

# GOL Roadshow Investment Material

January 2025

#### **Presentation For Public Side Parties**

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Executive Summary
GOL Company Overview
Background

**Unlocking GOL's Potential: Strategic Overview & Restructuring Benefits** 

**Financial Forecast & Recapitalization** 

Appendix

# **Executive Summary: Events Leading to Court Restructuring**



Significant liquidity pressures from COVID-19 pandemic losses, followed by Boeing delivery delays and lack of financing for engine maintenance events drove GOL to seek chapter 11 protection under the US Bankruptcy Code

Overview of the Events Leading to the Chapter 11 Filing

### COVID-19 Pandemic

- A 90% reduction in daily flights due to the pandemic erased ~R\$ 20B of GOL's expected revenues
- Unlike most other countries, the Brazilian Government did not provide state-aid to its airlines to compensate for pandemic losses
- GOL negotiated deferral of obligations with lessors, government authorities and lenders

#### **Macroeconomic Pressures**

- ~20% devaluation of the Brazilian Real
- Increases in commodity fuel costs between 2019 - 2023
- +500bps increase in local financing borrowing rates
- High inflationary environment

#### MAX Grounding & Boeing Delivery Delays

- Grounding of Boeing 737 MAX aircraft led to significant delivery delays
- Resulted in a constrained network, impacting revenues and profitability
- Fewer deliveries reduced liquidity from sale-leaseback proceeds

#### Liquidity Preservation With Growing Capex Needs

- Deferred engine capex led to a significant engine maintenance backlog
- 15 fewer lines of flying than planned led to lower revenues with no cost reductions
- Yields eroded by promotional fare sales intended to improve liquidity
- Liquidity challenges with Brazil's seasonality trough in Q1

#### 2023 Response - Abra Financing & Lessor Restructuring

To improve liquidity, GOL entered into a financing agreement with Abra Group in February 2023 and explored out-of-court restructuring opportunities with its lessors

- Senior Secured Notes and Exchangeable Senior Secured Notes due 2028 were issued to Abra Group, exchanging certain GOL bonds while providing additional liquidity
  - Collateral included Smiles Brand & IP, GOL Brand & IP, and Spare Parts
- GOL secured certain lessor concessions through the issuance of the Senior Amortizing Notes which reprofiled arrears and mitigated future end-of-lease payments
- Projections in late 2023 indicated that GOL needed a substantial and comprehensive restructuring to address the engine maintenance backlog and reduce leverage

### On 25 January 2024, GOL voluntarily filed for Chapter 11 relief in the U.S. Bankruptcy Court's Southern District of New York

# **Executive Summary: Strengthening GOL for the Future**



### GOL used the Chapter 11 process to secure key agreements to position the Company for long-term operating and financial success

#### **Select Key Achievements**



#### DIP Financing:

Secured a US\$ 1 billion debtor-in-possession financing which bolstered liquidity and allowed GOL to re-invest in its aircraft fleet



### Lessors:

Achieved US\$ 1.1 billion of lessor concessions, including committed lessor engine overhaul financing

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### Brazilian Banks:

Obtained support from Brazilian banks, including restructuring ~US\$ 150 million of local debentures and access to ~US\$ 340 million of receivables factoring, a critical working capital mechanism for Brazilian companies

### Profit Improvement Program:

Identified and began implementation of a US\$ 181 million annual profit improvement program to solidify GOL as one of the most competitive airlines in South America



#### Plan Support Agreement:

Reached a plan support agreement with Abra and the Unsecured Creditors to deleverage GOL through a reduction of up to ~US\$ 1.7 billion of prepetition funded debt and up to US\$ 0.8 billion of other obligations



#### Tax Agreement:

Finalized an agreement with the Brazilian governmental authorities to reduce unpaid government taxes, contingencies, and other liabilities by ~ US\$ 750 million and to generate ~ US\$ 184 million of liquidity through 2029

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### Boeing Agreement:

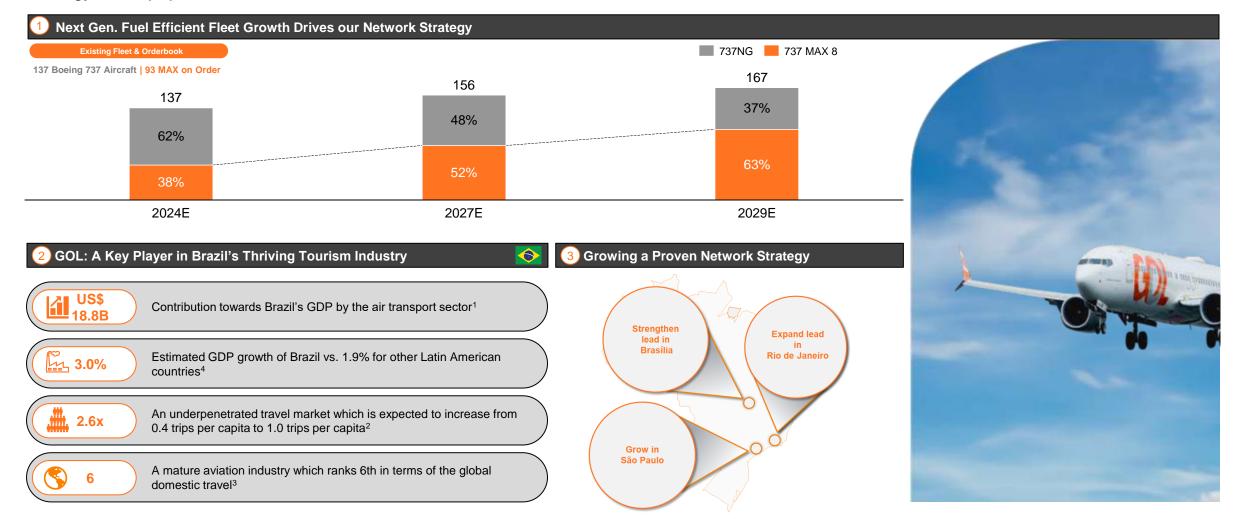
Finalizing an agreement with Boeing to provide significant concessions and incremental liquidity through 2029



# **Executive Summary: The Restructuring Strengthens GOL's Commercial Strategy**



Transitioning to next-generation fuel efficient aircraft, coupled with the restructuring benefits, expands on GOL's already successful network strategy in the populous cities of São Paulo, Rio de Janeiro, and Brasília

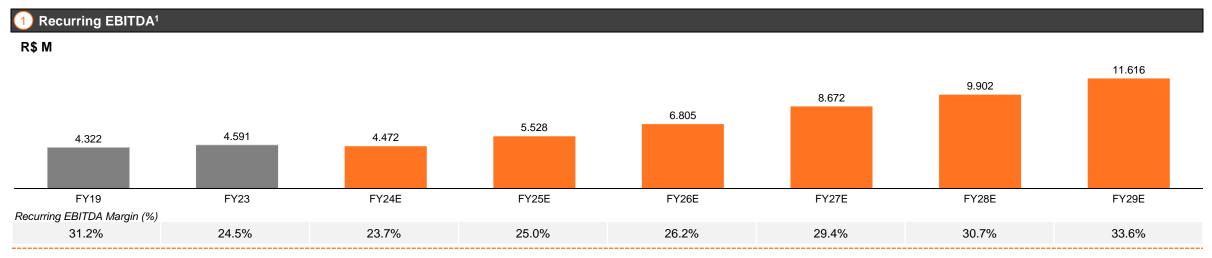


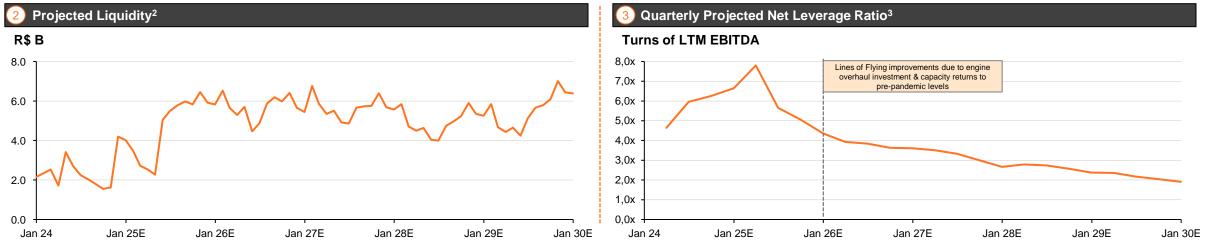
(1) IATA "The Importance of Air Transport to Brazil", 2018 (2) Airbus commercial aircraft estimate through 2040; (3) Diio, ASKs; (4) Bloomberg estimates for Brazil and Latin America composite as of November 5, 2024

# **Executive Summary: Financial Forecast**



With the benefits of restructuring, GOL is well-positioned to generate strong profitability, healthy levels of liquidity, and significantly reduced leverage





#### Note:

(1) Recurring EBITDA excludes items such as Chapter 11 and restructuring related fees and sale-leaseback proceeds, (2) Total liquidity (cash + factorable receivables), (3) Total financial debt and lease liabilities (IFRS basis) less liquidity divided by Recurring EBITDA

# **Executive Summary: GOL / Abra / UCC Plan Support Agreement**



Abra Group, GOL's largest shareholder and creditor, and the UCC have agreed to effectuate a significant deleveraging of ~US\$ 1.7 billion of prepetition funded debt

Plan Support Includes The Following Treatment:		Plan Support Issuances			
DIP	Paid in full in cash, refinanced with the Exit Debt Facility	Exit Debt Facility	<ul> <li>Amount: \$1.87bn comprised of (i) DIP balance at exit (~\$1.3bn) plus (ii) \$550m incremental exit debt (less up to \$330m to the extent raised as equity instead)</li> </ul>		
GOL 2028 SSN/ESSN	<ul> <li>\$600m Non-Convertible Take-Back Notes</li> <li>\$250m Convertible Take-Back Notes</li> <li>Accrued, unpaid Cash Interest to be paid at exit</li> <li>\$971m of New GOL Equity<sup>1</sup> (prior to MIP dilution and subject to GUC treatment below) <ul> <li>~81-84% prior to conversion (~84-87% post-conversion) prior to MIP dilution and new equity capital and after factoring in the GUC treatment below</li> </ul> </li> </ul>		<ul> <li>Tenor. 5-year</li> <li>Interest. [•]%, paid in cash semi-annually</li> <li>Amortization: Bullet maturity</li> <li>Collateral: <ul> <li>A first lien on Smiles Brand &amp; IP, GOL Brand &amp; IP, Spare Parts, and slots</li> </ul> </li> </ul>		
GOL 2026 SSN	<ul> <li>\$100m Non-Convertible Take-Back Notes</li> <li>If vote to reject plan, cram-up with terms to be determined</li> </ul>	Equity	<ul> <li>Amount: Up to \$330m</li> <li>Form: Equity or equity-like instrument</li> </ul>		
			<ul> <li><i>Tenor</i>: Lesser of (a) 7.5 years and (b) 6 months after maturity of the Exit Debt Facility</li> <li><i>Interest</i>: 9.50% payable in cash</li> </ul>		
Other secured debt and leases	Assumed as modified throughout the case	Non-Convertible Take- Back Notes	<ul> <li>At GOL's option, PIK up to 100% after 2<sup>nd</sup> anniversary</li> <li>Amortization: \$25m per annum, step up to \$50m per annum upon conversion of the Convertible Take- Back Notes</li> </ul>		
	<ul> <li>New GOL Equity<sup>1</sup> which will be mandatorily convertible into Abra Equity upon certain specified events</li> <li>The amount of equity to the GUCs will be determined based on the Company's ability to achieve Boeing and Tax agreements by the first anniversary of the Plan Effective Date,</li> </ul>	Dack Notes	<ul> <li><i>Collateral</i>: Secured by a second-priority lien on the Exit Debt Facility collateral</li> <li><i>Fees/OID</i>: None</li> <li><i>Prepayment</i>: No prepayment restrictions, callable without penalty or make-whole at anytime</li> </ul>		
General Unsecured Creditors (GUC)	<ul> <li>\$185m, if Boeing and Tax Agreements are not achieved, or</li> <li>\$210m, if either Boeing or Tax Agreements are achieved, or</li> <li>\$235m, if both Boeing and Tax Agreements are achieved</li> <li>~16-19% prior to conversion (13-16% post-conversion) prior to MIP dilution and new equity capital</li> </ul>	Convertible Take-Back Notes	<ul> <li>Tenor. Same as Non-Convertible Take-Back Notes</li> <li>Interest. Same as Non-Convertible Take-Back Notes</li> <li>Amortization: None</li> <li>Collateral: Same as Non-Convertible Take-Back Notes</li> <li>Prepayment: Same as Non-Convertible Take-Back Notes</li> <li>Fees/OID: Same as Non-Convertible Take-Back Notes</li> </ul>		
Equity	<ul> <li>Reinstated subject to dilution by the issuance of New GOL Equity (including New GOL Equity purchased through a Preemptive Rights Offering under Brazilian Law)</li> </ul>		<ul> <li><i>Pees OID</i>. Same as Non-Conventible Take-back Notes</li> <li><i>Conversion Rights</i>:</li> <li>By GOL, on or after the later of (a) 30-months after Plan Effective Date and (b) October 31, 2027, if</li> </ul>		
MIP	<ul> <li>To be New GOL Equity allocated for GOL MIP, based on market standards and determined by the Reorganized GOL Board</li> </ul>		<ul> <li>By the holders at any time</li> </ul>		

Note: Assuming late May / early June 2025 exit; variances to Plan Support / Plan of Reorganization driven by emergence timing assumption (1) New GOL Equity may be issued at newly formed holding company



