



**DOCUMENTS RELATED TO THE MATTERS OF THE LATAM  
AIRLINES GROUP S.A. EXTRAORDINARY SHAREHOLDERS'  
MEETING ON JUNE 26, 2025**

In relation to the matters that will be submitted to the knowledge and approval of the shareholders at the Extraordinary Shareholders' Meeting (the "Extraordinary Meeting" or the "Meeting") of LATAM Airlines Group S.A. ("LATAM" or the "Company") to be held on Thursday, June 26, 2025, in accordance with the agreement of the Board of Directors of LATAM at its meeting on May 19, 2025, the following is noted:

**EXTRAORDINARY SHAREHOLDERS' MEETING**

- 1. Create a new program for the acquisition of shares issued by the Company ("New Share Repurchase Program"), pursuant to Articles 27 A to 27 C and other relevant provisions of Law No. 18,046 on Corporations.**

At the Extraordinary Shareholders' Meeting held on March 17, 2025 (the "March Meeting"), the creation of a share repurchase program was approved, in accordance with Articles 27 A to 27 C and other applicable provisions of the Corporations Law (the "First Program"). The First Program was authorized for up to 1.6% of the Company's subscribed and paid-in shares, that is, up to 9,671,006,041 shares.

Subsequently, the Board of Directors, within the framework of the resolutions adopted at the March Meeting, approved the commencement of the First Program for up to the total number of shares contemplated therein, through the pro rata firm offer mechanism (hereinafter, the "OFB") on the Santiago Stock Exchange. The repurchase was set at a price of CLP\$15.02 per share (fifteen point zero two pesos, legal currency in Chile), equivalent as of March 28, 2025, to US\$0.016120204 (zero point zero one six one two zero two zero four United States dollars), based on the observed exchange rate in effect on that date, and for a period of 30 days.

The OFB was declared fully successful, receiving acceptances that significantly exceeded the number of shares offered for purchase under the First Program, which in turn required the Company to apply a pro rata allocation to the shareholders who accepted the OFB. As a result, the OFB was ultimately settled on May 2, 2025, and the accepting shareholders were not able to sell all the shares they had intended to under the First Program.

In addition to the First Program having achieved the objectives on which it was based, following the conclusion of the OFB, management has continued to monitor trading activity in the Company's shares. The success of the share repurchase under the First Program is primarily attributed to the fact that the Company was able to acquire the entire share package offered; that the acquisition was carried out at the price initially set by the Company; that the OFB generated an oversubscription of accepted offers to sell, as previously indicated; and that the repurchase increased the liquidity of the Company's shares. All of these factors have led to the consideration of implementing a new share repurchase program.

As part of a review of certain technical variables, the Company's Finance Department analyzed various parameters related to the liquidity of the Company's shares, including the performance of the stock markets in both Chile and abroad, charts reflecting the specific liquidity of LATAM's shares, and the increase in share liquidity resulting from the



repurchase carried out under the First Program. The analysis also includes a review of the different variables to be considered regarding the scope of a potential new repurchase program.

As detailed during the March Shareholders' Meeting, the Company closed fiscal year 2024 with very strong results. The recently published results for the first quarter of this year continue to reflect a positive trend in both operational and financial performance. The group ended the period with US\$355 million in net income, 38% higher than the first quarter of 2024, and an adjusted operating margin of 16.8%. Additionally, it achieved a record first quarter in financial profitability, with adjusted EBITDAR (earnings before interest, taxes, depreciation, amortization, and rent costs) of nearly US\$1 billion. During the period, the group recorded operating revenues of US\$3.411 billion, representing a 2.7% increase over the prior year, driven by a 1.6% increase in passenger revenues and a 9.8% increase in cargo revenues. Adjusted operating income reached US\$573 million, reflecting a 23.9% growth compared to the same quarter last year. In addition to this record profitability, LATAM generated US\$585 million in adjusted operating cash flow and US\$189 million in net cash during the first quarter, closing the period with liquidity at 28.4% of the last twelve months' revenues and an adjusted net leverage ratio of 1.5x.

