

As filed with the Securities and Exchange Commission on March 21, 2023

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 20-F**

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED  
DECEMBER 31, 2022  
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR
- SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934



**GOL Linhas Aéreas Inteligentes S.A.**

(Exact name of registrant as specified in its charter)

**GOL Intelligent Airlines Inc.**

(Translation of registrant's name into English)

**The Federative Republic of Brazil**

(Jurisdiction of incorporation or organization)

Richard F. Lark, Jr.

+55 11 5098-7881

Fax: +55 11 5098-2341

E-mail: [ri@voegol.com.br](mailto:ri@voegol.com.br)

Praça Comandante Linneu Gomes, S/N, Portaria 3

Jardim Aeroporto

04626-020 São Paulo, São Paulo

Federative Republic of Brazil

+55 11 2128-4700

(Address of principal executive offices)

(Name, telephone, e-mail and/or facsimile number and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

<u>Title of each class:</u>	<u>Trading symbol:</u>	<u>Name of each exchange on which registered:</u>
Preferred Shares, without par value American Depositary Shares (as evidenced by American Depositary Receipts), each representing two Preferred Shares	GOL	New York Stock Exchange New York Stock Exchange

\* Not for trading purposes, but only in connection with the trading on the New York Stock Exchange of American Depositary Shares representing those preferred shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act:  
None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:  
None

The number of outstanding shares of each class of stock of GOL Linhas Aéreas Inteligentes S.A. as of December 31, 2022:

**2,863,682,710 Common Shares**  
**336,833,571 Preferred Shares**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term “new or revised financial accounting standard” refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by  
the International Accounting Standards Board

Other

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

## Table of Contents

<a href="#">Presentation of Financial and Other Data</a>	4
<a href="#">Cautionary Statements about Forward-Looking Statements</a>	5
<a href="#">PART I</a>	
<a href="#">ITEM 1. Identity of Directors, Senior Management and Advisers</a>	6
<a href="#">ITEM 2. Offer Statistics and Expected Timetable</a>	6
<a href="#">ITEM 3. Key Information</a>	6
<a href="#">A. [Reserved]</a>	6
<a href="#">B. Capitalization and Indebtedness</a>	6
<a href="#">C. Reasons for the Offer and Use of Proceeds</a>	6
<a href="#">D. Risk Factors</a>	6
<a href="#">Risks Relating to Brazil</a>	7
<a href="#">Risks Relating to Us and the Brazilian Airline Industry</a>	9
<a href="#">Risks Relating to the ADSs and Our Preferred Shares</a>	15
<a href="#">ITEM 4. Information on the Company</a>	16
<a href="#">A. History and Development of the Company</a>	16
<a href="#">Overview</a>	16
<a href="#">Founding</a>	16
<a href="#">GOL Effect</a>	16
<a href="#">Importance of Air Transportation in Brazil</a>	16
<a href="#">Competitive Strengths</a>	16
<a href="#">Operating Data Highlights</a>	19
<a href="#">Recent Developments</a>	20
<a href="#">B. Business Overview</a>	20
<a href="#">Airline Business</a>	20
<a href="#">Loyalty Program: Smiles</a>	33
<a href="#">Cargo: GOLLOG</a>	34
<a href="#">MRO: GOL Aerotech</a>	34
<a href="#">Innovation: GOLLabs</a>	35
<a href="#">Industry Overview</a>	35
<a href="#">Brazilian Civil Aviation Market Evolution</a>	36
<a href="#">Regulation of the Brazilian Civil Aviation Market</a>	36
<a href="#">C. Organizational Structure</a>	43
<a href="#">D. Property, Plant and Equipment</a>	43
<a href="#">ITEM 4A. Unresolved Staff Comments</a>	43
<a href="#">ITEM 5. Operating and Financial Review and Prospects</a>	43
<a href="#">A. Operating Results</a>	43
<a href="#">Net Revenues</a>	43

---

<u><a href="#">Operating Costs and Expenses</a></u>	44
<u><a href="#">Operating Segment</a></u>	45
<u><a href="#">Brazilian Macroeconomic Environment</a></u>	45
<u><a href="#">Results of Operations</a></u>	46
<u><a href="#">Segment Results of Operations</a></u>	51
<u><a href="#">B. Liquidity and Capital Resources</a></u>	51
<u><a href="#">C. Research and Development, Patents and Licenses, etc.</a></u>	56
<u><a href="#">D. Trend Information</a></u>	57
<u><a href="#">E. Critical Accounting Estimates</a></u>	57
<u><a href="#">ITEM 6. Directors, Senior Management and Employees</a></u>	57
<u><a href="#">A. Directors and Senior Management</a></u>	57
<u><a href="#">B. Compensation</a></u>	61
<u><a href="#">C. Board Practices</a></u>	62
<u><a href="#">D. Employees</a></u>	63
<u><a href="#">E. Share Ownership</a></u>	63
<u><a href="#">ITEM 7. Major Shareholders and Related Party Transactions</a></u>	64
<u><a href="#">A. Major Shareholders</a></u>	64
<u><a href="#">B. Related Party Transactions</a></u>	64
<u><a href="#">C. Interests of Experts and Counsel</a></u>	65
<u><a href="#">ITEM 8. Financial Information</a></u>	65
<u><a href="#">A. Consolidated Statements and Other Financial Information</a></u>	65
<u><a href="#">B. Significant Changes</a></u>	71
<u><a href="#">ITEM 9. The Offer and Listing</a></u>	71
<u><a href="#">A. Offer and Listing Details</a></u>	71
<u><a href="#">B. Plan of Distribution</a></u>	71
<u><a href="#">C. Markets</a></u>	71
<u><a href="#">D. Selling Shareholders</a></u>	73
<u><a href="#">E. Dilution</a></u>	73
<u><a href="#">F. Expenses of the Issue</a></u>	73
<u><a href="#">ITEM 10. Additional Information</a></u>	73
<u><a href="#">A. Share Capital</a></u>	73
<u><a href="#">B. Memorandum and Articles of Association</a></u>	73
<u><a href="#">C. Material Contracts</a></u>	81
<u><a href="#">D. Exchange Controls</a></u>	81
<u><a href="#">E. Taxation</a></u>	82
<u><a href="#">F. Dividends and Paying Agents</a></u>	90
<u><a href="#">G. Statement by Experts</a></u>	91

