



MATERIAL FACT AND NOTICE TO THE SHAREHOLDERS

São Paulo, February 23, 2026 – GOL Linhas Aéreas Inteligentes S.A. (B3: GOLL54) (“**GOL**” or “**Company**”), one of Brazil’s Leading airlines, in accordance with article 157, paragraph 4, of Law No. 6,404/1976 (“**Brazilian Corporation Law**”) and the Resolution of the Brazilian Securities and Exchange Commission (“**CVM**”) No. 44/2021, and in addition to the material facts disclosed on October 13, 2025, November 4, 2025, November 13, 2025, January 9, 2026, January 29, 2026, February 4, 2026, February 9, 2026 and February 19, 2026, by the Company, comes, in the context of the public tender offer for the acquisition of preferred shares issued by the Company (“**Tender Offer**”), due to the Company’s exit from the special listing segment called Level 2 of Corporate Governance of B3 S.A. – Brazil, Bolsa, Balcão, launched on January 29, 2026, inform its shareholders and the market in general of the following.

1. CONCLUSION OF THE SETTLEMENT OF THE TENDER OFFER AND RIGHT TO SELL REMAINING SHARES

On this date, the financial settlement of the Tender Offer was carried out, so that Gol Investment Brasil S.A. (“**Offeror**” or “**GIB**”) became the holder of 967,162,416,253 (nine hundred and sixty-seven billion, one hundred and sixty-two million, four hundred and sixteen thousand, two hundred and fifty-three) preferred shares, representing 99.95% (ninety-nine whole and ninety-five hundredths percent) of the Company’s total capital stock, as per material fact disclosed to the market on February 19, 2026 (“**Settlement**”).

Pursuant to item 4.12 of the Tender Offer Notice, shareholders who did not sell their shares during the auction and wish to sell their outstanding shares to the Offeror may sell them during the period of up to thirty (30) days, ending on March 25, 2026, for the same price paid by the Offeror under the Tender Offer, duly updated by the SELIC rate until the date of effective payment, as well as adjusted for any dividends, interest on equity, reverse splits or splits eventually declared or occurred, as the case may be (“**Acquisitions of Remaining Shares**”).

Shareholders who wish to exercise their right to sell their preferred shares to the Offeror of the Tender Offer, and whose shares are held in custody at the Central Depository of Assets of B3, shall, subject to the specific deadlines and procedures of the Central Depository of Assets, exercise such right through their respective custody agents, contacting them sufficiently in advance to take the necessary measures and to consult them regarding the necessary documents.

Exhibit I to this Material Fact contains a detailed step-by-step guide on the necessary steps for shareholders who wish to sell the preferred shares they hold during the period of the Acquisitions of Remaining Shares.

2. FULFILLMENT WITH THE CONDITIONS PRECEDENT OF THE MERGER

At a meeting of the Company’s Board of Directors held on this date, the satisfaction of the conditions precedent was confirmed (“**Conditions Precedent**”) for the merger, by Gol Linhas Aéreas S.A., of the entire assets of the Company and GIB (“**Merger**”) provided for in the “*Protocol and Justification of the Merger of Gol Investment Brasil S.A. and Gol Linhas Aereas Inteligentes S.A. by Gol Linhas Aéreas S.A.*”, entered into on 10 October 2025 (“**Protocol**”).



The minutes of the meeting of the Company's Board of Directors are available for consultation on the Company's Investor Relations (<https://ri.voegol.com.br/>), CVM (<https://www.gov.br/cvm/pt-br>) and B3 (www.b3.com.br) websites.

3. SUBSCRIPTION BONUSES

Pursuant to the Protocol, the period of twenty (20) days for the exercise, by their respective holders, of the subscription bonuses (i.e., period starting on February 24, 2026 and ending on March 15) ("**Subscription Bonus Exercise Period**"), for the exercise, by their respective holders, of the subscription bonuses issued by the Company (traded under the code "GOLL80") ("**GLAI Subscription Bonus**") begins.

On the Effective Date of the Merger (as defined below), holders of the GLAI Subscription Bonus who have not exercised such security will receive new subscription warrants issued by Gol Linhas Aéreas S.A. ("**GLA**"), for subscription of common shares issued by such company. For more information on the exchange ratio and the treatment of GLAI Subscription Bonus, see item 4 of the Protocol.