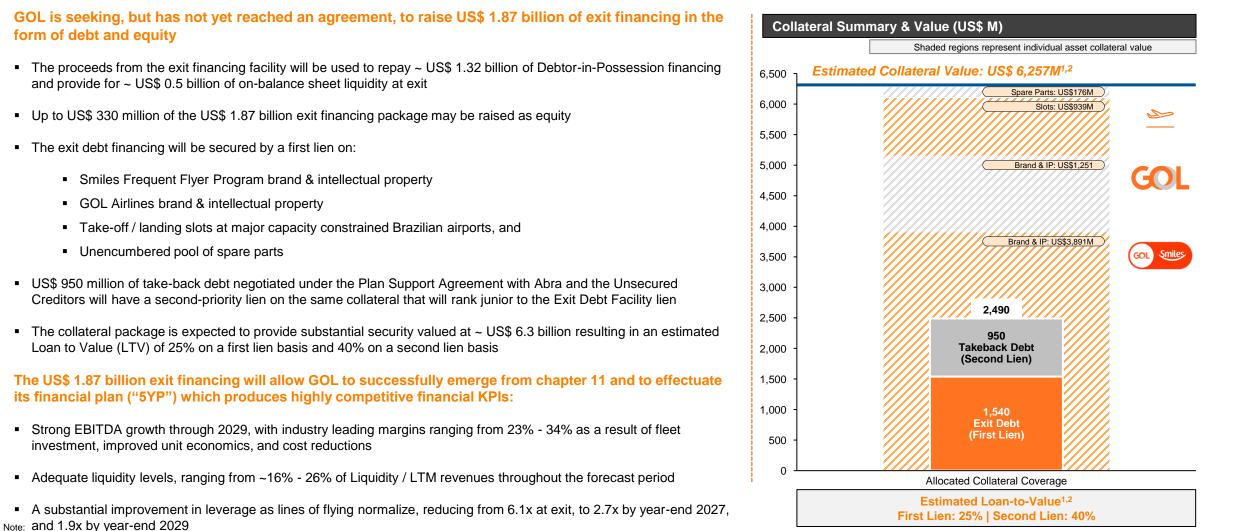
							Further deleveraging as aircraft return to service / earnings normalize	
Pro-Forma Adjustments at Exit (US\$ M)	Pre-Exit (est.)	Equitization	Plan Support Treatment	Exit Financing	Post- Exit (est.)	Assumed Conversion	2027E <sup>2</sup>	2029E <sup>2</sup>
Exchangeable Senior Notes 2024	42	(42)	-	-	-	-	-	-
Senior Notes 2025	342	(342)	-	-	-	-	-	-
Bonus Perpetual Note	139	(139)	-	-	-	-	-	-
Total Unsecured Notes	523	(523)	-	-	-		-	-
Senior Notes 2026	251	-	(251)	-	-	-	-	-
Senior Notes / ESSN 2028	1,859	(971)	(850)	(37)	-	-	-	-
2028 TB Debt - Non-Convert	-	-	600	-	600	-	551	478
2026 TB Debt - Non-Convert	-	-	100	-	100	-	92	80
2028 TB Debt - Convert	-	-	250	-	250	(250)	-	-
Total Secured Notes - GOL Abra / UCC Settlement	2,110	(971)	(151)	(37)	950	(250)	643	558
Senior Amortizing Note - 2025	67	-	-	-	67	-	25	-
Senior Amortizing Note - 2026	145	-	-	-	145	-	71	14
Debentures	130	-	-	-	130	-	-	-
CCB	7	-	-	-	7	-	1	-
FINIMP	4	-	-	-	4	-	-	-
Individual Lessor Facility	38	-	-	-	38	-	-	-
Lessor Engine Financing	273	-	-	-	273	-	117	37
DIP Loan	1,320	-	-	(1,320)	-	-	-	-
Exit Debt Financing	-	-	-	1,540	1,540	-	1,556	1,556
Other Secured Debt	1,983	-	-	220	2,203		1,769	1,607
Other Adjustments <sup>1</sup>	89	-	-	-	89	-	(10)	(4)
Total Debt	4,705	(1,494)	(151)	183	3,242		2,402	2,161
Lease Liabilities	1,894	-	-	-	1,894	-	2,349	2,567
Total Debt & Lease Liabilities	6,599	(1,494)	(151)	183	5,137		4,752	4,728
Exit Equity Financing	-	-	-	330	330	-	-	-
Other Exit Related Fees & OID	-	-	-	(48)	(48)	-	-	-
Liquidity <sup>3</sup>	371	-	-	464	835		922	1,057
Credit Metrics:		7						
LTM Recurring EBITDA	710				710		1,436	1,923
Leverage	9.3x				7.2x		3.3x	2.5x
Net Leverage	8.8x				6.1x		2.7x	1.9x

Note: Fx rate: R\$6.04; assumes late May / early June 2025 exit

(1) Goodwill, impairment, fair value, and debt cost adjustments performed in Company 5YP tied to actual results; (2) Reflects balances as estimated per the Company's 5YP and includes assumed amortization payments, accrued interest, incremental lease liabilities, and liquidity; (3) Liquidity includes cash, cash equivalents and factorable receivables; factorable receivables total: May 2025: US\$178M; YE2027: US\$559M; YE2029 US\$639M

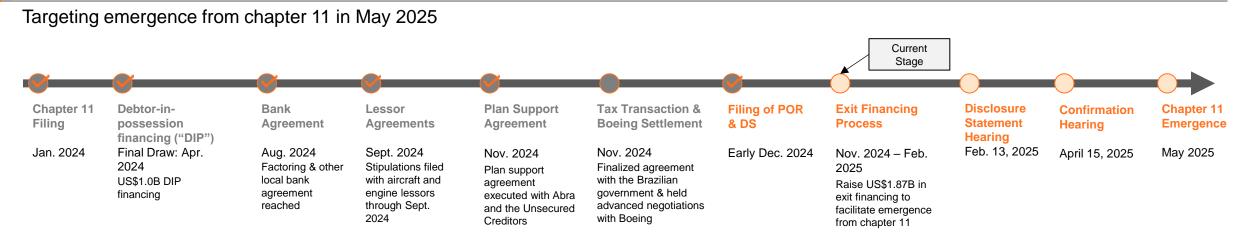
# **Executive Summary: Next Steps - Exit Capital Raise**

Additional capital is needed for GOL to successfully emerge from chapter 11 and to position itself for long-term financial stability



(1) GOL Brand & IP MBA appraisal – 11/05/24, Smiles Brand & IP MBA appraisal – 10/25/24; Slots Appraisal BK Associates 11/07/2024; Spare Parts MBA appraisal – 11/07/24 assumes US\$1.54B exit debt financing which may be upsized to US\$1.87B pending exit equity financing process; (2) Converted using exchange rate at the time of the valuation

# **Executive Summary: Key Dates**





Note: Dates subject to change. Key dates assume GOL exercises Interim Maturity Date Extension Election (as provided for under amended DIP indenture and which does not require payment of Maturity Date Extension Fee).

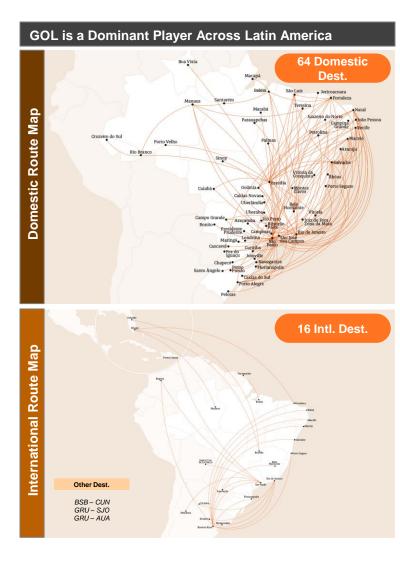




# An Expansive Network Serving Brazil's Economic Hubs & International Gateways



As Brazil's largest domestic carrier, GOL maintains substantial presence in the strategic major markets of Rio de Janeiro, Sao Paulo and Brasilia



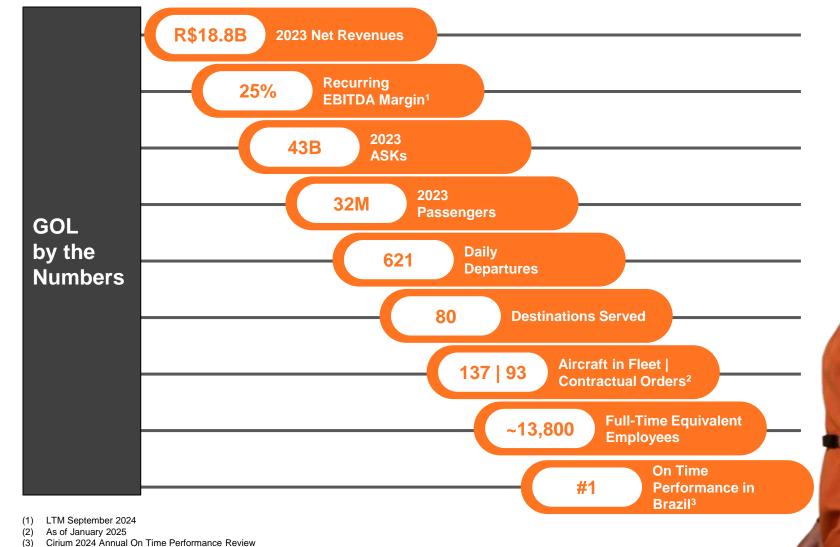
#### **Corporate Introduction**

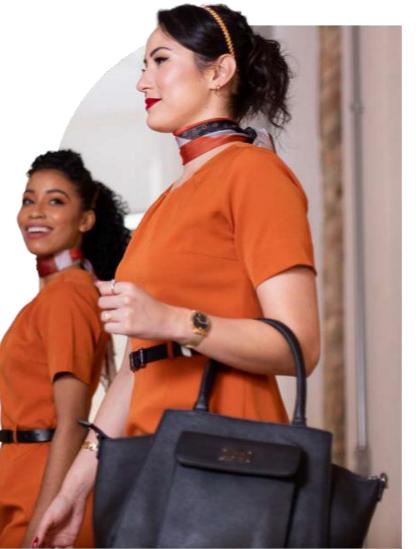
- Gol Linhas Aéreas Inteligentes ("GOL") was founded in 2001 and has grown to become Brazil's largest domestic airline
- GOL's focus is on "Being the First for All" and offers the best travel experience to its passengers including the largest number of seats, more space between seats, and the greatest onboard experience including internet, movies, and live TV
- GOL produces one of the lowest unit costs among all airlines across Latin America
- Operates strategically located hubs across Brazil's key economic centers, including Rio de Janeiro, Sao Paulo, and Brasilia
- Flys an all-Boeing 737 fleet, leading to improved network flexibility, operating and maintenance efficiencies, and other benefits
- 13,800+ employees across the organization, including a well-seasoned management team & Board of Directors

#### **Primary Segments**



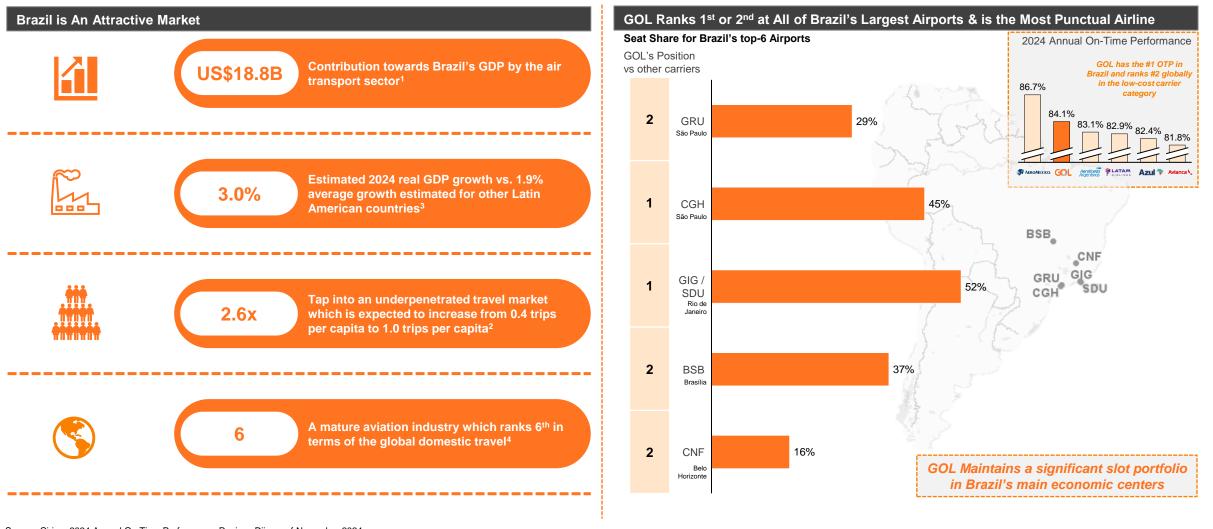






## **GOL Leads Across Brazil's Largest Markets**

GOL maintains leading positions across nearly all of Brazil's most-serviced airports which are vital to the country's economic growth



Source: Cirium 2024 Annual On Time Performance Review, Diio as of November 2024

(1) IATA "The Importance of Air Transport to Brazil", 2018 (2) Airbus commercial aircraft estimate through 2040; (3) Bloomberg estimates for Brazil and Latin America composite as of November 5, 2024; Diio 2024

