

Air Canada Announces Proposed Private Offering of Senior Secured Notes

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MONTREAL, July 26, 2021 /CNW Telbec/ - Air Canada (TSX: AC) (the "Company") today announced that it has launched a private offering (the "Senior Secured Notes Offering") of two series of senior secured notes seeking an aggregate principal amount of approximately US\$2.75 billion, consisting of US dollar denominated senior secured notes due 2026 (the "US Dollar Notes") and Canadian dollar denominated senior secured notes due 2029 (the "Canadian Dollar Notes" and, together with the US Dollar Notes, the "Notes").

The Notes will be senior secured obligations of the Company, secured on a first-lien basis, subject to certain permitted liens, by certain collateral comprised of substantially all of the Company's international routes, airport slots and gate leaseholds. The interest rates, principal amounts and other terms of the U.S. Dollar Notes and Canadian Dollar Notes will be determined at the time of pricing of the Senior Secured Notes Offering.

The Senior Secured Notes Offering is being made in connection with the refinancing transactions previously disclosed by Air Canada pursuant to which Air Canada is seeking total gross proceeds of approximately US\$5.35 billion, which will include the issue and sale of the Notes and the entry into by the Company of its previously announced new senior secured term loan B expected to mature in 2028 (the "Term Loan") and its new senior secured revolving facility expected to mature in 2025 (the "Revolving Facility" and, together with the Term Loan, the "Senior Secured Credit Facilities"). The proceeds of the Notes, together with the proceeds from the Term Loan, are intended to fund (i) the refinancing of the Company's 4.75% senior secured notes due 2023 and 9.00% second lien notes due 2024, (ii) the refinancing of the Company's indebtedness outstanding under the loan agreement dated as of October 6, 2016 and comprised of a syndicated secured US dollar term loan B facility and a syndicated secured US dollar revolving credit facility and (iii) working capital and other general corporate purposes of Air Canada and its subsidiaries. The Revolving Facility is not expected to be drawn at closing, and any future borrowings thereunder are intended to fund working capital and other general corporate purposes of Air Canada and its subsidiaries.

The Notes offered in the Senior Secured Notes Offering will be offered on a private placement basis and will not be offered by way of a prospectus in Canada. The Notes will be offered to accredited investors in Canada. The Notes have not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and the rules promulgated thereunder and applicable state securities laws.

This press release does not constitute an offer to buy or sell or the solicitation of an offer to sell or buy any securities and shall not constitute an offer, solicitation or sale in the United States or in any other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration and qualification under the securities laws of such state or jurisdiction. The Senior Secured Notes Offering may be made only by means of an offering memorandum.

Closing of the Senior Secured Notes Offering is expected to occur in the second or third week of August 2021, subject to market conditions and customary closing conditions.

Citi, JPMorgan Chase Bank, N.A., and TD Securities are acting as joint book-running U.S. dollar notes managers in respect of the US Dollar Notes and TD Securities, Citi and JPMorgan Chase Bank, N.A. are acting as joint book-running Canadian dollar notes managers in respect of the Canadian Dollar Notes.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This news release includes "forward-looking statements" within the meaning of applicable securities laws. Forward-looking statements relate to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. These statements may involve, but are not limited to, comments relating to guidance, strategies, expectations, planned operations or future actions, including the Company's expectations with respect to the Senior Secured Notes Offering and the closing thereof, the expected proceeds from the Senior Secured Notes Offering and the expected use thereof, the entering into of the Senior Secured Credit Facilities and the expected uses of the proceeds from the Term Loan. Forward-looking statements are identified using terms and phrases such as "preliminary", "anticipate", "believe", "could", "estimate", "expect", "intend", "may", "plan", "predict", "project", "will", "would", and similar terms and phrases, including references to assumptions.

Forward-looking statements, by their nature, are based on assumptions including those described in this news release and any documents incorporated by reference herein and are subject to important risks and uncertainties. Forward-looking statements cannot be relied upon due to, among other things, changing external events and general uncertainties of the business of Air Canada. Actual results may differ materially from results indicated in forward-looking statements due to a number of factors, including those discussed below.

Air Canada, along with the global airline industry, continues to face a severe drop in traffic and a corresponding decline in revenue and cash flows as a result of the COVID-19 pandemic and the travel restrictions imposed in many countries around the world, and particularly in Canada. There is limited visibility on travel demand given changing government restrictions in place around the world and the severity of the restrictions which have only recently begun to ease in Canada. Air Canada cannot predict the full impact or the timing for when conditions may improve. Air Canada is actively monitoring the situation and will respond as the impact of the COVID-19 pandemic evolves, which will depend on a number of factors including the course of the virus, availability of rapid, effective testing, vaccinations and treatments for the virus, government actions, and passenger reaction, as well as timing of a recovery in international and business travel which are important segments of Air Canada's markets, none of which can be predicted with certainty.

Other factors which may cause results to differ materially from results indicated in forward-looking statements include those factors identified in Air Canada's public disclosure file available at www.sedar.com and, in particular, those identified in section 17 "Risk Factors" of Air Canada's 2020 MD&A and in section 14 "Risk Factors" of Air Canada's Second Quarter 2021 MD&A. The forward-looking statements contained or incorporated by reference in this news release represent Air Canada's expectations as of the date of this news release (or as of the date they are otherwise stated to be made) and are subject to change after such date. However, Air Canada disclaims any intention or obligation to update or revise any forward-looking statements whether because of new information, future events or otherwise, except as required under applicable securities regulations.

About Air Canada

Air Canada is Canada's largest domestic and international airline, and in 2019 was among the top 20 largest airlines in the world. It is Canada's flag carrier and a founding member of Star Alliance, the world's most comprehensive air transportation network. Air Canada is the only international network carrier in North America to receive a Four-Star ranking according to independent U.K. research firm Skytrax. In 2020, Air Canada was named Global Traveler's Best Airline in North America for the second straight year. In January 2021, Air Canada received APEX's Diamond Status Certification for the Air Canada

CleanCare+ biosafety program for managing COVID-19, the only airline in Canada to attain the highest APEX ranking. Air Canada has also committed to a net zero emissions goal from all global operations by 2050.

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