4. RIGHT OF WITHDRAWAL AND ELIGIBLE SHAREHOLDERS

Pursuant to the Protocol, as a result of the satisfaction of the Conditions Precedent, the period of thirty (30) days (i.e., period starting on February 24, 2026 and ending on March 25) ("**Period of Exercise of the Right of Withdrawal**") for the exercise of the right of withdrawal by the Eligible Shareholders (as defined below) of the Company who have dissented from the Merger begins, in the manner provided for in articles 137, paragraph 1 and 264, paragraph 3 of the Brazilian Corporation Law ("**Right of Withdrawal**").

Shareholders eligible for the Right of Withdrawal ("**Eligible Shareholders**") are the Company's shareholders (including holders of preferred shares) who were holders at the close of trading on October 13, 2025 and: (i) did not attend the Extraordinary General Meeting and the Special General Meeting of Preferred Shareholders, as the case may be, both held on November 4, 2025 ("**Meetings**"), or (ii) attended and abstained from voting or voted against the merger of the Company by GLA.

Thus, during the Period of Exercise of the Right of Withdrawal, such Eligible Shareholders may exercise the Right of Withdrawal in relation to the shares they demonstrably held at the close of the trading session on October 13, 2025.

4.1. AMOUNT OF THE REFUND – RIGHT OF WITHDRAWAL

Under the terms: (i) Protocol; (ii) Brazilian Corporation Law; and (iii) Article 5, paragraph 6 of the Company's Bylaws, the amount of reimbursement to the Company's Eligible Shareholders will be R\$ 11.45 (eleven reais and forty-five cents) per lot of 1,000 (one thousand) preferred shares, considering the economic value of the Company's shares determined in the OPA Appraisal Report (as defined at the Meetings).



It should be noted that the reimbursement amount above will not be updated by the SELIC rate, unlike the amount to be paid by the offeror of the Tender Offer for the Acquisition of Remaining Shares, whose value will be adjusted according to item 1 above.

The Company points out that, based on the balance sheet contained in the Company's Quarterly Information – ITR, with a base date of June 30, 2025 (“**ITR Recess**”), the Company's book value is negative and, therefore, the Right of Withdrawal will be paid considering the economic value of the Company's preferred shares defined based on the Tender Offer Appraisal Report. The ITR Recess was the balance sheet approved by the shareholders to calculate the reimbursement amount, as approved at the Company's Extraordinary General Meeting and the Special Preferred Shareholders' Meeting, both held on November 4, 2025.

The exercise of the Right of Withdrawal will be exclusively over all the shares of the Company held by each Eligible Shareholder at the close of the trading session on October 13, 2025, and therefore the exercise of part of such shares is not allowed.

4.2. DATE AND FORM OF PAYMENT OF THE RECESS

In the event of a request for the exercise of the Right of Withdrawal by the Company's Eligible Shareholders, the payment of the reimbursement amount of the shares will be made by the Company within two (2) business days from the date on which the Company's management discloses a Material Fact confirming the maintenance of the Merger after the end of the Period of Exercise of the Right of Withdrawal or, as the case may be, from the date of the general meeting that rectifies the Merger. Payment will be made through the data registered with the custodian institutions or, as applicable, based on the bank details to be informed in the refund request provided for in item 4.4 below.

4.3. PROCEDURE FOR THE EXERCISE OF THE RIGHT OF WITHDRAWAL

The Eligible Shareholder shall observe the procedures listed below for the exercise of the Right of Withdrawal:

4.3.1. Shares Held in Custody at B3

Eligible Shareholders whose shares are held in custody at B3's Central Depository of Assets shall, subject to the specific deadlines and procedures of the Central Depository of Assets, exercise the Right of Withdrawal through their respective custody agents, contacting them sufficiently in advance to take the necessary measures and to consult them regarding the necessary documents.