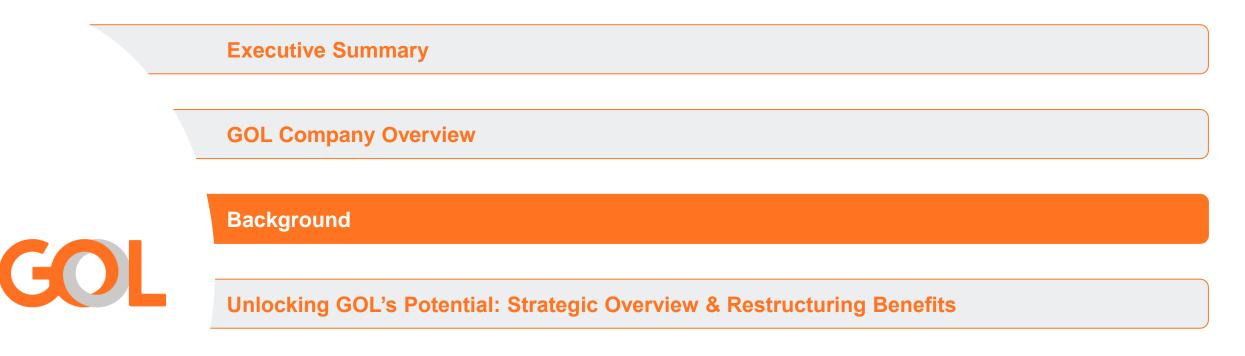
## **Management Team**

# GOL

### GOL's well-tenured management team





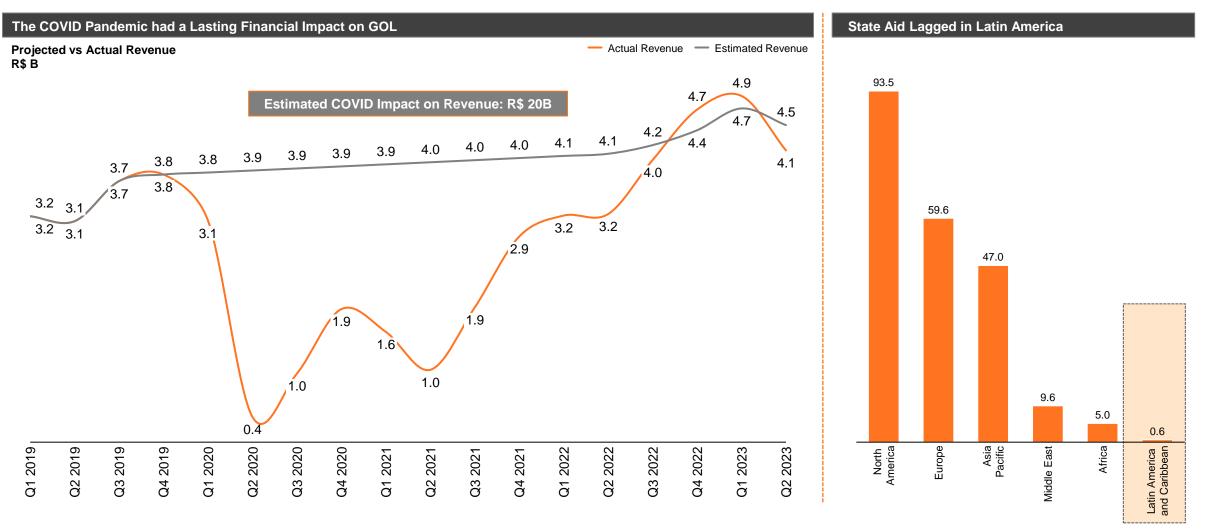


**Financial Forecast & Recapitalization** 

Appendix

### The Pandemic's Lasting Financial Impact on GOL

COVID-19 erased ~R\$ 20 billion in expected revenues, leading to liquidity preservation measures that deferred many contractual obligations to a later date – at normalized EBITDA profit margins, this equates to at least ~R\$ 10B (~US\$ 2B) of lost cash flow profits

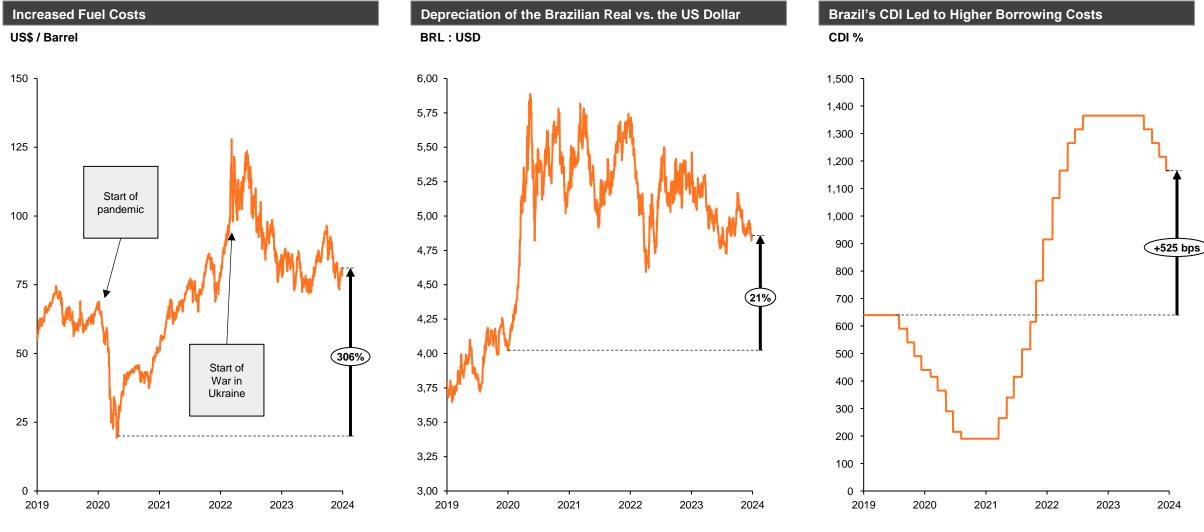


Source: Company estimates; Ishka State Aid Reporting

### Access to the Global Markets was Impacted by Brazil's Overall Macroenvironment



Higher fuel prices tied to the Ukraine war, the Brazilian Real's depreciation against the US Dollar, and increased borrowing costs for locally issued securities impacted GOL's ability to raise funding previously available to the airline



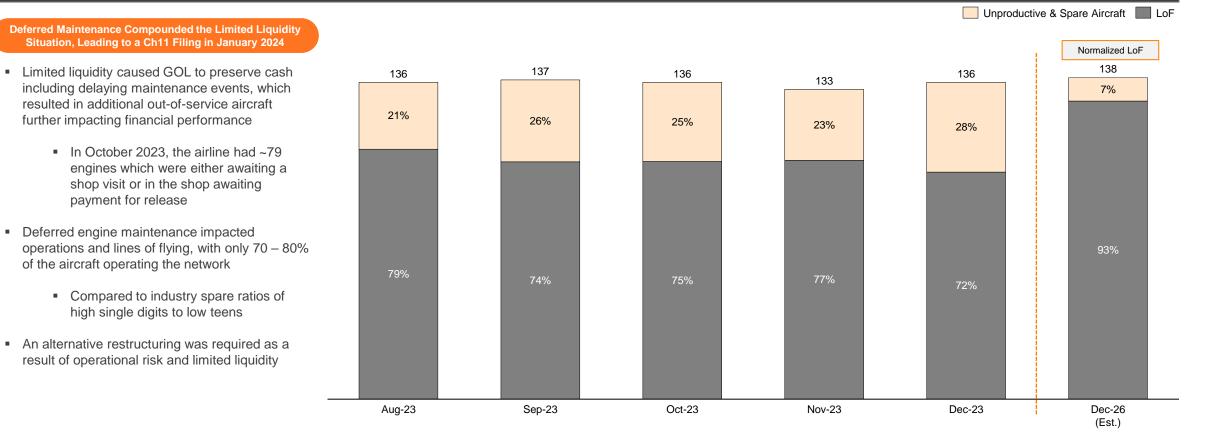
Source: Bloomberg

## Limited Liquidity Hindered GOL's Ability to Overhaul Engines and Support the Operation



While GOL continued to achieve strong EBITDA results, the impact of macroeconomic and industry headwinds led to the implementation of liquidity initiatives, including reduced capex investment, which impacted the Company's operation

Lines of Flying Were Impacted by Boeing Delivery Delays and Liquidity Preservation Efforts

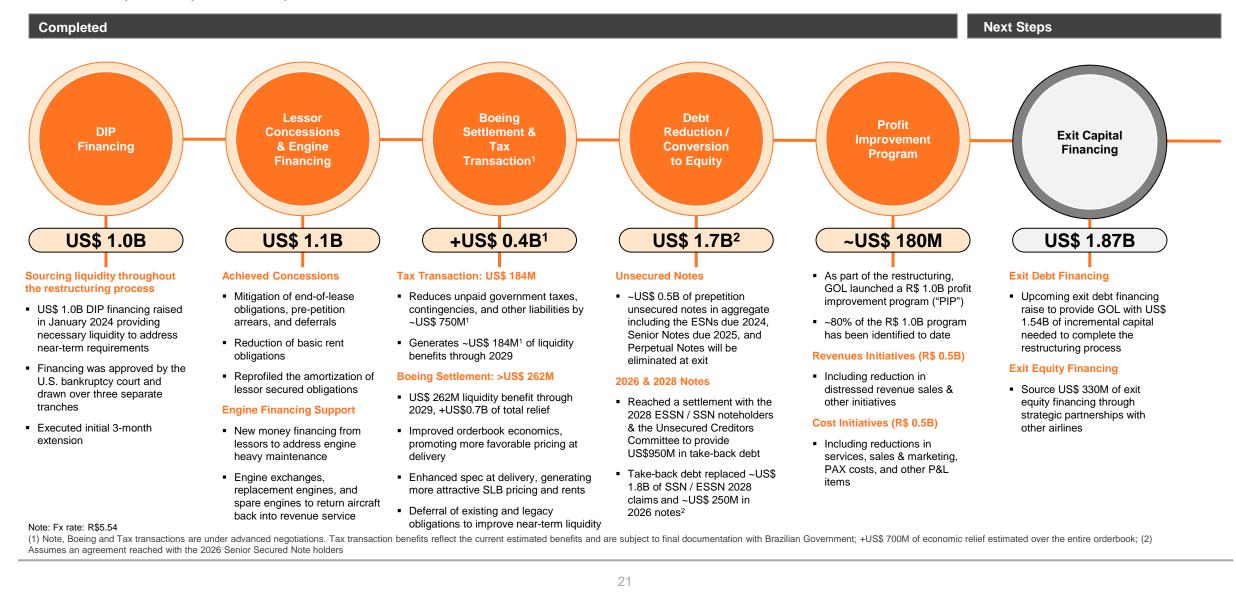


The Pandemic, macroeconomic headwinds, and Boeing delivery delays caused drastic liquidity preservation initiatives which resulted in additional out-of-service aircraft; leading to the chapter 11 filing

### Key Pillars & Successes of the Chapter 11 Process



The restructuring process deleveraged GOL's balance sheet, secured lessor concessions, addressed maintenance and past-due liabilities, and launched a profit improvement plan







Appendix

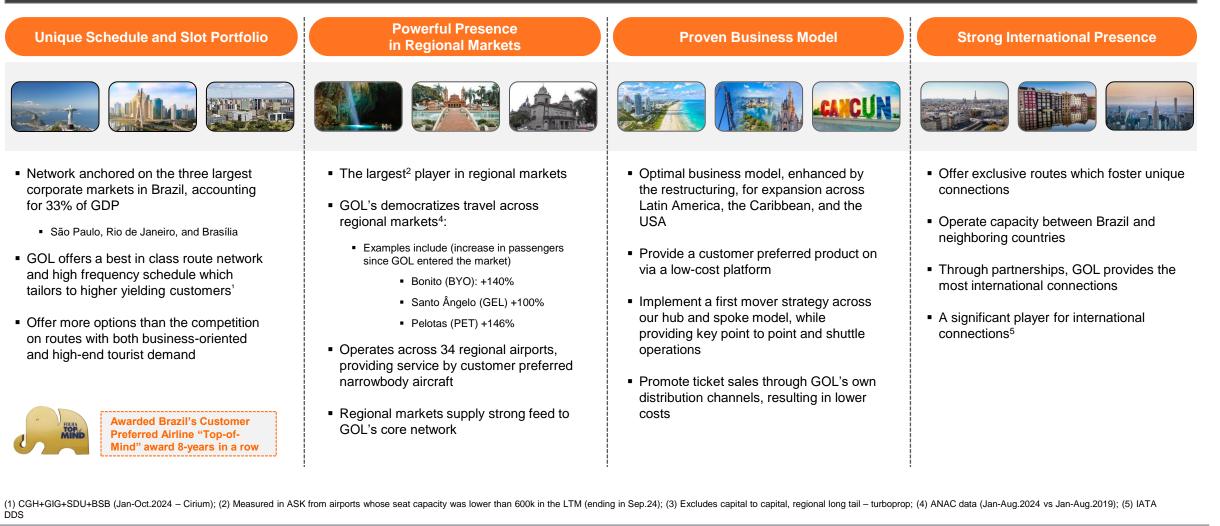
#### Op. Expenses



## The Foundation of GOL's Commercial Strategy

The restructuring builds on an already successful commercial strategy

#### **Core Elements**



## GOL is Deploying a Network Strategy Around the Following Key Pillars

These pillars ensure future success as GOL deploys capacity across new markets and competes against its competitors

### **Key Pillars**

### Unit Cost Reduction

 Spreads fixed costs across larger base and lowers average seniority with new hires

### Strategic Considerations

 Improves competitiveness, restores lost share, and improves slot utilization in most valuable markets

### Unserved Opportunities

 Enables GOL to fill large pockets of domestic and international demand currently unserved by nonstop flights

### **Partnership Development**

 Creates more attractive target for airline partners, improving terms of agreements, and expanding footprint for customers

### S Geographic Risk Mitigation

 Larger geographic portfolio offers better protection against regional recessions, currency fluctuations, etc.



