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PO-GJ2801-003 – Related Party Transactions Policy

RELATED PARTY TRANSACTIONS POLICY

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CEO (*Chief Executive Officer*)

Board of Directors, according to the minutes
of the meeting held on 12/20/2024.



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1. Purpose

This Related Party Transactions Policy (“Policy”) establishes the rules to be complied with by all Employees of GOL Linhas Aéreas Inteligentes S.A. and all its direct and indirect subsidiaries, in Brazil and abroad, (“GOL” or “Company”) in relationships and Transactions with Related Parties.

2. Scope

Employees of the Company at any hierarchical level, and members of the Board of Directors, Statutory and Executive Board, Advisory Committees, Fiscal Council and shareholders, in the exercise of their functions or duties, herein referred to as (“Employees”).

3. Definitions and Abbreviations

Close Family Members: For the purposes of this Policy, close family members of an individual are those family members who can be expected to exert influence or be influenced by the individual in the dealings of such members with the entity and include:

- a) the children of the person, spouse or partner;
- b) the children of the person's spouse or partner; and
- c) dependents of the person, his/her spouse or partner.

Conflicts of Interest: Situations in which the personal interests of the Employee, or someone related to him/her (whether internal or external), may override the interests of GOL. An example would be a Member participating in the contracting of a supplier that is owned by his/her brother or close friend.

Control: This is when the investor, regardless of the nature of his involvement with the entity (investee), is exposed to, or has rights over, variable returns arising from his involvement with the invested company and has the ability to affect these returns through his power over the invested company.

CVM: Brazilian Securities and Exchange Commission, an agency linked to the Brazilian Ministry of Finance.

Joint Control: This is the contractually agreed sharing of business control, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Key Management Personnel: These are individuals who have authority and responsibility for planning, directing and controlling the Company's activities, limited to the members of the Board of Directors, Statutory Officers and Executive Board.



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Manager: As applicable, the supervisor, coordinator, manager, executive manager, director, vice president and president.

Market Conditions: These are conditions for which the principles of competitiveness (prices and conditions of services compatible with those practiced in the market) were observed during the negotiation; compliance (adherence of services provided to the contractual terms and responsibilities practiced by the Company, as well as adequate information security controls); and transparency (adequate reporting of the agreed conditions with due application, as well as their reflection in the Company's financial statements).

Related Parties: These are the people or entities with which the Company has a relationship that allows negotiation under conditions other than those of independence that characterize transactions with third parties outside the Company, as indicated below:

a) A person, or a Close Family Member, is related to the Company if:

- (i) he/she has full Control or shared Control of the Company;
- (ii) he/she has Significant Influence over the Company; or
- (iii) he/she is a member of the Key Management Personnel of the Company or its parent company.

b) An entity is related to the Company if any of the following conditions are met:

- (i) the entity and the Company are members of the same economic group (which means that the parent company and each subsidiary are interrelated, and the entities under common control are related to each other); or
- (ii) the entity and the Company are under the Joint Control (joint venture) of a third entity; or
- (iii) the entity is an affiliate or jointly controlled entity (joint venture) of the Company (or an entity that is a member of the same economic group as the Company); or
- (iv) the entity is under the Joint Control of a third entity and the Company is an affiliate of that third entity; or
- (v) the entity is a post-employment benefit plan whose beneficiaries are employees of both entities, the Company and the entity that is related to it;
- (vi) a person identified in item (a)(i) has Significant Influence over the entity, or is a member of the Key Management Personnel of the entity (or of the entity's parent company); or
- (vii) the entity, or any member of the group of which it is a part, provides services to Key Management Personnel of the Company or to the Company's parent company.



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For the purposes of this Policy, the following are **not** considered as Related Parties:

- (i) two entities simply because they have a director or other member of Key Management Personnel in common, or because a member of Key Management Personnel of the entity exercises Significant Influence over the other entity;
- (ii) two investors simply because they share joint control over a joint venture;
- (iii) (a) entities that provide financing, (b) unions, (c) entities that provide public services, and (d) government departments and agencies that do not control, fully or jointly, or exercise significant influence over the Company, simply by virtue of their normal business with the entity (even if they may affect the freedom of action of the entity or participate in its decision-making process); and
- (iv) a customer, supplier, franchisor, dealer, distributor or general agent with whom the entity maintains a significant volume of business, merely by reason of the resulting economic dependence.

Related Party Transaction: This is the transfer of resources, services or obligations between Related Parties, regardless of whether a price is charged in return.

Relevant Amount: R\$50,000,000.00 (fifty million reais), considering a single Transaction or successive/related Transactions, entered into with the same Related Party in the same fiscal year.

