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.

**SE RESUELVE ADEMÁS**, que estas resoluciones podrán ser ejecutadas y entregadas en varios ejemplares, todos los cuales, tomados en su conjunto constituirán un solo y mismo documentos.

**IN WITNESS WHEREOF**, it is hereby acknowledged that the resolutions included herein were adopted by unanimous consent of all the Shareholders of the Company with voting rights, May 10, 2020.

**EN TESTIMONIO DE LO ANTERIOR**, se hace constar que las resoluciones contenidas en el presente instrumento fueron adoptadas por el consentimiento unánime de la totalidad de los Accionistas con derecho a voto de la Sociedad, el 10 de mayo de 2020.

**TAMPA CARGO, S.A.S.**



**By: Adrian Neuhauser**  
**Office: Legal Representative/Representante Legal**

**LUIS MONTES DE OCA CHAVERRI**

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