 Enables hybrid hub-to-spoke and point-to-point route models which provides adaptability that other carriers cannot match

### V Low-cost Advantage

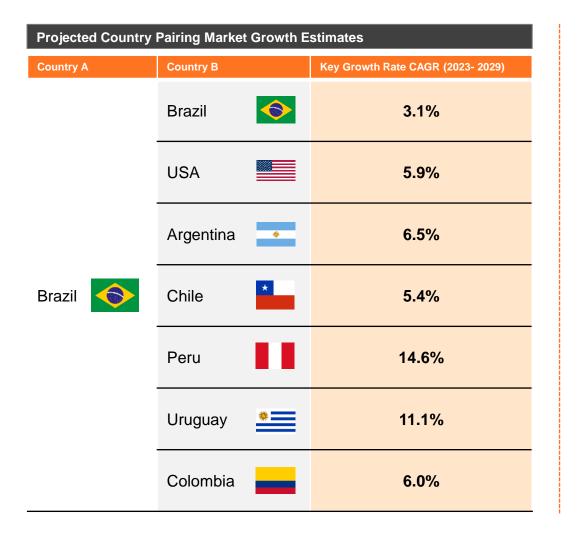
 Reduced cost base versus Brazilian competitors facilitates low risk platform for expansion in region

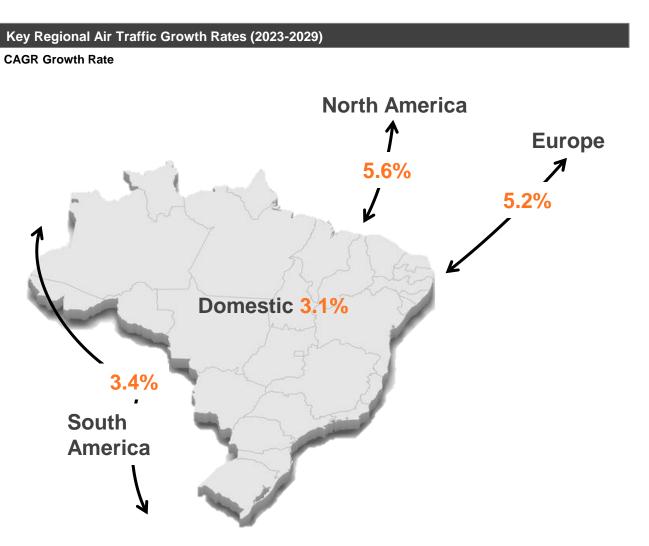
### Improved Labor Relations

 Network expansion signals business strength and expands opportunities for labor groups

## GOL's Strategy Taps Into Robust Demand Across Domestic & International Markets

Leveraging GOL's existing market dominance to take advantage of projected travel growth in Brazil



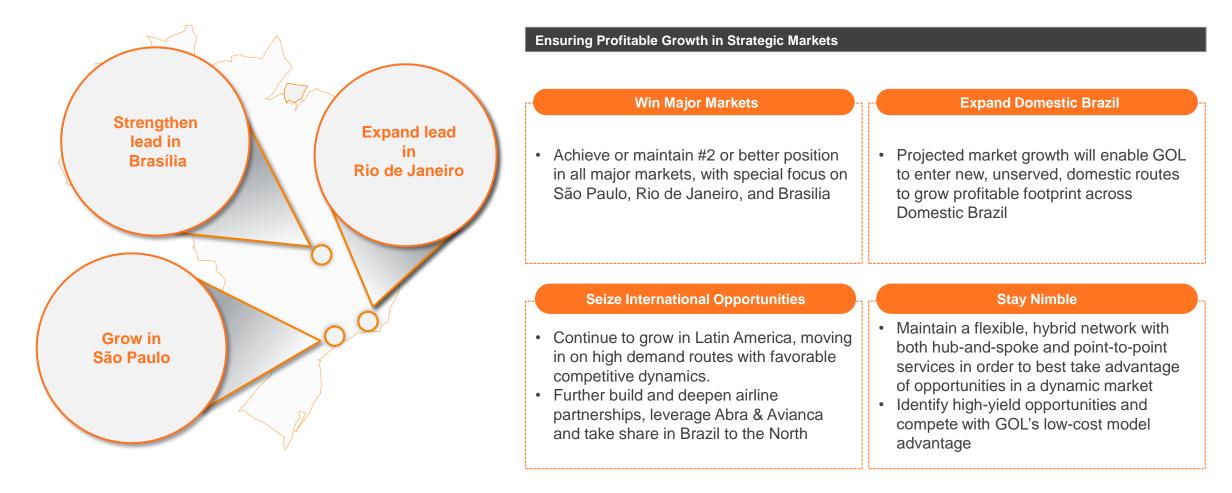


Source: IATA market growth forecast, GOL and Seabury ASG analysis



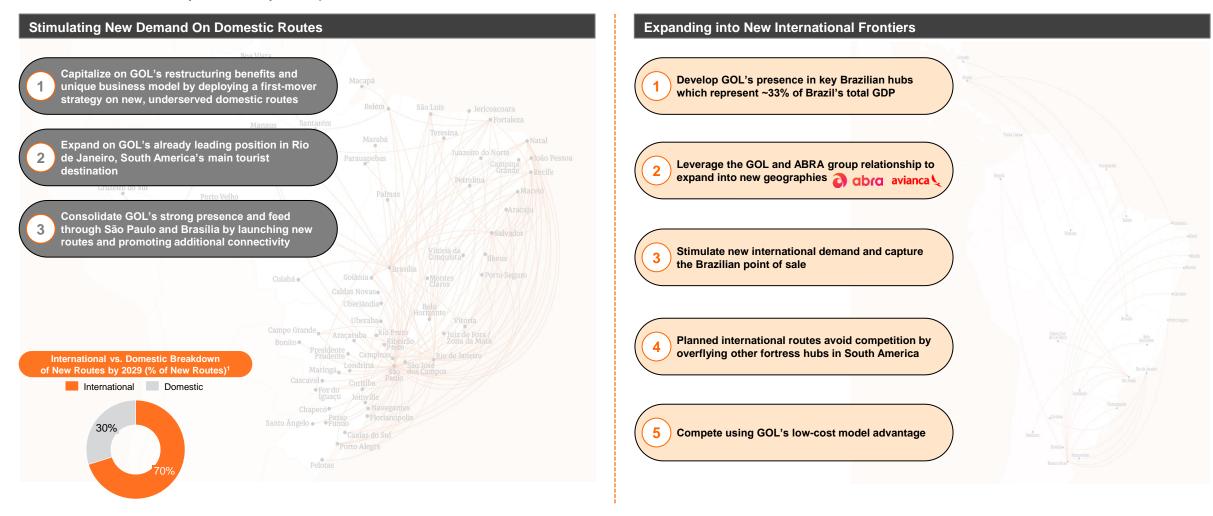
# **Building on GOL's Presence Across Major Economic Hubs**

GOL's growth focuses on the populous cities of São Paulo, Rio de Janeiro, and Brasília which represent ~33% of all GDP production in Brazil



### **Restructuring Promotes Expansion of GOL's Network Strategy**

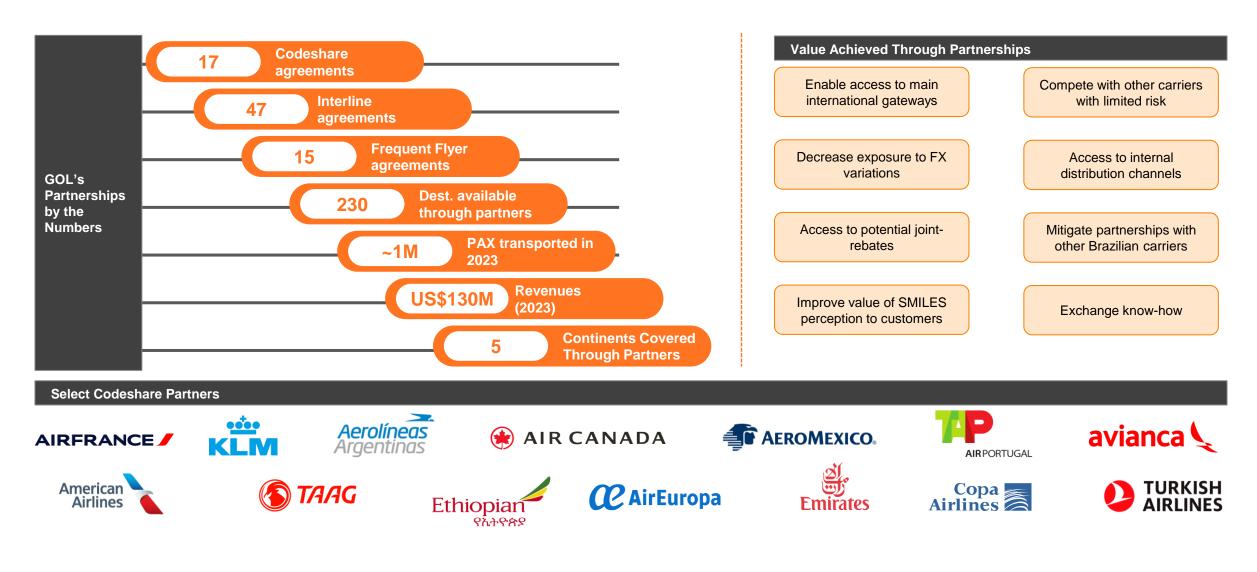
GOL's expansion cannot be achieved by the competition given the airline's significant operations and slot portfolio in São Paulo and Rio de Janeiro, and its ability to overfly competitor hubs across South America



(1) GOL has identified 50+ potential route opportunities beyond the 5YP

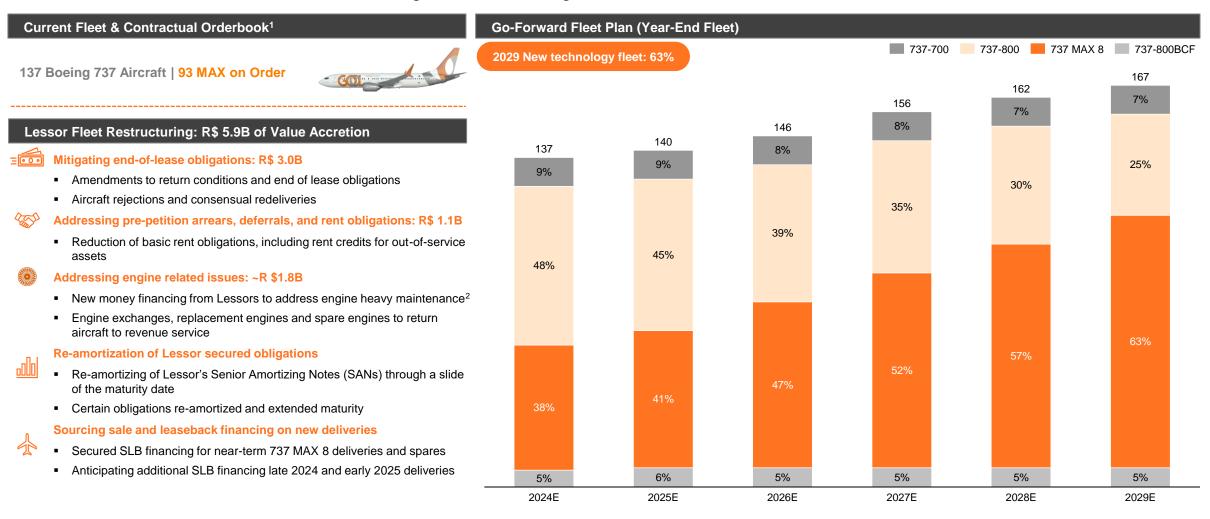
## GOL's High-Value Network is Enhanced by Global Partnerships

By leveraging the benefits of the restructuring process, GOL plans to take advantage of its hub presence and expand internationally



# A New Technology Fleet Drives Low Costs & Supports the Network Strategy

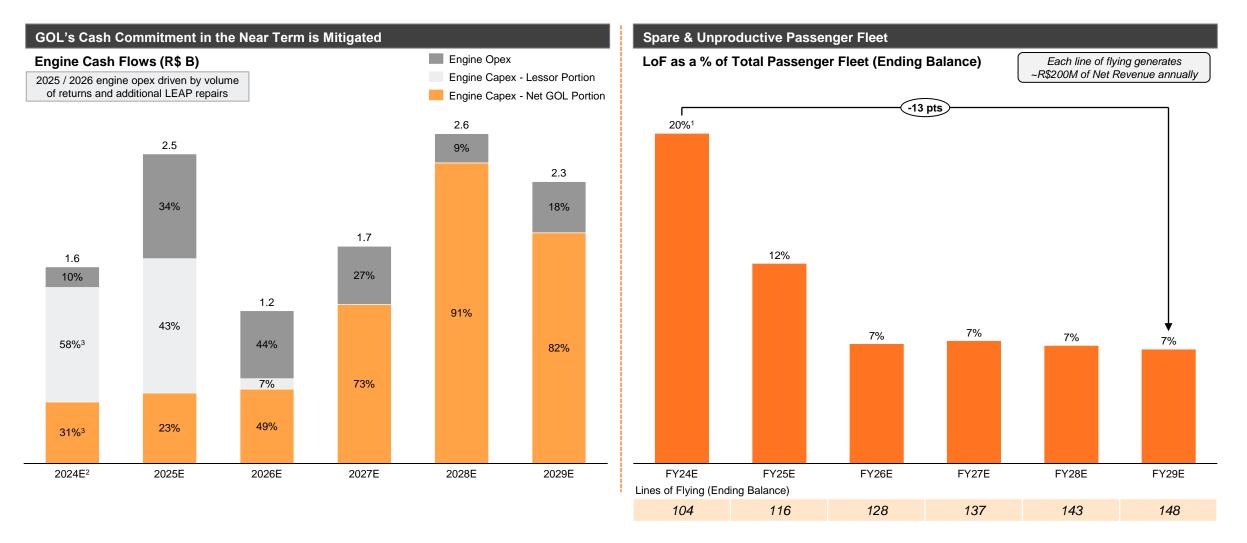
GOL's incoming fleet of fuel-efficient 737MAX aircraft will support its network strategy while the airline's existing fleet economics will improve as a result of ~R\$ 5.9B in concessions achieved through the restructuring



(1) As of January 2025; (2) General economics: 5-year tenor; 7.5% coupon p.a.