Third Parties: All representatives, suppliers of goods and services, business partners, outsourced or subcontracted workers, any other individuals or legal entities and other entities or individuals with whom the Company relates in its activities or uses the Company's name.

Transaction Officers: These are the Company's employees directly involved in negotiating and executing relationships and Transactions with Related Parties.

SEC: United States Securities and Exchange Commission.

Significant Influence: This is the power to participate in the financial and operational decisions of the entity, even without having control over these policies. Significant influence may be obtained through shareholding, statutory provisions or shareholders' agreement.

4. Authorities and Responsibilities

4.1 Key Management Personnel



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- Complete the Related Party Identification Form in a timely manner, within a maximum period of 15 days after the Form is sent by the Corporate Legal Department (“Related Party Identification Form”);
- Update your Related Party Identification Form whenever there is any change; and
- Indicate, in addition to your Related Parties, your role on Boards or Committees of other companies.

4.2 Employees

- Ensure that the requirements of this Policy are observed for Transactions with Related Parties;
- Map and control any possible Transaction with Related Parties under your contracting responsibility, whether for purchases, contracting of services, financial transactions, among others;
- Map and control any possible Transaction with Related Parties under your contracting responsibility, whether for purchases, contracting of services, financial transactions, among others;
- Immediately inform the Corporate Legal Department of all Transactions with Related Parties under your responsibility and others that you may be aware of;
- Ensure that all contracts and/or transactions with Related Parties under your responsibility have been analyzed by the Compliance area before being implemented;
- Request the Compliance area to analyze additional measures to mitigate conflicts for Transactions with Related Parties under your responsibility;
- Ensure that the supporting documentation regarding Transactions with Related Parties under your responsibility is duly filed at the Company's headquarters.

4.3 Corporate Legal Management

- Monitor relations with Related Parties on a quarterly basis, by obtaining the Forms for Identification of Related Parties that are sent to Key Management Personnel, based on the list forwarded by People & Culture;
- Report quarterly to the Controllershship area, by the last business day of the month in which the Related Party Identification Forms are received, the entire list of Transactions with Related Parties so that they are disclosed in accordance with the requirements of the applicable legislation, such as the Corporations Law and the CVM and SEC regulations;



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- Report quarterly to the Compliance area, by the last business day of the month in which the Related Party Identification Forms are received, the entire list of Related Parties;
- File all Related Party Identification Forms obtained from Key Management Personnel
- Assist the Legal Management of Contracts in assessing contracts and/or Transactions with Related Parties regarding compliance with the rules of this Policy and other applicable legislation;
- Submit Transactions with Related Parties to the Investor Relations area for disclosure purposes, as applicable under the terms of the applicable legislation, such as the Corporations Law and the rules of the CVM and SEC, and as set forth in item 6.5 below;
- Periodically review this Policy to reflect any changes in the applicable corporate legislation.

4.4 Contracts Legal Management

- Submit all contracts and/or transactions to be carried out with Related Parties for prior analysis by the Compliance area, before their execution;
- Assess contracts and/or Transactions with Related Parties regarding compliance with the rules of this Policy and other applicable legislation and, if not met, point out risks and flaws in the process of analyzing or drafting the contract to the Compliance area and to the Manager responsible for the contract, who, if they believe the transaction should continue, should consider such notes and forward the matter for evaluation by the Company's Statutory Board of Directors, which, if deemed necessary, should submit the matter for recommendation by the Audit Committee and subsequent deliberation by the Company's Board of Directors.

4.5 Controllership Area

- Disclose, for accounting purposes, Transactions with Related Parties, in accordance with the requirements of applicable legislation, such as the Corporations Law and the rules of the CVM and SEC;
- Supervise and support the identification of Related Parties through the Internal Controls structure.



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4.6 Compliance Area

- Receive and document Conflicts of Interest, if identified in Transactions with Related Parties;
- Evaluate and define the application of additional measures to mitigate the conflicts identified, activating the Ethics Committee, if necessary;
- Evaluate the Anti-Corruption Due Diligence and supporting documentation of Transactions with Related Parties, to verify compliance with this Policy;
- Forward its recommendations on Transactions with Related Parties, if deemed necessary, to the Audit Committee and the Ethics Committee, as applicable;
- Monitor compliance with and effectiveness of the terms and conditions of this Policy

4.7 Board of Directors and Audit Committee of the Company

- Monitor compliance with and effectiveness of the terms and conditions of this Policy, in accordance with the Company's Bylaws;
- Review and validate the Policy whenever they deem necessary, considering changes in the relevant legislation, as well as the Corporate Governance Practices of B3 S.A. – Brasil, Bolsa, Balcão (“B3”) and the Company's Bylaws;
- Periodically assess and monitor the adequacy of Transactions with Related Parties;
- Examine and deliberate on cases of violation of the Policy and adopt appropriate measures.

