

GOL LINHAS AÉREAS INTELIGENTES S.A.
(Publicly-held Company)

CNPJ/ME No 6,164,253/0001-87
NIRE 35,300,314,441

MINUTES OF THE BOARD MEMBER'S MEETING
HELD ON FEBRUARY 9, 2021

- I. **DATE, TIME AND PLACE:** February 9, 2021, at 4 p.m., at Gol Linhas Aéreas Inteligentes S.A. ("**Company**" or "**GOL**"), headquartered at Praça Comandante Linneu Gomes, S/N, Entrance 3 - at the Board of Director's Meeting Room, Jardim Aeroporto, in the City of São Paulo, State of São Paulo.
- II. **CALL AND ATTENDANCE:** Waived, pursuant to §4 of article 19 of the Company's Bylaws, due to the attendance of all members of the Board of Directors: Messrs. Constantino de Oliveira Junior, Joaquim Constantino Neto, Ricardo Constantino, Antonio Kandir, German Pasquale Quiroga Vilardo, André Béla Janszky, Francis James Leahy Meaney, Philipp Schiemer and Ms. Anna Luiza Serwy Constantino.
- III. **PRESIDING BOARD:** Mr. Constantino de Oliveira Junior assumed the chairmanship of the meeting, who invited me, Ms. Melissa Paula dos Santos Silva Sica, to act as secretary.
- IV. **AGENDA:** **(i)** examine, discuss and approve the signing of the Protocol and Justification ("**Protocol and Justification**") between the Company, Gol Linhas Aéreas S.A. ("**GLA**") and Smiles Fidelidade SA ("**SMILES**"), which establishes the terms and conditions of corporate reorganization, whose acts and events are linked and interdependent, whereby the shares issued by SMILES will be merged by GLA, and the shares issued by GLA will be merged by the Company. As a result, the Company will be the holder of all shares issued by GLA and GLA will hold all shares issued by SMILES ("**Reorganization**"), subject to the approval of the Reorganization by the majority of the outstanding shares of SMILES; **(ii)** propose to the Company's Shareholders' Meeting the ratification of the appointment of the specialized company Apsis Consultoria e Avaliação Ltda., as responsible for the preparation of the economic value appraisal report of GLA's equity, for the purpose of the merger of GLA shares by the Company; **(iii)** approve the Management Proposal; **(iv)** authorize the call for the Company's Shareholder's Meeting Company to resolve on the Reorganization and other related matters, as described in the Management Proposal; and **(v)** authorize the Company's Executive Board to perform any and all acts, contracts and/or instruments and their eventual amendments, necessary or convenient to the above

resolutions.

- V. **RESOLUTIONS:** Provided the necessary clarifications, after due analysis of the relevant documents referring to the matters contained in this, it was unanimously resolved:

(i) approve the Protocol and Justification in all its terms and conditions, authorizing the Company's managers to proceed with its execution, subsequent filing at the Company's headquarters, and it is stated that, for the purposes of this approval, the following documents were analyzed and discussed : (i.1) Appraisal Report at economic value of GLA's equity, for the purpose of the merger of GLA shares by the Company; (i.2) Appraisal Report at market value of SMILES' equity, for the purpose of the merger of SMILES shares by GLA; (i.3) Appraisal Report of GLA's and Company's equity at market value; and (i.4) Appraisal Report of the net equity at market value of SMILES and GLA;

(ii) propose to the Company's Shareholders' Meeting the ratification of the appointment of the specialized company Apsis Consultoria e Avaliação Ltda. as responsible for the preparation of the economic value appraisal report of GLA's equity, for the purpose of the merger of GLA shares issued by the Company;

(iii) approve the Management Proposal related to the Reorganization to be submitted to the Company's shareholders at the Shareholders' Meeting, which is filed at the Company's headquarters and will be disclosed in accordance with the applicable regulations;

(iv) authorize the calling of the Company's Shareholder's Meeting to resolve on the following agenda:

- i. *approve the Protocol and Justification ("Protocol and Justification") to be executed between the managements of the Company, Gol Linhas Aéreas S.A., a privately-held company, enrolled with CNPJ/MF under No. 7,575,651/0001-59, headquartered in the city of Rio de Janeiro, state of Rio de Janeiro, at Praça Senador Salgado Filho, S/N, Aeroporto Santos Dumont, ground floor, public area, between hubs 46-48/O-P, ("GLA") and SMILES Fidelidade S.A., a publicly-held company, enrolled with the Corporate Taxpayers' Registry (CNPJ/MF) under No. 5,730,375/0001-20, headquartered in the city of Barueri, state of São Paulo, at Alameda Rio Negro, 585, block B, 2nd floor, Alphaville, 06454-000 ("SMILES"), setting forth the*

terms and conditions of the corporate reorganization, whose acts and events are linked and interdependent, in accordance with which shares issued by SMILES will be merged by GLA, and shares issued by GLA will be merged by the Company. As a result, the Company will become the indirect holder of all shares issued by SMILES, combining the operations and shareholder bases of the Company and SMILES ("Reorganization");

- ii. ratify the appointment of expert company Apsis Consultoria e Avaliações Ltda., enrolled with the CNPJ/MF under No. 8,681,365/0001-30 and CRC/RJ No. 005112/O-9, headquartered in the city of Rio de Janeiro, state of Rio de Janeiro, at Rua do Passeio, 62 / 6th floor, as responsible for the preparation of the appraisal report on the economic value of the equity of GLA, for purposes of the merger of GLA shares issued by the Company ("Appraisal Report of GLA Shares");*
- iii. approve the Appraisal Report of GLA Shares;*
- iv. approve the proposed Reorganization, in accordance with the Protocol and Justification;*
- v. authorize, as a result of the merger of the GLA shares, GOL's capital increase, to be subscribed for and paid by the members of management of GLA, and subsequent amendment to its bylaws (once the final number of shares has been determined, depending on the exchange ratio to be elected by SMILES shareholders, and, therefore, the final number of GOL shares to be issued as a result of the merger of GLA shares), including the authorization of the Board of Directors to determine, at the time of consummation of the Reorganization, the exact number of shares to be issued, as well as the amounts to be allocated to the capital stock and the capital reserve; and*
- vi. approve the creation of preferred shares and redeemable preferred shares issued by the Company.*

(v) authorize the Company's Executive Board to perform any and all acts, contracts and/or instruments and their eventual amendments, necessary or convenient to the above resolutions.

The Board Members unanimously authorized the drawing up of these minutes in

summary form.

- VI. **SUSPENSION OF WORKS AND DRAWING UP OF THE MINUTES:** The floor was offered to anyone who wished to make use of it and, as no one did, the works were suspended for the time necessary to draw up these minutes, which, when the works were reopened, was read, checked by those present and signed. Signatures: Presiding Board: Constantino de Oliveira Junior - Chairman; Melissa Paula dos Santos da Silva Sica - Secretary. Board of Directors Members: Messrs. Constantino de Oliveira Junior, Joaquim Constantino Neto, Ricardo Constantino, Antonio Kandir, German Pasquale Quiroga Vilardo, André Béla Janszky, Francis James Leahy Meaney, Philipp Schiemer and Miss Anna Luiza Serwy Constantino.

I certify that this document is a true copy of the original registered in proper book.

São Paulo, February 9, 2021.

Constantino de Oliveira Junior
Chairman

Melissa Paula dos Santos Silva Sica
Secretary