## Lessor Support, Which Provides Engine Financing, Repairs GOL's Lines of Flying

An engine-by-engine overhaul plan clears the backlog of currently unserviceable engines & returns aircraft back into revenue service



(1) An additional two aircraft were delivered at year-end 2024 which are not yet contributing to lines of flying, results in ~100bps impact on spare / unproductive fleet calculation; (2) Expect to complete more than approx. fifty overhauls / light engine repairs in 2024, remainder expected to be completed in 2025; (3) 2024 actual results for capital expenditures reflect only GOL's portion of engine capital expenditures, 2025 – 2029 capital expenditures in the forecast reflect GOL and lessor portion of engine capex which are offset by engine financing

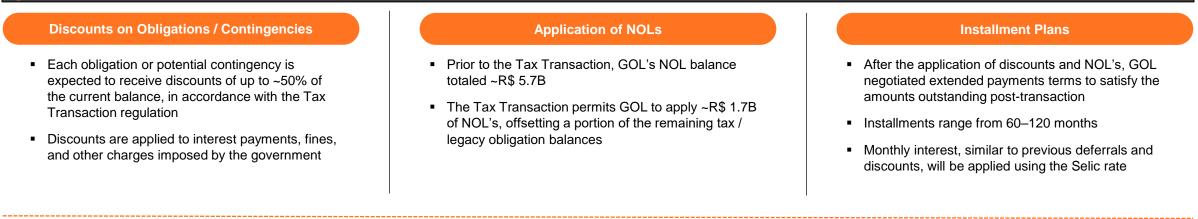


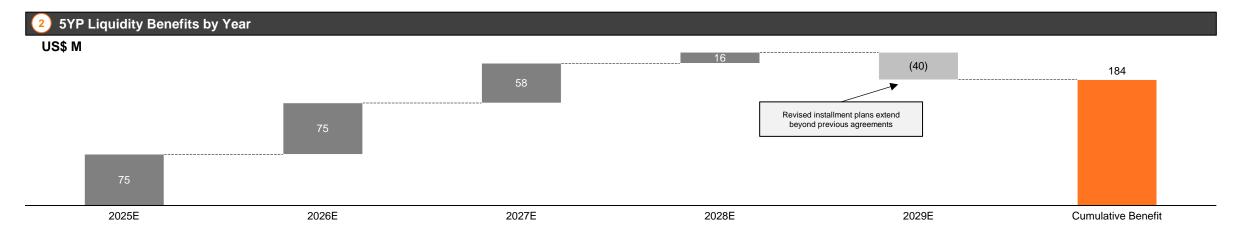
## GOL Negotiated a Tax Transaction, addressing R\$5.5B of Potential Government Obligations

GOL

The Tax Transaction improves liquidity and applies ~R\$ 2.5B of discounts and ~R\$ 1.7B of NOL's, reducing obligations and contingencies by ~US\$750M including on- and off-balance sheet reductions for potential liabilities

### 1 Tax Transaction Components





Note: Figures based on preliminary Company estimates; addresses significant portion of previously disclosed arrears



## Local Banks Providing Access to Liquidity Through Various Mechanisms

Three of Brazil's largest banks have agreed to continue providing access to receivables factoring up to ~R\$1.87B, restructure local debentures secured by receivables, and provide SBLC support

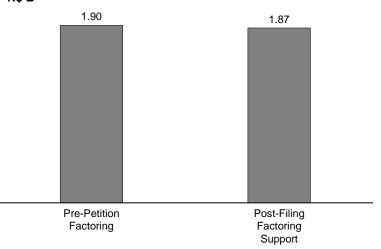
### Support From Brazil's Largest Banks

### Reinstating GOL's Access to Receivables Factoring

- Brazilian corporations rely heavily on receivables factoring to increase cash positions as consumers have the option to pay over multiple instalments
- Prior to the restructuring, GOL factored through uncommitted "one-off" transactions and negotiations
  - The restructuring not only reinstated its ability to factor ~R\$ 1.9B, but also resulted in a committed line of credit from local banks

#### **Factoring Amounts**



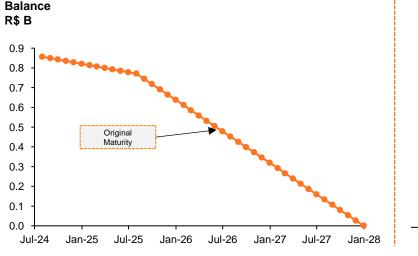


#### **Reprofiling Local Debentures**

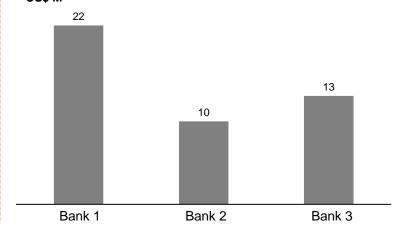
- GOL issued local debentures which were held by the local banks and secured by GOL's Visa credit card receivables
  - Principal: ~R\$ 856M (~US\$ 154M)
- GOL negotiated a reprofiling of amortization payments and extension of maturity from June 2026 to December 2027

#### Renewing Stand-By-Letters-Of-Credit

- GOL's Stand-By-Letters-Of-Credit ("SBLCs") were issued across all three banks
- Negotiations yielded a commitment to renew SBLCs as they expire



## SBLCs without cash collateral US\$ M

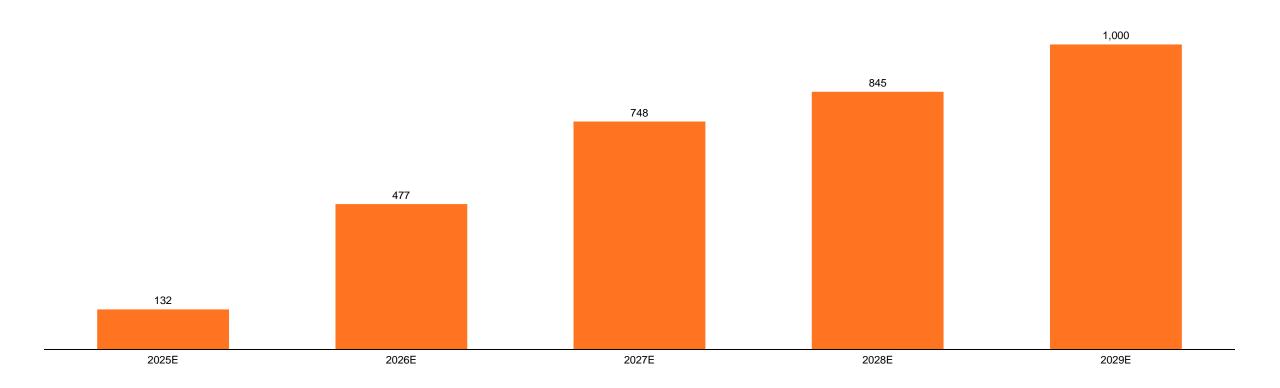




## GOL is Implementing a Profit Improvement Program to Drive a Competitive Cost Profile

GOL has identified ~80% of its R\$ 1.0 billion annual profit improvement target for 2029, including both revenue and cost initiatives

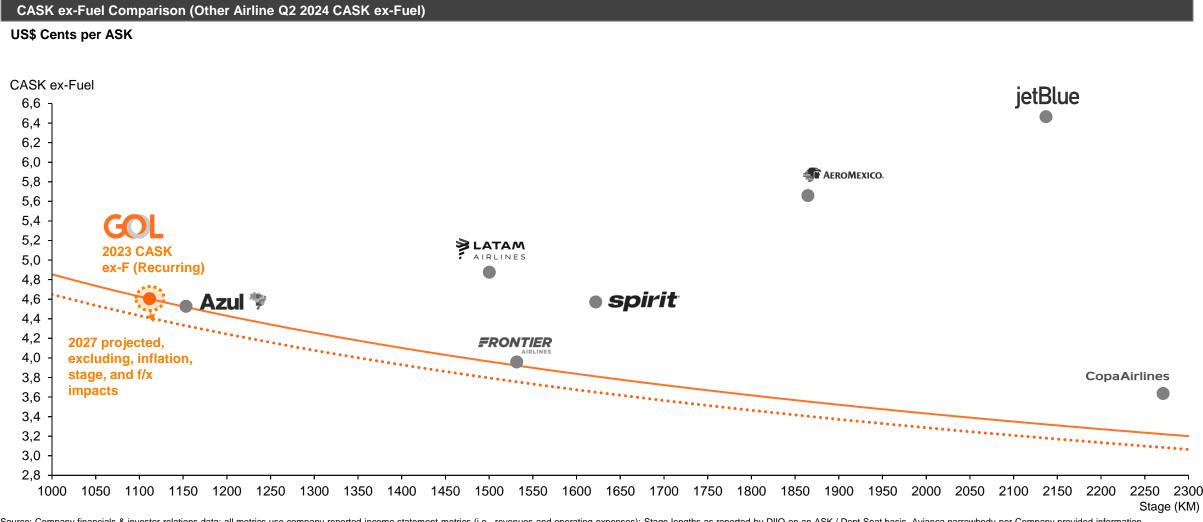
PIP Program – Real Terms (R\$)



Note: Figures exclude inflationary impacts and are net of implementation costs Source: PIP estimate as of 10-27-2024 (excluding inflation)

## The PIP Builds on GOL's Existing Cost Advantage, Enhancing GOL's Ability to Compete

After adjusting for stage length differences among other airlines, GOL is projected to strengthen its industry-leading ex-fuel cost advantage relative to Latin American airlines, U.S. LCCs, and U.S. ULCCs



Source: Company financials & investor relations data; all metrics use company reported income statement metrics (i.e., revenues and operating expenses); Stage lengths as reported by DIIO on an ASK / Dept Seat basis. Avianca narrowbody per Company provided information Note: GOL trend line represents adjustment to each KM in data field





Appendix

### GOL's Capacity Grows by Clearing the Maintenance Backlog and through MAX Deliveries



GOL's international network expansion is supported by its MAX deliveries and lessor engine financing support; GOL remains on track to return to pre-pandemic domestic capacity levels by 2026

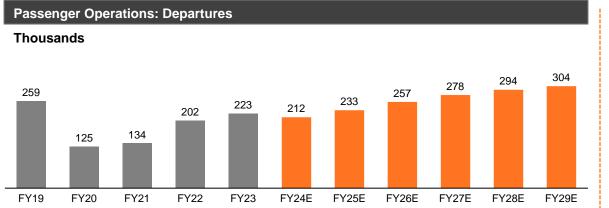
#### ASKs<sup>1</sup> Billions +5% +5% 69.7 +11% 66.4 63.0 +16% 57.0 +14% 51.1 49.1 43.1 43.3 40.8 27.1 25.1 Return to pre-pandemic domestic capacity levels in 2026 FY19 FY20 FY21 FY22 FY23 FY24E FY25E FY26E FY27E FY28E FY29E Actual Forecast

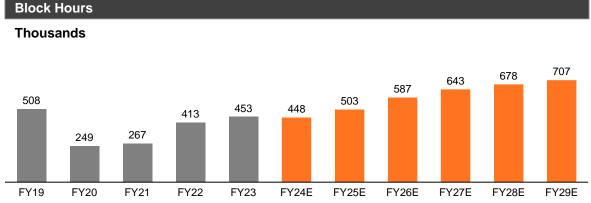
Source: GOL January 2025 5YP (1) International capacity forecasted to range from 10% - mid-20% of total capacity depending on the year

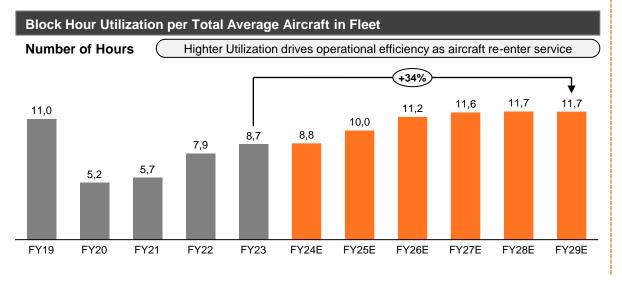
# GOL's Utilization Rebound & Longer Stage Length Drives Efficiencies Across Operations

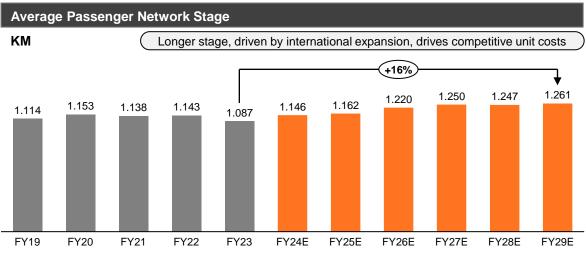


GOL's utilization & stage profiles tied to (i) engine maintenance investment and (ii) network strategy, drive revenue and cost efficiencies throughout the projection period







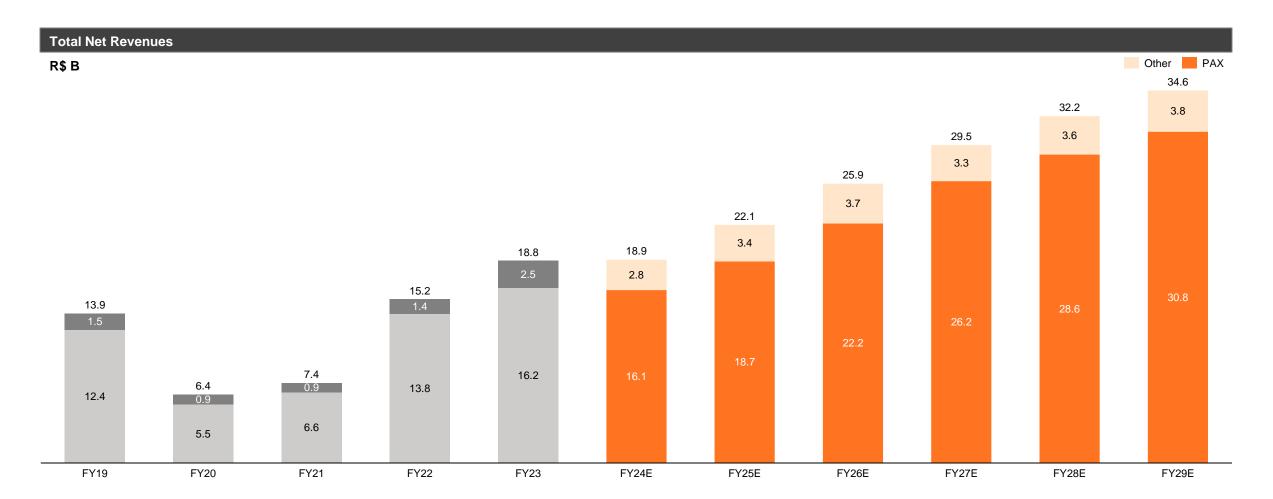


Source: GOL January 2025 5YP

### Available Aircraft and Network Strategy Improve Revenue Beyond Historical Levels



Revenue growth is driven principally by the rebuild of domestic capacity to 2019 levels by 2026, complemented by significant international growth

