

AMERICAN AIRLINES, INC.

NOTICE OF
SPECIAL MEETING OF STOCKHOLDERS

to be held December 6, 1944

NOTICE IS HEREBY GIVEN that a special meeting of the holders of the Common Stock of American Airlines, Inc., a Delaware corporation (hereinafter called the "Corporation"), will be held at the statutory office of the corporation, 927 Market Street, Wilmington, Delaware, on December 6, 1944, at 11:00 o'clock A.M. (Eastern War Time), for the purpose of considering and acting upon the following proposals recommended and deemed advisable by the Board of Directors of the corporation:

1. The amending of the Certificate of Incorporation by decreasing the present authorized Preferred Stock of no par value from 100,000 shares to 50,000 shares, and by changing the name and designation of said Preferred Stock to Prior Preferred Stock.
2. The amending of the Certificate of Incorporation so as to increase the authorized capital stock of the corporation by creating 200,000 shares of Preferred Stock of the par value of \$100 per share, issuable in series, to fix certain of the powers, preferences and rights of such Preferred Stock and limitations and restrictions thereof, to authorize the Board of Directors to fix the remainder thereof in the case of shares of each particular series.
3. The amending of the Certificate of Incorporation so as to increase the authorized Common Stock of the corporation from 1,000,000 shares of the par value of \$10 per share to 2,400,000 shares of the par value of \$5 each, and to provide for a two for one split-up of the present Common Stock, so that each stockholder will receive two shares of Common Stock of \$5 par value for each of the Common Shares of \$10 par value held by him.

of Common Stock of the par value of \$10 per share, to be issued in exchange for each share of \$4.25 Cumulative Convertible Preferred Stock surrendered to the Transfer Agent, Schroder Trust Company, for conversion.

The Board of Directors of the corporation has, however, recommended to the Common Stockholders of the corporation several amendments to the Certificate of Incorporation, as amended, including a proposal to increase the number of shares of authorized Common Stock of the corporation, to decrease the par value per share from \$10 par value to \$5 par value, and to split the present outstanding stock of the corporation on the basis of two shares of new Common Stock of \$5 par value to be issued in exchange for each Common Share of \$10 par value now outstanding. This proposal will be voted on at a special meeting of the stockholders of the corporation to be held November , 1944, and if approved by the holders of a majority of the outstanding Common Stock of the corporation, and upon filing of an appropriate Certificate of Amendment to the Certificate of Incorporation of the corporation in the Office of the Secretary of State of Delaware and of the Recorder of Deeds of New Castle County, Delaware, the par value of the Common Stock will be reduced from \$10 to \$5 per share and the Common Stock split up on the basis of two shares for one.

If this amendment is so made effective prior to the expiration of the conversion privileges of the holders of the outstanding \$4.25 Cumulative Convertible Preferred Stock at the close of business January 13, 1945, the outstanding shares of \$4.25 Cumulative Convertible Preferred Stock will thereafter and until the expiration of said conversion privileges be convertible on the basis of 2-6/7 shares of Common Stock of the par value of \$5 per share to be issued in exchange for each share of the \$4.25 Cumulative Convertible Preferred Stock surrendered for conversion.

If the proposed amendment to the Certificate of Incorporation of the corporation is approved by the stockholders and Certificate of Amendment to the Certificate of Incorporation duly filed as aforesaid, the name and designation of the present Preferred Stock of the corporation will be changed to Prior Preferred Stock, without, however, disturbing any of the rights and privileges of the holders thereof. This change is necessary because it is contemplated at