5. References

Company Code of Ethics and Conduct Manual
PO-AK6902-004 - Conflict of Interest Policy
PO-SUP-MS-001 - Procurement Policy
PO-AY6900-001 - Payment Policy
PO-GJ2801-001 - Contracts Policy

6. General Considerations

6.1 General Guidelines



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The Board of Directors, the Statutory Board, the Compliance area, the Corporate Legal Management and the Audit Committee of the Company must act in such a way as to ensure that all decisions involving Related Parties of the Company are made taking into account the interests of the Company and its shareholders, guaranteeing transparency and the adoption of best corporate governance practices in the negotiation and execution of such operations.

GOL Employees must ensure that any Transactions with Related Parties, regardless of their value:

- a) are carried out in writing, specifying in the respective legal instrument (such as a contract) their main characteristics, form of contracting, prices, terms, guarantees, quality standards, taxes and fees, subcontracting conditions, rights and responsibilities;
- b) are carried out under duly proven Market Conditions, evidenced by documentation and in accordance with the requirements of the applicable internal policies of the Company;
- c) are reported to the Compliance area, for verification of the need to carry out Anti-Corruption due diligence;
- d) are reported to the Corporate Legal Management so that all measures related to the disclosure of the Transaction with Related Parties can be adopted, including the disclosure obligations described in item 6.5 of this Policy, as well as so that they can be shared with the Compliance area for due monitoring.

In addition to the rules set forth in this Policy, the guidelines set forth in the Company's Code of Ethics and Conduct Manual, the Conflicts of Interest Policy and other applicable Company policies (such as the Procurement Policy, Contracts Policy and Payments Policy) apply to Related Party Transactions.

6.2 Approval of Related Party Transactions

Upon identifying the possibility of entering into a Related Party Transaction, the Person Responsible for the Transaction must submit the respective Related Party Transaction for approval by the following authorities:

- (i) **Related Party Transactions of a value lower than the Relevant Amount:** must be entered into by at least two Statutory Directors; and
- (ii) **Transactions with Related Parties of a value equal to or greater than the Relevant Amount:** must be submitted, with the support of the Corporate Legal



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Department, for approval by the Company's Board of Directors, which will deliberate and approve the matter at a meeting called for this purpose, in accordance with the Company's Bylaws. After deliberation by the Board of Directors, they must be executed by at least two Statutory Directors.

Deliberations regarding Related Party Transactions must comply with the provisions of this Policy, and their approval may be subject to changes that the Statutory Board and the Board of Directors, as applicable, deem necessary for the transaction to occur equitably and in the best interests of the Company and its shareholders.

Whenever requested, the Statutory Board and the Board of Directors, as well as the Audit Committee, must have access to all documents related to Related Party Transactions, including any technical opinions or reports they have received.

In addition, the Statutory Board and the Board of Directors, as applicable, may request independent valuation reports, prepared without the participation of any party involved in the Related Party Transaction (be it a bank, legal advisor, specialized consulting firm, etc.), as deemed necessary to support the transaction in question.

Without prejudice to the provisions of this Clause 6.2 and in order to take advantage of business opportunities in accordance with the best interests of the Company, the management may, exceptionally, and in cases where the time required to obtain the necessary approvals from the Board of Directors may endanger the use of a given business opportunity, enter into instruments granting the Company the possibility of carrying out a given Transaction with a Related Party, provided that the respective instruments expressly state that (i) the Transaction will be subject to the condition precedent of approval by the Board of Directors of the Company under the terms of this Policy; and (ii) the Company will not have any onerous obligation prior to approval by the Board of Directors or even any penalty in the event of non-approval by the Board of Directors and consequent non-execution of the transaction that is the object of the respective instrument.

As established in the Company's Bylaws, the Audit Committee will periodically evaluate and monitor, advising the Board of Directors of the Company, the adequacy of the Transactions with Related Parties carried out.

6.3 Prohibited Related Party Transactions

In addition, when assessing Related Party Transactions, the following rules must be observed:



(i) loans are prohibited, on the one hand, by the Company (or its Subsidiaries) and, on the other hand, by the Company's Controlling Shareholders and its managers (members of the Board of Directors and Statutory Board of Directors); and

(ii) forms of remuneration for advisors, consultants or intermediaries that generate a Conflict of Interest with the Company, its Subsidiaries, its managers or shareholders are prohibited.

6.4 Conflicts of Interest

If an Employee is involved in a Conflict of Interest situation in relation to a Related Party Transaction, he/she must refrain from intervening in the Transaction.