4.3.2. Book-Entry Shares

Eligible Shareholders whose shares are held in custody with Itaú Corretora de Valores S.A., the institution responsible for the bookkeeping of the Company's shares (“**Bookkeeper**”), and who wish to exercise the Right of Withdrawal, must appear, within the period set forth in this item 4, at any branch of the Bookkeeper and present the following documents:



- (i) *Individual Shareholder*: (a) identification document; (b) proof of enrollment with the Individual Taxpayer Registry of the Ministry of Finance (“CPF”); (c) proof of residence; and (d) a letter signed either digitally using ICP certification or with notarized signature, expressing the intention to exercise the withdrawal right and specifying the number and class of shares, as well as the bank account details for payment; and

- (ii) *Corporate Shareholders*: (a) original and copy of the bylaws and the minutes of election of the current officers, or a certified copy of the consolidated articles of incorporation or bylaws; (b) proof of enrollment with the National Registry of Legal Entities of the Ministry of Finance; (c) certified copy of the corporate documents evidencing the powers of the signatory of the subscription form; (d) certified copy of the identification document, CPF, and proof of residence of the signatory(ies); and (e) a letter signed either digitally using ICP certification or with notarized signature, expressing the intention to exercise the withdrawal right and specifying the number and class of shares, as well as the bank account details for payment.

In the event of representation by proxy, a public power of attorney granting specific powers must be presented, together with the documents mentioned above, as applicable, relating to both the principal and the attorney-in-fact. Eligible Shareholders residing abroad may be required to present additional representation documents in accordance with applicable law.

In case of questions, Eligible Shareholders may contact the Bookkeeper on business days, from 9:00 a.m. to 6:00 p.m., through the following telephone numbers: (i) state capitals and metropolitan areas: +55 (11) 3003-9285; and (ii) other locations: 0800 7209285.

5. TIMELINE OF SUBSEQUENT STEPS

The following estimated schedule and the next steps of the Merger are also set out, subject to the terms of the Protocol and subject to variations that, if applicable, will be communicated to the Company's shareholders and the market in general:

| Estimated Date ¹ | Event |
|-----------------------------|--|
| February 24, 2026 | <ul style="list-style-type: none">• Beginning of the Right of Withdrawal Exercise Period.• Beginning of the Subscription Bonus Exercise Period. |
| March 15, 2026 | <ul style="list-style-type: none">• End of the Subscription Bonus Exercise Period. |
| March 25, 2026 | <ul style="list-style-type: none">• End of the Right of Withdrawal Exercise Period. |
| March 27, 2026 | <ul style="list-style-type: none">• Last day of trading of the Company's preferred shares (GOLL54) and subscription bonuses (GOLL80) on B3. |
| April 1, 2026 | <ul style="list-style-type: none">• Effective date of the Merger, on which the Company will be extinguished, pursuant to article 219 of Law No. 6,404/76 |

¹ Dates subject to confirmation and may be changed.



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| | ("Effective Date of Merger"). |
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It is hereby noted that the dates indicated above are subject to confirmation by the Company's Board of Directors after the end of the Period of Exercise of the Right of Withdrawal.

The Company will keep its shareholders and the market in general duly informed about the developments of these matters through its usual channels of disclosure of periodic and occasional information.

About GOL

GOL is one of Brazil's leading domestic airlines and part of the Abra Group. Since its founding in 2001, the Company has maintained the lowest unit cost in Latin America, democratizing air travel. GOL has alliances with American Airlines and Air France-KLM and offers 18 codeshare and interline agreements to its customers, providing greater convenience and seamless connections to destinations served by these partners. With the purpose of "Being the First for Everyone", GOL delivers the best travel experience to its passengers and offers the best loyalty program, Smiles. In cargo transportation, GOLLOG enables package delivery to various regions in Brazil and abroad. The Company has a team of 14,7 highly qualified aviation professionals focused on Safety — GOL's number one value — and operates a standardized fleet of 143 Boeing 737 aircraft. The Company's shares are traded at B3, under the ticker GOLL54. For more information, visit www.voegol.com.br/ir.