In line with this, according to the updated parameters/guidance published alongside the first quarter 2025 results, it is estimated that strong positive cash flow generation will continue, potentially resulting in liquidity levels exceeding US\$4.1 billion by December 31, 2025.

It is worth recalling that, due to the strong cash flow generation in 2024 and LATAM's consistent financial results over the past two years, the Board of Directors reviewed and updated the Company's financial policy to align with the best interests of the Company and its shareholders as a whole, as well as with the Company's strategic objectives going forward. This policy sets out a framework for capital allocation that considers the strength of the balance sheet, profitable investments in growth, and the generation of returns to shareholders in excess of the mandatory minimum dividend of 30% established under applicable regulations.

The strategy focuses on maintaining a financial position that allows the group, on the one hand, to grow and take advantage of market opportunities and, on the other, to remain conservative in order to anticipate potential impacts from industry volatility or significant changes in external variables, such as fluctuations in demand, currencies, or fuel prices.

Accordingly, the policy — which may be revised by the Board of Directors from time to time — includes the following objectives: (i) targeting a corporate international credit rating of BB+; (ii) maintaining adjusted net leverage below 2.0x; and (iii) maintaining liquidity levels between 21% and 25% of last twelve months' revenues.

In this context, it is worth recalling that the Company has continued to regularly analyze alternatives to establish an additional mechanism for returning capital to shareholders which, in compliance with the aforementioned financial policy, would allow LATAM to distribute cash to its shareholders above the mandatory minimum dividend contemplated in the applicable regulations. This has remained the case even after the completion of the First Program. Accordingly, various alternatives have been evaluated to continue maximizing value creation. All of this with the aim of following a course of action that



ensures the continuation of strong results and growth, enabling a more efficient and profitable allocation of capital throughout 2025 and, more broadly, in the future.

This analysis has taken into account various factors, including: (i) the Company's current strong financial position; (ii) the impact on the share's liquidity (considering the effects observed following the conclusion of the OFB); (iii) applicable legal and regulatory requirements; and (iv) the current trading value of the Company's shares.

In particular, regarding the latter point, despite the Company's strong financial performance and the increase in share value following the OFB, management believes this has not yet been fully reflected in the Company's market capitalization. Indeed, the Company's shares are currently trading at a value below their intrinsic worth and are also undervalued compared to historical multiples and analysts' target price estimates.

Prior to the pandemic, LATAM was trading at a multiple of 6.3x FV/EBITDAR, at a premium to U.S. full-service airlines. Currently, the multiple is 4.6x FV/EBITDAR, but correcting the multiple to historical levels would imply an upside potential of 38% versus the current price.

Additionally, the consensus of sell-side analysts covering LATAM is very positive. Currently, there are 16 sell-side analysts covering LATAM (10 on the local stock and 6 on the ADR), of which 15 recommend buying and only one maintains a neutral/hold stance. On average, analysts estimate a target price of approximately 20.2 CLP, which represents an upside potential of over 13%.

For these reasons, management believes that the current share price does not reflect its true value. Furthermore, given the discount in valuation relative to historical levels, positive analyst sentiment, support from credit rating agencies, and solid market price targets, there is a strong argument for considering LATAM's stock undervalued.