Managing Employees in a situation of Conflict of Interest in relation to a Transaction with Related Parties must refrain from deliberating and/or participating in the negotiation and approval of the Transaction in which they are in conflict, and must also observe:

(i) **Transactions with Related Parties of a value equal to or greater than the Relevant Amount:** the Employee who is a member of the Board of Directors must report his/her Conflict to the other members of the Board and include in the minutes of the Board of Directors the nature and extent of his/her interest, as provided for in articles 155 and 156 of the Brazilian Corporation Law.

(ii) **Transactions with Related Parties of a value lower than the Relevant Amount:** the Employee who is a Statutory Director must report his/her Conflict and the nature and extent of his/her interest to the other members of the Statutory Board of Directors, so that the other Directors can decide whether or not to approve the Transaction.

It will be up to those Responsible for the Transaction to define measures to eliminate or mitigate the conflicts identified. The measures must be submitted to the Compliance area for evaluation and referral of the case to the Ethics Committee, which may recommend different or additional measures.

The Compliance area must document, in a unified manner, all conflicts identified in Transactions with Related Parties and the measures adopted (including the deliberations made to define them), ensuring the confidentiality of the process.

For more information on conflicts of interest, see the Conflict of Interest Policy.

6.5 Disclosure Obligation



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The disclosure of Transactions with Related Parties shall be made in accordance with the applicable legislation, in particular CVM Resolution No. 94, of May 20, 2022, and Article 247 of the Brazilian Corporation Law, in explanatory notes to the financial statements.

The disclosure of Transactions with Related Parties shall also comply with the provisions of CVM Resolution No. 80, of March 29, 2022, as amended, regarding the communication of transactions between Related Parties.

In addition, the Company, through the Investor Relations Department, shall promote broad disclosure to the market of all Transactions with Related Parties when the operation constitutes a material fact, in accordance with the applicable legislation.

A model for Communication of Transactions with Related Parties is available in Annex 1.

6.6 Final Provisions

Violations of this Policy may result in disciplinary and legal measures for all Employees, regardless of hierarchical level or position.

In the event of violations, the cases must be examined by the Compliance area and the Company's Audit Committee, and subsequently submitted to the Board of Directors so that it can adopt the appropriate measures, with those responsible for the violation being subject to the penalties provided for in current legislation.

The Board of Directors of the Company is responsible for deliberating on any omissions in this Policy, resolving any doubts in the interpretation of its terms, as well as discussing and deliberating on any proposed changes that may be necessary.

In case of questions about the Policy, please contact the Compliance area (compliance@voegol.com.br) or the Corporate Legal Department (Gr-juridicosocietario@voegol.com.br).

7. Records

Record	Identification	Readability	Storage	Protection	Retrieving		Retention time	Disposal
					Indexation	Access		
Related Party Transactions Policy	PO-GJ2801-003	MS Word PDF	Workplace	Workplace	By code	Public	2 years	N/A



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8. Revision Control

REVISION	Date	Affected pages	Change Description
00	02/03/2016	All	Initial issue
02	12/20/2024	All	General reform of the policy

9. Annexes

Annex 1 – Form of Communication of Related Party Transactions Policy



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Annex 1 – Form of Communication of Related Party Transactions Policy

GOL LINHAS AÉREAS INTELIGENTES S.A.
CNPJ/MF n° 06.164.253/0001-87
NIRE 35.300.314.441

Communication of Related Party Transactions

[PLACE AND DATE] – The airline GOL Linhas Aéreas Inteligentes S.A. (“Company”), in compliance with the provisions of the Resolution of the Brazilian Securities and Exchange Commission (“CVM”) No. 80, of March 29, 2022, as amended (“CVM Resolution 80”), hereby discloses the following information, as per Annex F of said Resolution:

I – Description of the transaction:

- a) The parties and their relationship with the issuer:
- b) The purpose and main terms and conditions:

II – Whether, when, in what manner and to what extent the counterparty in the transaction, its partners or directors participated in the process:

- a) The issuer’s decision regarding the transaction, describing such participation:
- b) The purpose and main terms and conditions:

III – Detailed justification of the reasons why the issuer’s management considers that the transaction complied with commutative conditions or provides for adequate compensatory payment:

- a) Whether the issuer requested proposals, carried out any price-taking procedure, or attempted in any other way to carry out the transaction with third parties, explaining, if not, the reasons why it did not do so or, if so, the procedures carried out and their results:
- b) The reasons that led the issuer to carry out the transaction with the related party and not with third parties:
- b) A detailed description of the measures taken and procedures adopted to ensure the commutativity of the transaction:

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