

**Unofficial Translation
of German Original**

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To the creditors of SAirGroup AG
in debt restructuring liquidation

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Eingetragen im Anwaltsregister

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**SAirGroup AG in debt restructuring liquidation
Circular No. 37**

Dear Sir or Madam,

in the following, I will inform you on the current status of the debt restructuring liquidation of the SAirGroup and the planned further proceedings in the following months.

I. SETTLEMENT OF LIABILITIES

Swissair filed claims of over CHF 4 billion against SAirGroup on various legal grounds. This amount includes a claim of CHF 195,593,132.86 arising from board members' liability under stock corporation law due to Swissair's participation in group cash pooling. For its part, SAirGroup filed claims against Swissair totalling CHF 172,967,647.24 on various legal grounds.

On 26 April 2013, Swissair applied to the commercial court of the Canton of Zurich (hereinafter "Commercial Court") against former executive bodies to assert liability claims in connection with the granting of loans to SAirGroup and Swissair's participation in group cash pooling. This application included the liability claim of CHF 195,593,132.86, arising from participation in group cash pooling, filed by Swissair against SAirGroup on 8 December 2005.

In the course of 2016, SAirGroup and Swissair concluded an agreement. Therein, they settled the handling of the mutually filed claims amicably and without court proceedings. . The claims filed by Swissair, including various liability claims, were reduced to CHF 1.5 billion, considering the counterclaims of SAirGroup, and were registered against SAirGroup in the 3rd class. Only the liability claim due to Swissair's participation in group cash pooling was excluded from this arrangement in the amount of CHF195,593,132.86; this claim was the subject of the action pending before the Commercial Court and brought against former executive bodies. This claim remained suspended in SAirGroup's schedule of claims.

In its ruling of 16 March 2018, the Commercial Court dismissed Swissair's claim against former executive bodies. Against this ruling, Swissair filed a civil law appeal with the Federal Supreme Court. On 18 November 2019, the Federal Supreme Court dismissed this appeal.

Following the Federal Supreme Court's ruling, it was a matter of dispute between SAirGroup and Swissair whether the dismissal of the liability claim against former executive bodies also removed the basis for the claim of CHF 195,593,132.86, filed by Swissair against SAirGroup and suspended, on the grounds of SAirGroup's liability as de facto executive body of Swissair due to Swissair's participation in group cash pooling. The Deputy Liquidator of Swissair now also justified the claim with a "piercing of the corporate veil" by SAirGroup Finance (NL) B.V. (hereinafter "FinBV") under Dutch law. As a shareholder of FinBV, SAirGroup, in breach of its duties, had failed to inform Swissair about the adverse financial situation of this company and had unlawfully deprived FinBV of substance.

After consulting a Dutch lawyer, I concluded that the Dutch "piercing of the corporate veil" claim now called into play by Swissair was unfounded. On this basis, at the beginning of May 2022 I provided the Deputy Liquidator of Swissair with a draft for the ruling on the schedule of claims in order to dismiss Swissair's claim of CHF195,593,132.86.

In June 2022, a meeting took place between the Deputy Liquidator of Swissair and myself. In addition, the president of the Creditors' Committee was present at the meeting on behalf of Swissair. During this meeting, a compromise agreement was reached on the settlement of Swissair's suspended claim; this agreement contains the following key points:

- Swissair reduces its claim of CHF 195,593,132.86 filed in the debt restructuring liquidation of SAirGroup to an amount of CHF 10,000,000.
- SAirGroup acknowledges the claim in the amount reduced to CHF 10,000,000 and recognises it as a claim allocable to the third class.
- By executing this agreement, the parties declare to have settled all mutual claims on balance, subject to Swissair's entitlement to future dividends on the admitted claims.

This arrangement was formalised in a settlement agreement. The agreement was approved by the Creditors' Committees of Swissair and SAirGroup.

The claimed amount of CHF 10 million now recognised by SAirGroup corresponds to approximately 5% of the liability claim for filed by Swissair. This only considers the typical legal risks comprised in every court proceeding.

The SAirGroup's schedule of claims is thus settled.

II. REALISATION OF ASSETS

The debt restructuring liquidation of SAirLines AG was completed last summer. SAirGroup received a final payment of CHF 13,142,269.45. Atrib Group AG bankruptcy proceeding was also completed. The final payment for SAirGroup amounted to CHF 157,203.87.

The recognised claims against Swissair, against Airline Management Partnership Kloten in bankruptcy, against Swisscargo AG in debt restructuring liquidation and against FinBV remain with SAirGroup as assets not yet realised. I expect that final payments from these liquidation and bankruptcy proceedings will be received by spring 2023 at the latest.

III. PLANNED NEXT STEPS IN THE PROCEEDINGS

The SAirGroup's schedule of claims is settled. When realising the assets, only the final payments from the liquidation and bankruptcy proceedings of the various companies of the former Swissair Group (see para. II. above) must be expected. The debt restructuring liquidation of SAirGroup is thus largely completed. Therefore, I took on the final tasks necessary for the completion of the proceedings (final invoice, final distribution list, etc.). The purpose is that the final invoice and the final distribution list can be issued quickly upon receipt of the

last final payment from the proceedings of the former Swissair Group's companies. I expect this edition to take place in the summer of 2023.

In spring 2023, the creditors will be informed on the next steps of the liquidation in the current year.

SAirGroup AG in debt restructuring liquidation

The Liquidator:

Karl Wüthrich