Separately, but in a related matter, at the time the Meeting was convened, the Company's Board of Directors had preliminary knowledge that certain shareholders were evaluating the possibility of carrying out a secondary sale of shares of the Company. At that time, such information was merely preliminary and there was no confirmation as to how they would proceed. Subsequently, as recorded in a material fact dated June 16, 2025, this preliminary interest was confirmed. On that date, the Company received from certain shareholders (the "Selling Shareholders") a request to proceed with a second secondary sale of shares (the "Second Secondary Sale") under the Registration Rights Agreement (the "RRA"), which was ultimately backed by a firm underwriting commitment granted by J.P. Morgan Securities LLC. According to the terms of the RRA, the Selling Shareholders have the authority to determine the date on which the Second Secondary Sale would occur and may also withdraw or modify its size. In this regard, also on June 16, 2025, the Selling Shareholders agreed with J.P. Morgan Securities LLC, acting as underwriter, that the ADRs subject to the sale would be offered to investors in the market at a price of US\$37 per ADR, which represents, in Chilean pesos (legal tender in Chile), the equivalent of CLP\$34,602.77 per ADR, based on the observed exchange rate reported by the Central Bank of Chile on that date for publication in the Official Gazette on June 17, 2025. Each ADR currently represents 2,000 shares of the Company. Additionally, on June 16, 2025, the respective underwriting agreement was executed between (i) the Company, (ii) the Selling Shareholders, and (iii) J.P. Morgan Securities LLC, as underwriter of this secondary sale.



The Second Secondary Sale under the RRA ultimately covered 10,000,000 ADRs of the Company and will be settled on June 18, 2025. As with the first secondary sale under the RRA, which took place on July 24, 2024, the Second Secondary Sale was conducted exclusively in the United States of America and other jurisdictions outside of Chile.

Taking into account current market conditions, the fact that shareholders participating in the First Program were unable to sell all of the shares they intended through the OFB, and the favorable results of the First Program, it is estimated that approving a new share repurchase program would be beneficial to the Company and its shareholders in general. A new program would once again provide shareholders with unavoidable benefits through the distribution of cash.

In this context, the Board of Directors, at the request of management, has convened an Extraordinary Shareholders' Meeting to approve a new program for the acquisition of shares issued by the Company (hereinafter, the "New Program"), and to delegate to the Board of Directors the authority to implement the program that may be approved, similarly to what was resolved for the First Program.

Management believes that it should ultimately be the Board of Directors' responsibility to determine the execution of the New Program once approved by the Meeting, including the timing and continuity of any repurchases to be carried out under the program. The execution of the New Program will be subject to the Board's assessment of all relevant financial, operational, and market factors, and will depend on whether it is deemed appropriate in light of the Company's ongoing evaluation of alternative uses of available cash, which may at times take precedence over executing a repurchase program.

Pursuant to the applicable provisions, the Meeting must establish the maximum amount or percentage of shares to be acquired, subject to the following limitations: (i) the Company may not hold in treasury more than 5% of the subscribed and paid shares; (ii) acquisitions may only be made up to the amount of the Company's retained earnings; and (iii) only fully paid shares free of any lien or restriction may be acquired.

Regarding the alternatives for executing the repurchase, the acquisition may be carried out directly in the market ("en rueda") or through a general pro rata purchase procedure. Once acquired, if the shares are not sold, they may be held in treasury for a period of 24 months, after which they must be cancelled, resulting in a reduction of the Company's capital by operation of law. Alternatively, a Shareholders' Meeting may resolve to cancel the treasury shares prior to that period. The shares may also be used for employee compensation programs or plans, if so approved by the Shareholders' Meeting at the time of establishing the repurchase program.

**2. Establish the maximum amount or percentage to be acquired, the objective and duration of the Share Repurchase Program; set the minimum and maximum price to be paid for the respective shares or delegate to the Board of Directors the power to set said price.**

Among the specific definitions that must be adopted by the Extraordinary Shareholders' Meeting with respect to the New Program are the following: (a) the maximum amount of the Company's subscribed and paid shares that may be acquired (subject to the restrictions set forth above); (b) the purpose and term of the New Program; and (c) the



minimum and maximum price to be paid, which may be delegated to the Board of Directors.

Shareholders may delegate to the Board the discretion to determine the timing, specific amounts of each purchase, and other considerations necessary for the execution of repurchase transactions, within the relevant parameters. Once the New Program is approved at this Meeting, the Board should determine the commencement and timing of its execution, its continuity over time, as well as the modalities, amounts, and other considerations necessary to implement the repurchase transactions, as described above.

