



**SMILES FIDELIDADE S.A.**

Publicly Held Company

Corporate Taxpayer's ID (CNPJ/ME): 05.730.375/0001-20

Company Registry (NIRE): 35.300.493.095

**Barueri, September 17<sup>th</sup>, 2021** – Smiles Fidelidade SA ("SMILES" or "Company"), in compliance with the provisions of paragraph 4 of article 157 of Law 6404, of December 15, 1976, as amended ("Law of Corporations") and in the Resolution of the Brazilian Securities Commission ("CVM") No. 44, of August 23, 2021, especially in its article 20, rectifies the Material Fact disclosed on September 1, 2021, regarding the corporate reorganization involving the merger of the Company by its parent company and sole shareholder, GOL Linhas Aéreas SA ("GLA"), as provided for in article 227 of the Brazilian Corporation Law ("Merger"), which contained erroneous information in item 8.2.2. Thus, the Material Fact disclosed on September 1, 2021, becomes effective with the exclusion of its item 8.2.2 with the following wording: **THE INTENDED REORGANIZATION**

**1.1 Smiles Fidelidade S.A.**

- (a) Identification. Smiles Fidelidade S.A., publicly-held company, headquartered in the city of Barueri, State of São Paulo, at Alameda Rio Negro, 585, Edifício Pdauri, Bloco B, 2nd floor, suites 21 and 22, CEP 06454-000, registered in the National Registry of Legal Entities of the Ministry of Economy ("CNPJ/ME") under No. 05.730.375/0001-20 and with its articles of incorporation filed with the Commercial Registry of the State of São Paulo ("JUCESP") under the Registration Identification Number Company ("NIRE") 35,300,492,095.
- (b) Activities. SMILES has as its main activity the administration of the SMILES Program, a coalition program. SMILES' business model is based on the development of a "pure" coalition program, consisting of a single platform for accumulating and redeeming miles, through a wide network of commercial and financial partners, being the main commercial partner of SMILES is the GLA.

**1.2 GOL Linhas Aéreas S.A.**

- (a) Identification. Gol Linhas Aéreas S.A., a privately held company, headquartered in the city of Rio de Janeiro, State of Rio de Janeiro, at Praça Senador Salgado Filho, s/nº, Santos Dumont Airport, ground floor, public area, between axes 46-48/OP, Back Office Management Room, CEP 20021-340, registered with the CNPJ/ME under No. 07.575651/0001-59, with its articles of incorporation filed with JUCESP under NIRE 333002767-26.
- (b) Activities. GLA's main activities are the air transport services of passengers, cargo or mail bags, nationally and internationally, as well as the development of other related, related or complementary activities to air transport, for example the charter of passengers, provision of maintenance and repair services for aircraft, own or third parties and aircraft hangar.

**1. DESCRIPTION AND PURPOSE OF THE INCORPORATION**

**2.1 Description of Incorporation**

Incorporation of the entirety of the Company's equity, by GLA at its book value. The Company will be terminated and succeeded by GLA, universally and without interruption, in all its assets and liabilities, rights and obligations, of any nature, equity or non-equity, with effects from the approval of the Incorporation by resolution in general meeting of shareholders of the companies involved.



## **2.2 Effects on the capital stock**

The Merger will not result in an increase in GLA's share capital, which will remain unchanged, considering that SMILES is a wholly-owned subsidiary of GLA and, therefore, the investment that GLA has in SMILES will be replaced by the assets and liabilities held by SMILES.

## **2.3 Change in equity interest.**

There will be no change in the equity interest currently held by GLA shareholders, nor the issuance of new shares, with all articles of GLA's Bylaws remaining in full force and effect. The shares issued by the Company will be cancelled.

## **3 MAIN BENEFITS, COSTS AND RISKS OF THE OPERATION**

### **3.1 Benefits.**

The Incorporation is in line with the strategy of optimizing GLA's corporate and business structures. With this, the intention is to reduce costs in administrative areas and with the fulfillment of ancillary obligations, in addition to making joint administration more efficient by generating synergies, which will result in equity and financial benefits for GLA.