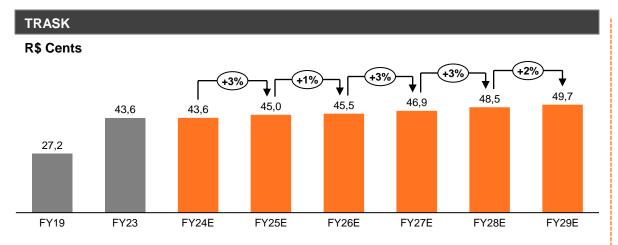


Source: GOL January 2025 5YP

## Unit Revenues Improve But Lag Overall Inflation While Costs Remain Competitive



Unit revenue growth recoups inflationary pressures and currency devaluation impacts on U.S. dollar denominated costs and certain cash flows, while operating expense headwinds are offset by stage length improvements and PIP benefits



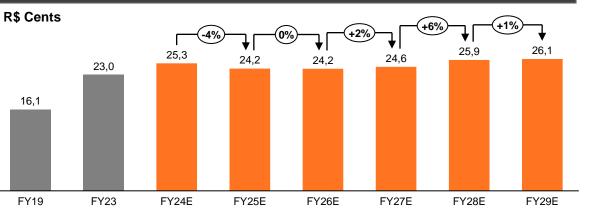
### P-RASK



#### CASK (Recurring)



### CASK ex-Fuel (Recurring)



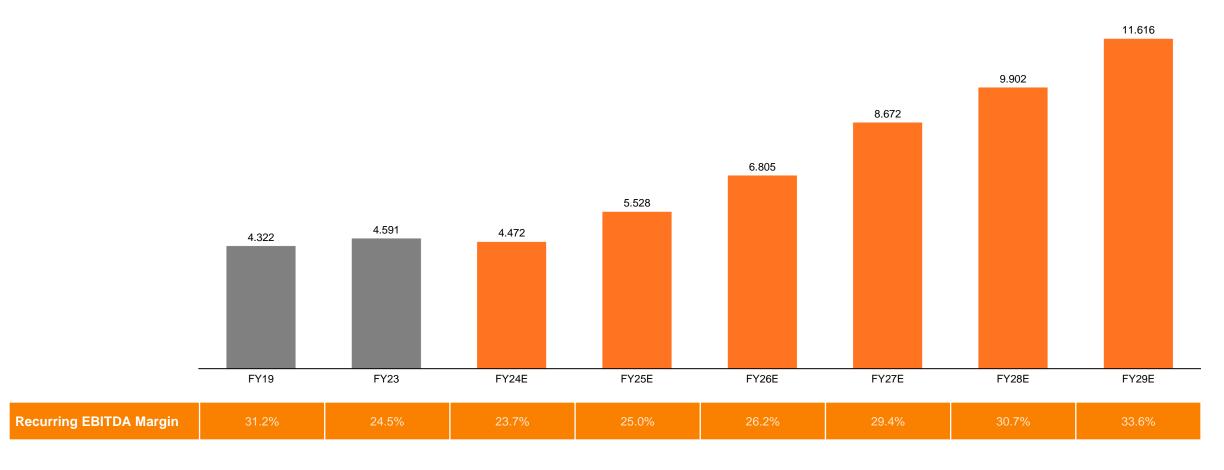
Source: GOL January 2025 5YP

## Industry Leading & Sustainable EBITDA Margins



The 5YP projects strong EBITDA growth through 2029 which is supported by improved unit economics and cost reductions

### Recurring EBITDA R\$ M

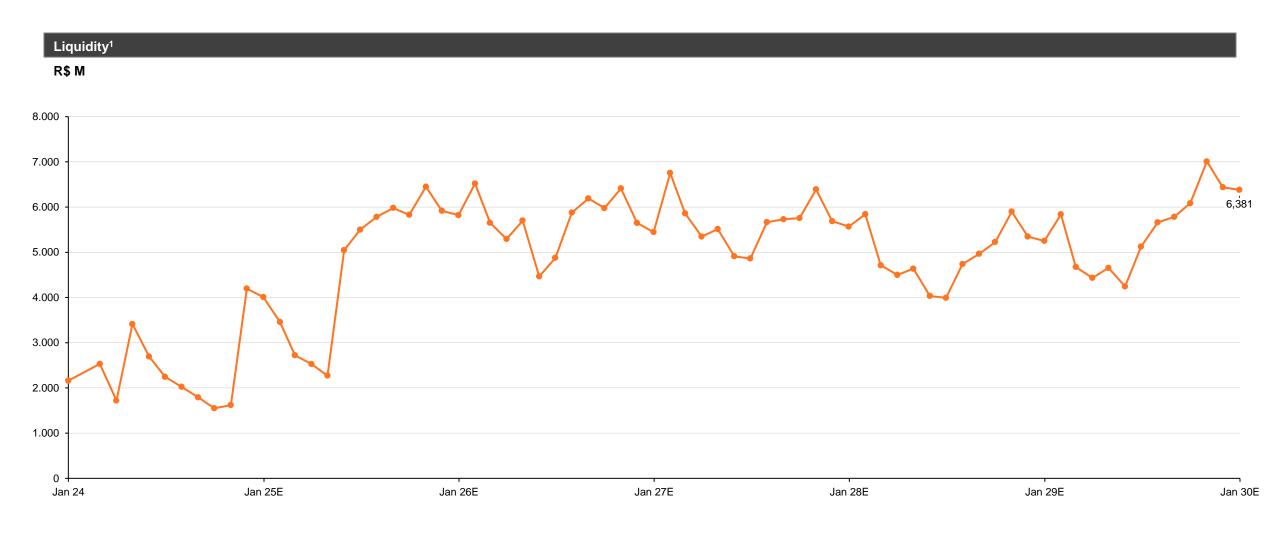


Source: GOL January 5YP Note: Recurring EBITDA excluding non-recurring items

# The Restructuring Provides Strong Liquidity levels



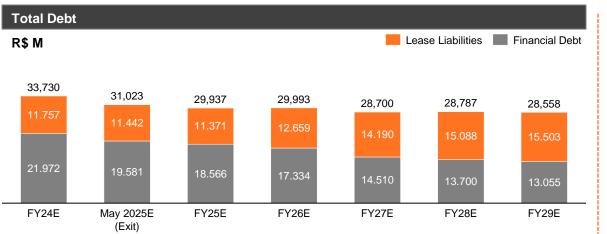
GOL's January 5YP projects substantially improved levels of liquidity



Note: Actual results through November 2024 represent cash & cash equivalents; forecast aligns with defined liquidity including factorable receivables January 2025 5YP only factors receivables in some months and an as needed basis in order to maintain sufficient cash (1) Assumes take-back notes cash pay election for all periods; take-back debt assumed to be paid semi-annually; assumes US\$330M exit equity financing

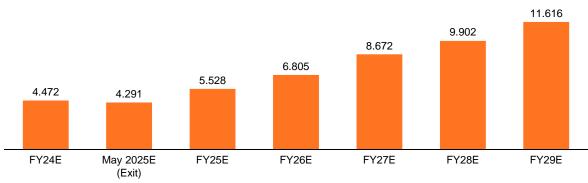
# January 2025 5YP Net Debt

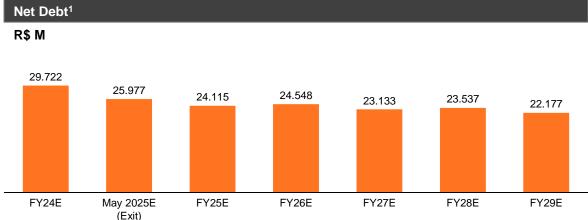
Deleveraging is achieved through the conversion of debt to equity and improved EBITDA as aircraft return to service, with leverage projected to drop to 2.7x by YE27 and 1.9x by YE29



**Recurring EBITDA** 

R\$ M





Net Debt



Note: Late May / early June 2025 assumed exit (1) Calculated using total liquidity (cash + factorable receivables)

Turns of EBITDA





Appendix

Income Statement (R\$ M)	2019	2023	LTM 9M 2024	2024E	LTM May 2025E	2025E	2026E	2027E	2028E	2029E
Net Revenue	2013	2023		20246		20232	20202	2021	2020	ZUZJE
Passenger Revenue	12,364	16,247	11,485	16,061	16,826	18,727	22,247	26,188	28,646	30,777
Cargo Revenue	411	964	933	1,272	1,357	1,531	1,563	1,643	1,727	1,815
Smiles Revenue	447	622	468	566	670	711	834	982	1,067	1,154
Other Revenue	643	941	724	988	1,068	1,133	1,297	717	776	854
Total Net Revenue	13,865	18,774	13,611	18,887	19,921	22,103	25,940	29,530	32,217	34,600
Recurring Operating Expenses										
Fuel Expense	(3,970)	(5,950)	(3,956)	(5,414)	(5,898)	(6,533)	(7,677)	(8,339)	(8,739)	(9,057)
Labor Expense	(2,361)	(2,523)	(2,045)	(2,780)	(2,888)	(3,042)	(3,570)	(3,979)	(4,322)	(4,645)
Passenger Expense	(1,256)	(2,021)	(1,466)	(2,066)	(2,052)	(2,023)	(2,278)	(2,497)	(2,665)	(2,794)
Maintenance Expense	(1,200)	(1,320)	(1,028)	(1,332)	(1,787)	(1,853)	(2,012)	(1,860)	(2,029)	(1,538)
Departure & Landing Fees	(760)	(901)	(742)	(1,010)	(1,109)	(1,266)	(1,502)	(1,714)	(1,888)	(2,053)
Other Expenses	(1,056)	(1,469)	(1,251)	(1,813)	(1,897)	(1,857)	(2,097)	(2,470)	(2,673)	(2,897)
Total Operating Expenses	(9,542)	(14,183)	(10,488)	(14,415)	(15,630)	(16,575)	(19,135)	(20,858)	(22,315)	(22,984)
	(3,342)	(14,100)	(10,400)	(14,413)	(13,030)	(10,575)	(13,133)	(20,000)	(22,313)	(22,304)
Recurring EBITDA	4,322	4,591	3,122	4,472	4,291	5,528	6,805	8,672	9,902	11,616
Recurring EBITDA Margin	31.2%	24.5%	22.9%	23.7%	21.5%	25.0%	26.2%	29.4%	30.7%	33.6%
Non-Recurring Expenses	(297)	414	(982)	(1,115)	(1,283)	(484)	196	231	206	252
Accounting EBITDA	4,025	5,005	2,140	3,357	3,009	5,044	7,001	8,903	10,108	11,868
Accounting EBITDA Margin	29.0%	26.7%	15.7%	17.8%	15.1%	22.8%	27.0%	30.1%	31.4%	34.3%
Depreciation & Amortization	(1,728)	(1,666)	(1,339)	(1,926)	(1,990)	(1,852)	(2,323)	(2,952)	(3,648)	(4,256)
EBIT	2,297	3,339	801	1,431	1,018	3,192	4,678	5,951	6,460	7,612
Financial Revenue	1,077	394	188	174	690	703	(19)	10	(9)	27
Financial Expenses	(2,734)	(4,067)	(3,992)	(5,467)	(9,779)	(7,951)	(3,615)	(3,761)	(3,781)	(3,871)
Other Expenses <sup>1</sup>	(87)	(623)	2,092	(988)	(4,273)	(3)	0	(0)	0	0
	(0.)	(0=0)	2,002	(000)	( ,=: 0)	(0)	0	(0)	Ũ	Ũ
EBT	553	(957)	(912)	(4,851)	(12,344)	(4,060)	1,044	2,199	2,670	3,768
Taxes	(210)	(265)	(39)	(39)	(36)	0	(84)	(442)	(605)	(790)
Net Income	344	(1,222)	(951)	(4,890)	(12,380)	(4,060)	960	1,757	2,065	2,977
Net Income Margin	2.5%	-6.5%	-7.0%	-25.9%	-62.1%	-18.4%	3.7%	6.0%	6.4%	8.6%