Regarding the maximum amount or percentage, and considering all the aforementioned factors, the Board proposes that the Shareholders' Meeting authorize the acquisition of an additional percentage of the Company's own shares. This additional percentage under the New Program may in no case exceed 3.4% of the total subscribed and paid shares into which the Company's capital is divided as of the date of the Meeting, so as not to surpass the 5% maximum established under applicable regulations. This takes into account the 1.6% already acquired under the First Program, as previously indicated.

A program for up to 3.4% of the subscribed and paid shares—corresponding as of this date to 20,550,887,837 shares out of a total of 604,437,877,587 shares—should not significantly affect the desirable liquidity of the Company's shares, based also on the effects observed under the First Program. Therefore, in the opinion of management, the New Program contemplates a reasonable target acquisition volume based on the various variables analyzed. This is especially relevant in order for the Company to preserve the liquidity levels reached in 2024 as a result of the reopening and relisting of its ADR program on the New York Stock Exchange.

Regarding the purpose of the New Program, it is estimated that a program with the proposed characteristics would allow for the distribution of additional resources to shareholders within the parameters of the updated financial policy, while also reserving resources for potential investment opportunities that may arise in the future in line with the Company's strategic objectives. Moreover, this program would also represent a sound investment opportunity for the Company. Depending on future fluctuations in the share price, it may allow the Company to achieve a favorable return, which in turn could contribute to improving the Company's profitability over time—ultimately benefiting both the Company and its shareholders in general.

As to the duration, the Board proposes to the Extraordinary Shareholders' Meeting that the New Program be valid for a term of 18 months. This is deemed a reasonable period that would allow for the acquisition of all shares contemplated under the New Program, while preserving desirable levels of stock liquidity. Regarding the disposal or eventual cancellation of such shares, the statutory limit will apply, namely, 24 months from the date of acquisition.

Both the term and the percentage of shares proposed to be acquired fall within the liquidity thresholds established under the Company's updated financial policy.

Once the New Program is approved by the Meeting, it will also be proposed that the Meeting delegate to the Board the authority to determine the minimum and maximum price to be paid, granting the Board full power to amend such determination as often as it deems necessary, at its sole discretion; and to empower the Board to determine the



commencement of the program and all matters incidental to its execution, under the terms described above.

- 3. Adopt the other agreements necessary or convenient to carry out the decisions resolved by the Shareholders' Meeting, including, without limitation, (i) empowering the Board of Directors broadly for the purposes of implementing the agreements adopted at the Shareholder's Meeting, (ii) delegating to the Board of Directors the power to acquire shares directly in the market ("en rueda") without having to apply the pro rata procedure, under the conditions provided for in Article 27 B of Law No. 18,046; and (iii) delegate to the Board of Directors the power to sell the acquired shares without having to go through a preferential offer process to shareholders, provided that it complies with the conditions provided for in article 27 C of Law No. 18,046.**

Once the New Program is approved by the Shareholders' Meeting, it will be proposed that the Board of Directors be empowered to determine the commencement of the program and all matters incidental to its execution, under the terms already described.

Among other matters, in addition to systems that allow for pro rata acquisition of shares, it will be proposed to the Meeting, for the purpose of implementing the program, that the authority be delegated to the Board of Directors to acquire shares directly in the market ("en rueda"), in accordance with the provisions of the law.

Furthermore, it is also contemplated to propose to the Meeting that the authority be delegated to the Board of Directors to dispose of the acquired shares without the need to carry out a preferential offer process to shareholders, in accordance with the terms set forth in the applicable law.

- 4. Adopt any other resolutions that may be necessary or convenient to carry out the decisions resolved by the Shareholders' Meeting.**

It will be proposed to the Shareholders' Meeting that the necessary powers be granted and the adoption of any other customary resolutions that may be required or deemed appropriate for the implementation of the resolutions adopted at the Meeting.

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Santiago, June 16, 2025.