### **3.2 Risks.**

The administration of SMILES does not see risks relevant to the implementation of the Merger

### **3.3 Costs.**

There are no material costs involved in the Merger. The Company and GLA estimate that the total costs and expenses, including the fees of legal advisors and appraisers, related to the Merger, amount to approximately R\$200,000.00 (two hundred thousand reais), which will be fully borne by GLA.

## **4 REPLACEMENT RATIO AND NUMBER OF SHARES ISSUED AND CRITERIA FOR SETTING THE REPLACEMENT RATIO**

The Incorporation will not result in GLA's capital increase, and, therefore, there is no need to establish any exchange ratio between the Company's shares and GLA's shares. Furthermore, there will be no change in the composition of GLA's capital stock, nor will there be any change in its Bylaws as a result of the Incorporation.

## **5 SUBMISSION OF THE INCORPORATION TO THE BRAZILIAN OR FOREIGN AUTHORITIES**

The Incorporation does not depend on the submission to, or approval by, any Brazilian or foreign authority.

## **6 SHARES REPLACEMENT RATIO CALCULATED IN ACCORDANCE WITH ARTICLE 264 OF THE LAW ON CORPORATIONS**

**6.1** All shares representing the Company's capital stock are fully held by GLA and, therefore, the investment that GLA has in the Company will be replaced by the assets and liabilities owned by SMILES.

**6.2** Given that there will be no capital increase resulting from the Incorporation or issuance of new shares as a result of the capital increase, as described above, there will be no share exchange ratio, which makes it impossible to alternatively calculate such replacement ratio provided for in the Article 264 of the Corporations Law.



**6.3** Furthermore, under the terms of the Decision of the Board of the Brazilian Securities Commission regarding the consultation made in Process SEI 19957.011351/2017-21, the report referred to in article 264 of the Brazilian Corporation Law is inapplicable in the event of incorporation of a wholly-owned subsidiary. and, therefore, to the Incorporation.

## **7 RIGHT TO WITHDRAW AND AMOUNT OF REIMBURSEMENT**

In view of the provisions of item 6, the right to withdraw shall not apply.

## **8 OTHER RELEVANT INFORMATION**

### **8.1 Appraisal report**

The appraisal report on the book value of the net equity of SMILES, on the base date as of June 30, 2021, to be incorporated by GLA, as provided for in Article 226 of the Brazilian Corporation Law. ("Report"), was prepared by the following appraisal firm hired by the Company's management: **Apsis Consultoria e Avaliações Ltda.** registered in the Regional Accounting Council of the State of Rio de Janeiro, under no. CRC/RJ-005112/O-9, headquartered in the City of Rio de Janeiro, State of Rio de Janeiro, at Rua do Passeio, nº 62, 6th Floor, Centro, CEP 20021-280, registered in the CNPJ/ME under no. 08.681.365/0001-30.

### **8.2 Other Information**

**8.2.1** The effectiveness of the Incorporation will depend on the performance of the following acts, all interdependent, which will take place on the same date:

(a) Extraordinary General Meeting of the Company to (i) approve the terms and conditions of the "Protocol and Justification for the Merger of Smiles Fidelidade S.A. into Gol Linhas Aéreas S.A." ("Protocolo e Justificação"); (ii) approve the Appraisal Report; (iii) to approve the incorporation and the consequent extinction of the Company; and (iv) authorize the management of SMILES to perform all acts and measures necessary to implement the Incorporation.

(b) GLA Extraordinary General Meeting to (i) approve the terms and conditions of the Protocol and Justification; (ii) ratify the hiring of Apsis Consultoria e Avaliação Ltda. for the preparation of the Appraisal Report; (iii) approve the Report; (iv) approve the Incorporation; and (v) authorize GLA's management to take all necessary actions and measures to implement the Merger.

**8.2.2** The Appraisal Report prepared within the scope of the Incorporation will be available to the Company's shareholders, as of this date, on the SMILES Investor Relations website (<http://ri.smiles.com.br/>), as well as on the CVM websites ([www.cvm.gov.br](http://www.cvm.gov.br)) and B3 ([www.b3.com.br](http://www.b3.com.br)).

**Diogo Lopes**

Chief Financial and Investor Relations Officer