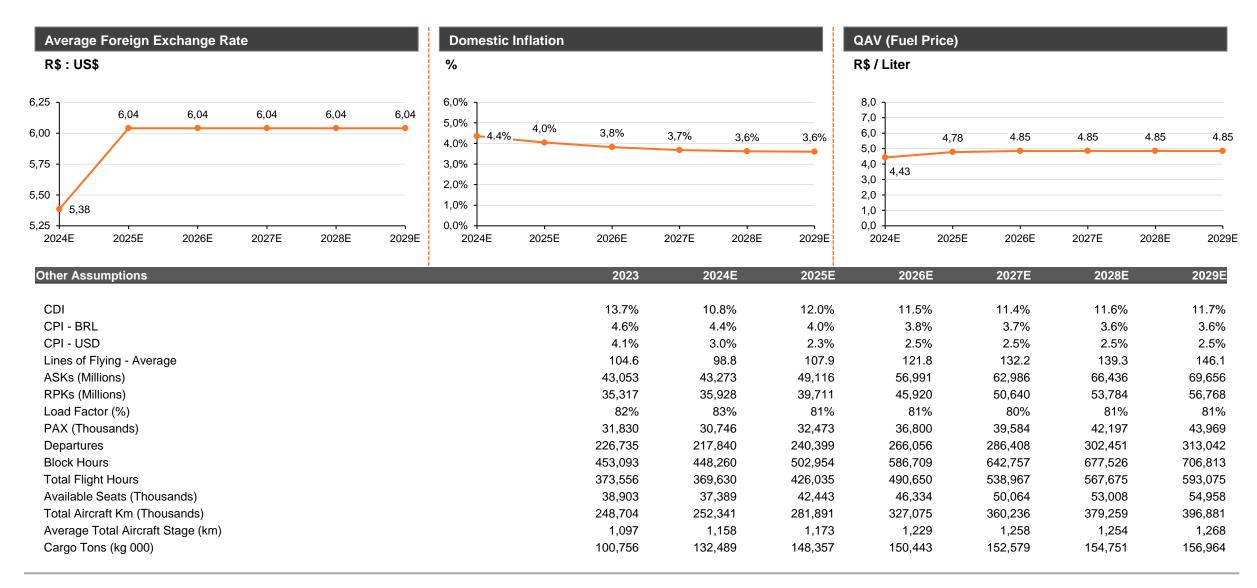
Note: Forecast includes a substantial recapture of the negative impacts from F/X devaluation from the prior forecast published in May 2024 (which assumed a BRL/USD f/x rate of 5.0, declining to 4.85) to the current forecast (which assumes a BRL/USD f/x rate of 6.04 in the forecast periods); This recapture assumption is consistent with the f/x recapture experienced historically by GOL and the broader Brazilian airline industry (see slides 48-55 for more detail) (1) Includes derivative expense / (income) and exchange variance, for the period beyond actuals (November 2024) these accounts have no impact given R\$6.04 exchange rate in all periods

Cash Flow Statement (R\$ M)	2023	2024E	2025E	2026E	2027E	2028E	2029E
Cash From Operations							
Accounting EBITDA	5,005	3,357	5,044	7,001	8,903	10,108	11,868
Non-Cash Adjustments	(459)	(343)	(75)	(180)	(180)	(180)	(180)
Accounts Receivable	63	(2,051)	331	(527)	(354)	(223)	(182)
Inventory & Deposits	65	(942)	(442)	(594)	(970)	(570)	(992)
Accounts Payable	(352)	1,126	(239)	1,107	723	(258)	(330)
Air Traffic Liability & Mileage Program	(236)	477	839	935	1,189	919	1,034
Other Working Capital	829	(65)	(326)	(588)	(398)	(565)	(954)
Cash From Operations	4,914	1,559	5,132	7,154	8,912	9,231	10,264
Cash From Investing							
Capital Expenditure <sup>1</sup>	(1,732)	(1,487)	(2,794)	(2,002)	(2,665)	(3,879)	(3,361)
Proceeds/Payments for Aircraft	-	28	126	277	327	199	263
Cash From Investing	(1,732)	(1,459)	(2,668)	(1,725)	(2,338)	(3,680)	(3,097)
Cash From Financing							
Equity Raise	-	-	1,993	-	-	-	-
Equity Conversion	-	-	-	-	1,510	-	-
Debt Issuance	2,437	5,255	16,116	84	-	-	-
Debt Payments (Amortization)	(995)	(596)	(14,677)	(1,314)	(2,813)	(876)	(709)
Debt Payments (Interest)	(1,123)	(258)	(1,157)	(1,916)	(1,808)	(1,559)	(1,500)
Lease Payments	(2,807)	(2,869)	(3,276)	(3,385)	(3,851)	(3,770)	(4,044)
Other Payments	(517)	(35)	(139)	151	107	38	32
Cash From Financing	(3,005)	1,497	(1,139)	(6,380)	(6,855)	(6,166)	(6,221)
Starting Available Cash & Cash Equivalents	326	503	2,100	3,425	2,474	2,193	1,577
Change in Cash (Ex-Factorable Receivables)	177	1,597	1,325	(952)	(281)	(616)	947
Ending Available Cash & Cash Equivalents	503	2,100	3,425	2,474	2,193	1,577	2,523
Available Cash (With Factorable Receivables)		4,008	5,822	5,445	5,567	5,250	6,381
Restricted Cash Balance	279	358	401	401	401	401	401
Ending Cash Balance	782	2,458	3,826	2,874	2,593	1,977	2,924

Note: Forecast includes a substantial recapture of the negative impacts from F/X devaluation from the prior forecast published in May 2024 (which assumed a BRL/USD f/x rate of 5.0, declining to 4.85) to the current forecast (which assumes a BRL/USD f/x rate of 6.04 in the forecast periods); This recapture assumption is consistent with the f/x recapture experienced historically by GOL and the broader Brazilian airline industry (see slides 48-55 for more detail). The model employs a 12.25% interest rate on the exit financing. The modeled interest rate is not based on discussions with potential investors or market feedback and the actual exit financing interest rate will be subject to market conditions, exit financing terms, company performance and other factors relevant at the time of pricing any exit financing. (1) Includes both aircraft and non-aircraft ("Other Capex"). Other Capex is expected to grow with the size of the airline and through replenishment of inventories.

Balance Sheet (R\$ M)	2023	2024E	2025E	2026E	2027E	2028E	2029E
Assets							
Cash & Cash Equivalents	503	2,100	3,425	2,474	2,193	1,577	2,523
Accounts Receivable	825	2,877	2,546	3,073	3,428	3,651	3,833
Inventory & Deposits	2,883	3,840	4,312	4,906	5,877	6,446	7,439
Restricted Cash	279	358	401	401	401	401	401
Property, Plant & Equipment	8,728	10,178	12,402	15,071	18,237	21,031	22,359
Other Assets <sup>1</sup>	3,507	3,731	3,751	3,700	3,614	3,634	3,597
Total Assets	16,726	23,084	26,837	29,625	33,748	36,740	40,151
Liabilities							
Loans	10,584	21,972	18,566	17,334	14,510	13,700	13,055
Leasing	9,441	11,757	11,371	12,659	14,190	15,088	15,503
Accounts Payable	3,912	4,832	4,732	5,950	7,020	7,314	7,757
Air Traffic Liability & Mileage Program	5,136	5,613	6,452	7,387	8,575	9,495	10,529
Provisions	3,914	4,257	3,722	3,399	3,277	2,962	2,245
Other Liabilities	6,907	2,616	1,866	1,806	1,820	1,761	1,664
Total Liabilities	39,893	51,048	46,708	48,536	49,392	50,319	50,753
Equity							
Common Stock	4,200	4,203	4,203	4,203	4,203	4,203	4,203
Treasury Shares	18	27	27	27	27	27	27
Capital Reserves	979	977	977	977	977	977	977
Equity Value Adjustments	(1,373)	(1,291)	(1,291)	(1,291)	(1,291)	(1,291)	(1,291)
Accumulated Profit (Loss)	(26,991)	(31,880)	(35,940)	(34,980)	(33,223)	(31,158)	(28,181)
Conversion to Claim	-	-	10,160	10,160	10,160	10,160	10,160
Equity Raise	-	-	1,993	1,993	3,503	3,503	3,503
Total Equity	(23,167)	(27,964)	(19,871)	(18,911)	(15,644)	(13,579)	(10,602)

Note: Forecast includes a substantial recapture of the negative impacts from F/X devaluation from the prior forecast published in May 2024 (which assumed a BRL/USD f/x rate of 5.0, declining to 4.85) to the current forecast (which assumes a BRL/USD f/x rate of 6.04 in the forecast periods); This recapture assumption is consistent with the f/x recapture experienced historically by GOL and the broader Brazilian airline industry (see slides 48-55 for more detail). No off-balance sheet liabilities are known or included in the plan detailed above. (1) Includes pre-delivery deposits



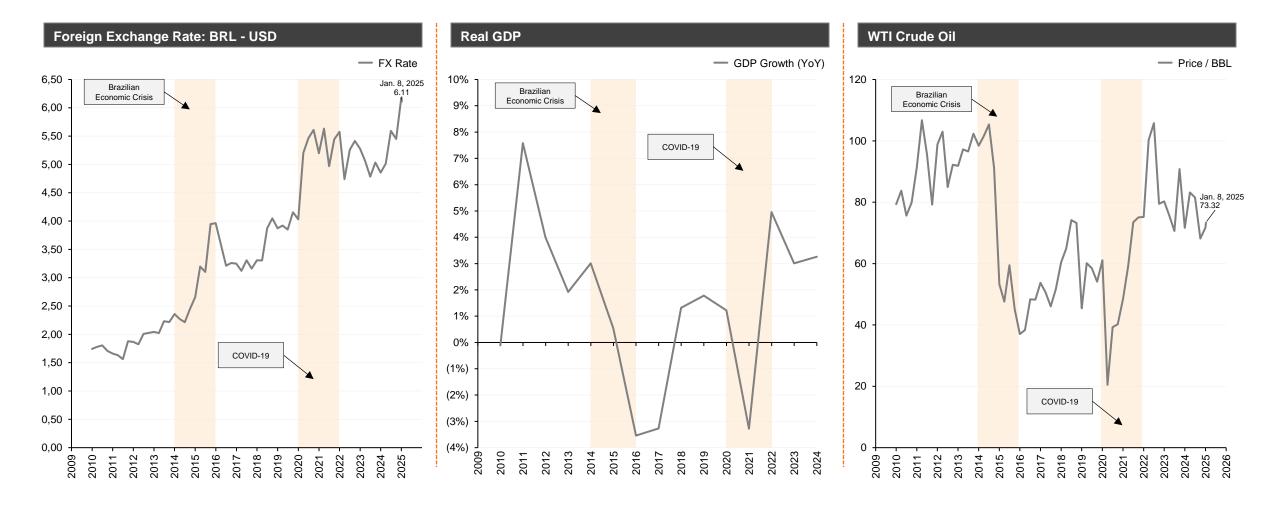
GOL's ability to recapture impacts tied to the depreciation of the BRL is supported by various analyses

### Summary

- Between 2010 2024, GOL endured macro headwinds which drove additional spend tied to U.S. Dollar denominated costs
  - During this period, the BRL depreciated from R\$1.7 to R\$6.1, a ~3.5x increase in the exchange rate
- Foreign exchange devaluation impacts all players in the industry, as such negative impacts have historically been passed on to the consumer
  - The following items are typically denominated in USD for all airlines within the industry; devaluation of the BRL leads to additional cash outflows:
    - Fuel expenses, maintenance capex and reserves, lease payments, capital issuance proceeds, and debt service
  - Given these industry-wide challenges, all Brazilian airlines including GOL have historically passed FX pressures on to the consumer through higher revenues
- GOL has performed several analyses which demonstrate its success in recapturing macroeconomic pressures between 2010 2024
  - Analysis #1: Unit Revenue Growth Trends vs. Foreign Exchange Rate Growth
    - GOL compared several historical periods on a quarterly basis to demonstrate consistent recapture of cash outflows caused by FX devaluations
  - Analysis #2: Domestic Fare Regression
    - A regression analysis of GOL's domestic fares from 2010 2024 shows a high correlation between FX growth and average fare growth with a 71% coefficient, meaning that each 1.0% change in foreign exchange rates impacts domestic fares (in BRL) by approximately 0.71%
    - U.S. denominated cash flows represent approximately 60% of GOL's passenger revenues<sup>1</sup>
    - Therefore, the regression analysis indicates that revenue growth has more than offset the increased cash outflow due to FX devaluation (passenger revenues grow by 71% of the increase in FX, but cash outflows denominated in USD represent only 60% of passenger revenues)
  - Analysis #3: Indexing Method Using 2010 / 2018 Public Data
    - By indexing absolute fuel and FX related costs to a base year, GOL visually demonstrates the quantity of recapture on revenues vs. headwinds on fuel and FX components
  - Analysis #4: Foreign Exchange Movements are Highly Correlated to Unit Revenue Trends
    - Calculating the trends between FX and unit revenue progression from 2010 2024 shows the two metrics are highly correlated

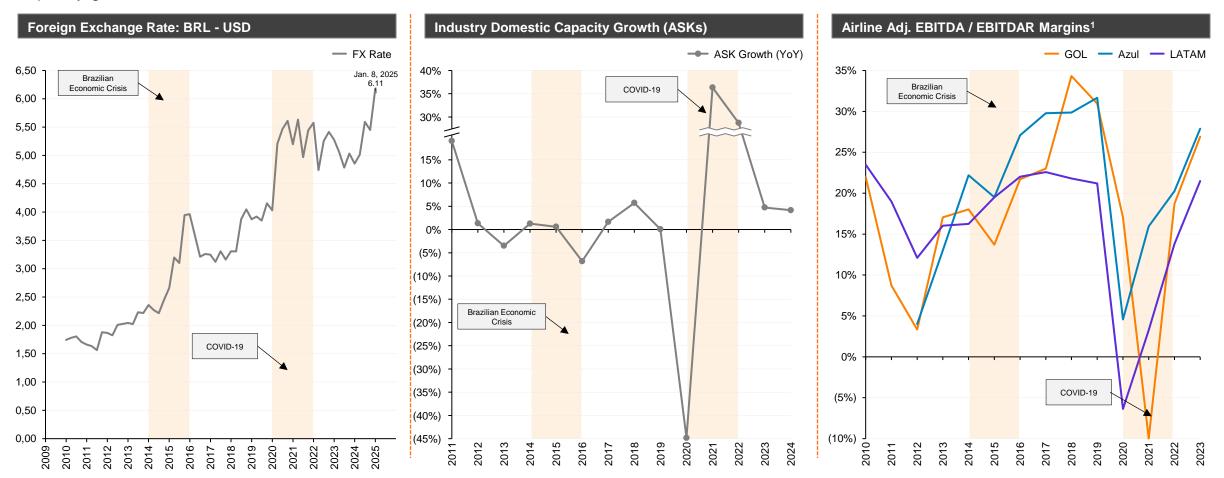
(1) Based on GOL 5YP; the sum of US\$ denominated operating costs, US\$ denominated aircraft ownership payments, and US\$ denominated capex is equal to approximately 60% of PAX revenues in most years of the projection