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ANNEX I

PROCEDURE FOR SALE OF SHARES IN THE POST-AUCTION OF THE TENDER OFFER

Pursuant to the provisions of Article 29 of CVM Resolution No. 215, of October 29, 2024 ("CVM Resolution 215"), the Offeror is obliged to acquire the remaining outstanding preferred shares during a period of thirty (30) days from the date of the financial settlement of the Tender Offer. As detailed in item 4.12 of the Tender Offer Notice, shareholders who did not sell their shares during the Auction and wish to sell them to the Offeror must comply with the following procedures:

- **Deadline for Exercising the Put Option:** The remaining shareholders have **until March 25, 2026** to exercise their option to sell the preferred shares to the Offeror.
- **Price to be Paid:** The price to be paid will be R\$ 11.45 (eleven reais and forty-five cents) per lot of 1,000 (one thousand) preferred shares, adjusted by the SELIC Rate, calculated pro rata from the Auction Date (i.e. February 19, 2026) to the Acquisition Date (as defined below), as well as adjusted for any dividends, interest on equity, reverse splits or splits eventually declared or occurred ("Adjusted Tender Offer Price").
- **Platform for Settlement:** Under the terms of the Tender Offer Notice, the liquidation may be carried out (i) through the B3 Clearinghouse, while the shares are still traded on B3 (i.e., before the Merger), or (ii) directly with the Bookkeeper (Itaú Corretora de Valores S.A.), this being the mandatory way if the Merger has already been carried out during the period for the Acquisition of Remaining Shares.

Settlement via Clearinghouse B3

- **Acquisition Dates:** As provided for in item 4.12 of the Tender Protocol, the Offeror will have up to fifteen (15) days to acquire the preferred shares of the shareholders who wish to sell them in the context of the Acquisitions of Remaining Shares, counted from the request for sale by the shareholder. Notwithstanding, as informed to the Company by the Offeror, the Offeror has established a series of dates on which it will acquire such preferred shares from shareholders who wish to sell them through the B3 Clearinghouse.
- Such dates are as follows (each, a "Acquisition Date"):
 - February 25, 2026;
 - February 27, 2026;
 - March 3, 2026;
 - March 6, 2026;
 - March 10, 2026;
 - March 13, 2026;
 - March 17, 2026;



- March 20, 2026; and
- March 25, 2026.
- On each Acquisition Date, the Offeror will register during the closing call of B3's electronic trading system, an offer to purchase the outstanding preferred shares at the Adjusted Tender Offer Price.
- Shareholders who wish to sell their preferred shares must, through the Brokerage Company that represents them, register an offer to sell at the Adjusted Tender Offer Price, until the closing of the closing call of B3's electronic trading system on the respective Acquisition Date. For this purpose, the Corrected Tender Offer Price will be made available on the respective Acquisition Dates until 11:00 a.m. (Brasília time), on the following website maintained by the Company: <https://ri.voegol.com.br/opa/>.

B3's closing call time is available at: https://www.b3.com.br/pt_br/solucoes/plataformas/puma-trading-system/para-participantes-e-traders/horario-de-negociacao/acoes/.

- The settlement of the Adjusted Tender Offer Price of the Preferred Shares acquired on each Acquisition Date will observe the normal settlement procedures of the B3 Clearinghouse.
- **Settlement via Bookkeeper** If the Shareholder opts for this route or the Merger has already been carried out, the Shareholder must: (i) submit a written request to the Bookkeeping Agent (Itaú Corretora de Valores S.A.), indicating the number of preferred shares to be sold; (ii) provide the necessary documentation for registration purposes, as indicated in item 3.2 of the Tender Notice; (iii) sign the share sale instrument or equivalent form provided by the Bookkeeper; and (iv) wait for the payment for the sale of its preferred shares, which must occur within fifteen (15) days after the request, and which will be credited to the account indicated by the shareholder.
- Shareholders whose shares are deposited in the B3 Clearinghouse and who opt for liquidation via the Bookkeeper shall, before submitting the sale request indicated above, transfer their shares from the custody of the B3 Clearinghouse to the book-entry environment with the Bookkeeper, following the procedures established by the B3 Central Depository and the Brokerage Company.

Shareholder Service Contacts: For additional information or clarification on the procedure for selling the remaining shares, shareholders may contact us through the following channels: (i) Call Center: +55 (11) 3181-7801 or 0800 591 0463; (ii) Email: opa.gol@investor.sodali.com or ri@voegol.com.br; (iii) Company's Investor Relations Department: Telephone +55 (11) 95423-5566.