Source: Bloomberg

Industry experienced margin expansion between 2016 – 2022, demonstrating resilience during periods of exchange rate devaluation and capacity growth

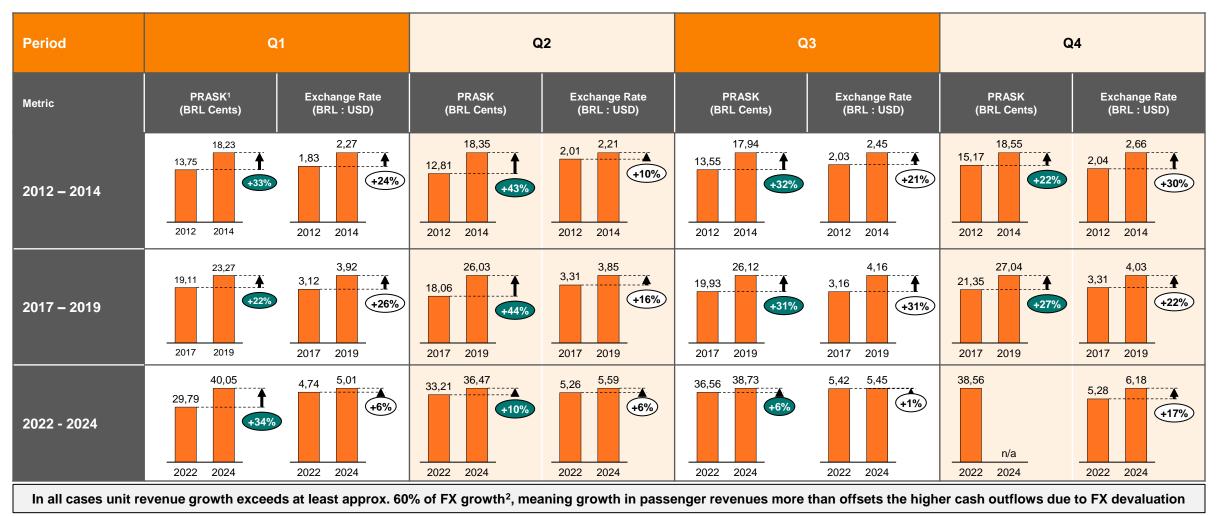


Source: Bloomberg Airline Dashboard; Diio; Company investor relations excel workbooks (1) Due IFRS 16 accounting standards; EBITDAR is reported prior to 2018 while EBITDA is used thereafter

# Recapture Analysis: Change in Unit Revenue (PRASK) vs. BRL Exchange Rate



Over the last decade, in periods of significant FX devaluation, GOL consistently produced higher unit revenue growth (PRASK growth) compared to FX growth



Note: GOL fundamentals spreadsheet (IR website, public data), Bloomberg foreign exchange rates

(1) PRASK equals pax revenue divided by ASKs; (2) Based on GOL 5YP; the sum of US\$ denominated operating costs, US\$ denominated aircraft ownership payments, and US\$ denominated capex is equal to approximately 60% of PAX revenues in most years of the projection

# The Exchange Rate Impact on GOL's Domestic Revenue Fare Regression



GOL's revenue management team ran regressions on the Company's historical domestic average fare data (2010 – 2024); the regression analysis shows a high correlation between FX growth and BRL denominated average fare growth with a 71% coefficient

### Foreign Exchange Rate Impact on Domestic Average Fares in U.S. Dollars

- Foreign Exchange Rate Coefficient: (0.265)
  - Coefficient implies a reduction in the U.S. denominated fare; however, the resulting BRL fare increases by ~71% of the FX growth impact
  - The (0.26) coefficient means that each 1.0% change in foreign exchange rates • impacts domestic fares in USD by approximately (0.265%)
  - Once converted back into BRL, the resulting domestic fare is +0.71% higher (+1.0% higher due to higher FX multiplied by -0.265% change in USD fare)

### Regression Supports that Over Time, GOL's Recapture has Offset FX Impacts on **U.S. Dollar Denominated Cash Flows**

- U.S. denominated cash flows represent approximately 60% of GOL's passenger revenues
  - Applicable cash flows included U.S. dollar denominated operating cash flows (i.e., fuel); U.S. dollar denominated aircraft ownership payments; and U.S. dollar denominated capital expenditures

Domestic Average Fare Regr	ession Outputs						
Input	Regression Coefficient	Description					
Foreign Exchange Rate	(0.265)	<ul> <li>Multiplied by the grov foreign exchange rate</li> </ul>	wth rate in BRL : USD es between periods				
Jet Fuel	0.57	<ul> <li>Multiplied by the grov per litre, in U.S. Dolla</li> </ul>	wth rate in jet fuel price ars				
Stage Length	0.56	<ul> <li>Multiplied by stage length growth bety periods (KMs)</li> </ul>					
Example of Regression Impa	nct Using 10% Increa	se In Exchange Rate;	All Else Equal				
Example: 10% Growth in Fx	Starting Fare (R\$)	Exchange Rate	Resulting Fare (\$)				
Date 1	300.00	6.00	50.00				
Growth – Regression Output	n/a	n/a	(2.65%)				
Date 2	321.25	6.60	48.67				
Fare Growth (Period / Period)	7.1%	10%	(2.65%)				

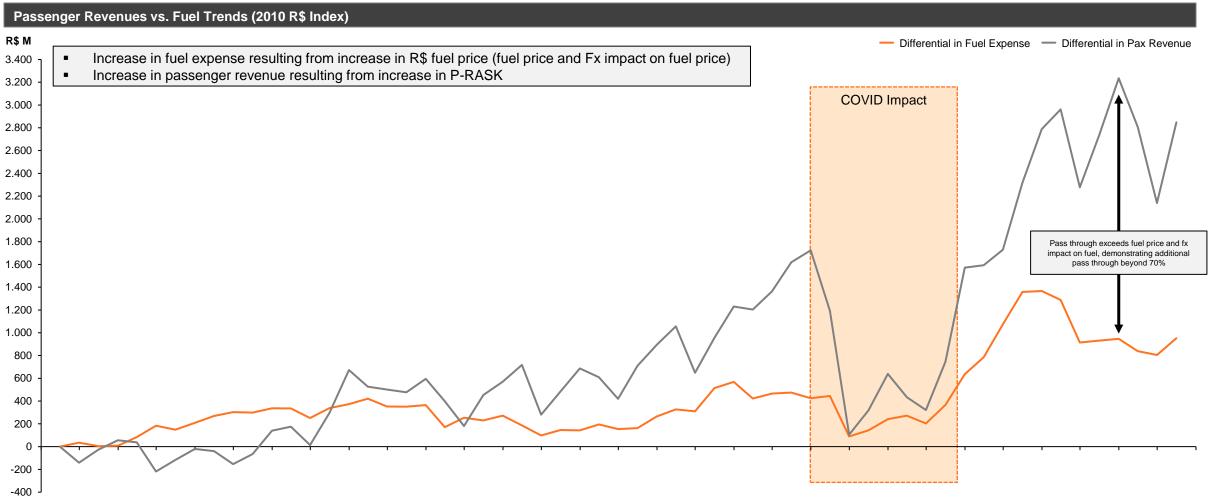
The regression analysis indicates that revenue growth has more than offset the increased cash outflow due to FX devaluation (passenger revenues grow by 71% of the increase in FX, but cash outflows denominated in USD represent only 60% of passenger revenues)

Note: The regression analysis found a high correlation between average domestic fares and: Foreign exchange rates; Jet fuel prices (per liter); Stage length; Load factors. Analysis focuses on domestic fares given stability of the Company's domestic operation. Regressions were run using historical fare data represented in U.S. dollars. Regression results predict average fare changes in U.S. dollars, that must then be converted back into BRL. Regression variables were converted to Log, as a result coefficients can be interpreted as elasticities

# **Recapture Analysis: Passenger Revenues vs. Fuel Price Indexed to 2010 R\$**



Illustrating GOL's ability to recapture impacts beyond fuel historically by indexing unit revenues and fuel price per liter to 2010 Brazilian Reals



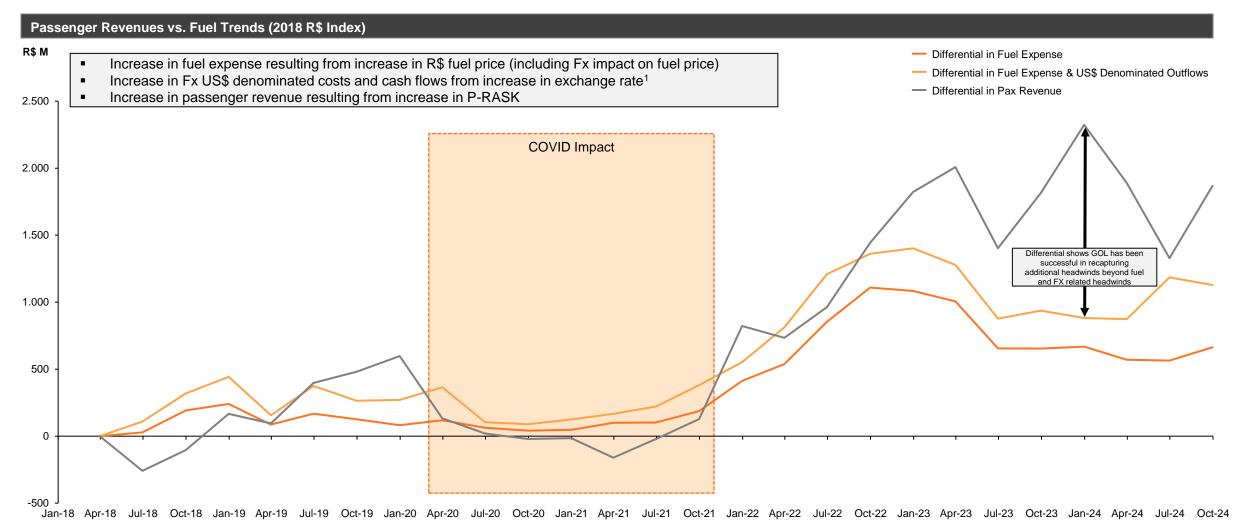
Jan-10 Jul-10 Jan-11 Jul-11 Jan-12 Jul-12 Jan-13 Jul-13 Jan-14 Jul-14 Jan-15 Jul-15 Jan-16 Jul-16 Jan-17 Jul-17 Jan-18 Jul-18 Jan-19 Jul-19 Jan-20 Jul-20 Jan-21 Jul-22 Jan-22 Jul-23 Jan-23 Jul-23 Jan-24 Jul-24 Jan-25

Source: GOL Fundamentals Spreadsheet (Public Data)

# Recapture Analysis: Passenger Revenues vs. Fx & Fuel Indexed to 2018 R\$



Illustrating GOL's ability to recapture impacts beyond fuel historically by indexing unit revenues, fuel price per liter, and foreign exchange rates to 2018 Brazilian Reals

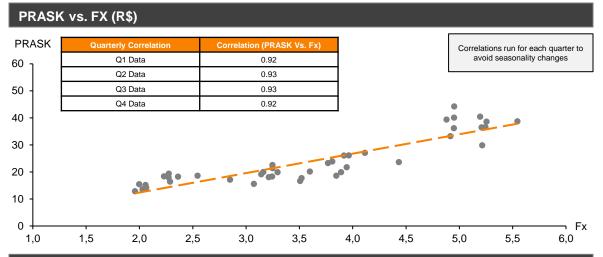


Source: GOL Fundamentals Spreadsheet (Note – index to 2018 as public cash flow data from spreadsheet begins in 2018) (1) Using public cash flow statement and includes deposits, acquisition of PPE, Lease payments aircraft, and lease payments others

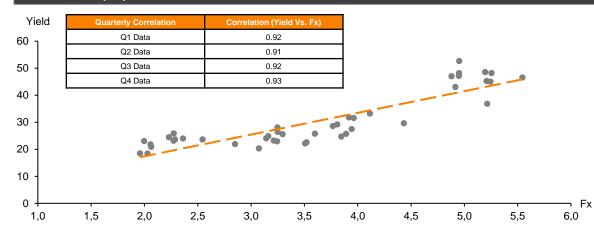
# **Recapture Analysis: Correlation of Unit Revenues with FX**



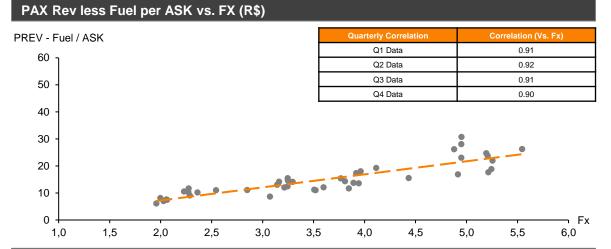
Using GOL's historical financials proves that unit passenger revenues and BRL exchange rate movements are meaningfully correlated, with values of 0.9+ for the periods between 2012 - 2024



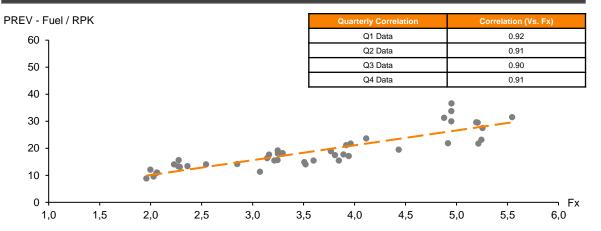
### Yield vs. FX (R\$)



Source: GOL Fundamentals Spreadsheet Note: Excludes COVID Period (2Q 2020 – 4Q 2021)



### PAX Rev less Fuel per RPK vs. FX (R\$)





# **Thank You!**

#### Presentation For Public Side Parties

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