---

<a href="#">H. Documents on Display</a>	91
<a href="#">I. Subsidiary Information</a>	91
<a href="#">ITEM 11. Quantitative and Qualitative Disclosures about Market Risk</a>	91
<a href="#">ITEM 12. Description of Securities other than Equity Securities</a>	91
<a href="#">American Depositary Shares</a>	91
<a href="#">PART II</a>	
<a href="#">ITEM 13. Defaults, Dividend Arrearages and Delinquencies</a>	93
<a href="#">ITEM 14. Material Modifications to the Rights of Security Holders and Use of Proceeds</a>	93
<a href="#">ITEM 15. Controls and Procedures</a>	94
<a href="#">ITEM 16. Reserved</a>	94
<a href="#">ITEM 16A. Audit Committee Financial Expert</a>	94
<a href="#">ITEM 16B. Code of Ethics</a>	95
<a href="#">ITEM 16C. Principal Accountant Fees and Services</a>	95
<a href="#">ITEM 16D. Exemptions from the Listing Standards for Audit Committees</a>	95
<a href="#">ITEM 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers</a>	95
<a href="#">ITEM 16F. Change in Registrant's Certifying Accountant</a>	96
<a href="#">ITEM 16G. Corporate Governance</a>	96
<a href="#">ITEM 16H. Mine Safety Disclosure</a>	98
<a href="#">PART III</a>	
<a href="#">ITEM 17. Financial Statements</a>	98
<a href="#">ITEM 18. Financial Statements</a>	98
<a href="#">ITEM 19. Exhibits</a>	98

---

## PRESENTATION OF FINANCIAL AND OTHER DATA

The consolidated financial statements included in this annual report have been prepared in accordance with International Financial Reporting Standards, or IFRS, issued by the International Accounting Standards Board, or IASB, in *reais*.

We have translated some of the *real* amounts contained in this annual report into U.S. dollars. The rate used to translate such amounts in respect of the year ended December 31, 2022 was R\$5.2177 to US\$1.00, which was the U.S. dollar selling rate as of December 31, 2022, as reported by the Brazilian Central Bank (*Banco Central do Brasil*), or the Central Bank. The U.S. dollar equivalent information presented in this annual report is provided solely for the convenience of investors and should not be construed as implying that the *real* amounts represent, or could have been or could be converted into, U.S. dollars at the above rate.

The consolidated financial statements included in this annual report have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and satisfaction of liabilities and commitments in the normal course of business. As such, the consolidated financial statements included in this annual report do not include any adjustments that might result from an inability to continue as a going concern. If we cannot continue as a going concern, adjustments to the carrying values and classification of our assets and liabilities and the reported amounts of income and expenses could be required and could be material. For more information, see “Item 5. Operating and Financial Review and Prospects—D. Trend Information.”

In this annual report, we use the terms “the registrant” and “GLAI” to refer to GOL Linhas Aéreas Inteligentes S.A., and “GOL”, “Company”, “we”, “us” and “our” to refer to the registrant and its consolidated subsidiaries together, except where the context requires otherwise. The term “GLA” refers to GOL Linhas Aéreas S.A., a wholly owned subsidiary of the registrant (formerly VRG Linhas Aéreas S.A., or VRG). References to “preferred shares” and “ADSs” refer to non-voting preferred shares of the registrant and American depositary shares representing those preferred shares, respectively, except where the context requires otherwise.

The phrase “Brazilian government” refers to the federal government of the Federative Republic of Brazil. The term “Brazil” refers to the Federative Republic of Brazil. The terms “U.S. dollar” and “U.S. dollars” and the symbol “US\$” refer to the legal currency of the United States. The terms “*real*” and “*reais*” and the symbol “R\$” refer to the legal currency of Brazil. We make statements in this annual report about our competitive position and market share in, and the market size of, the Brazilian and international airline industries. We have made these statements on the basis of statistics and other information from third party sources, governmental agencies or industry or general publications that we believe are reliable. Although we have no reason to believe any of this information or these reports are inaccurate in any material respect, we have not independently verified the competitive position, market share and market size or market growth data provided by third parties or by industry or general publications. All industry and market data contained in this annual report are from the latest publicly available information.

Certain figures included in this annual report have been rounded. Accordingly, figures shown as totals in certain tables may not be an arithmetic sum of the figures that precede them.

This annual report is incorporated by reference into our registration statement on Form F-3, filed with the SEC on August 7, 2020 and amended on March 21, 2023.

This annual report contains terms relating to operating performance in the airline industry that are defined as follows:

“Aircraft utilization” represents the average number of block-hours operated per day per aircraft for the total aircraft fleet.

“ATK” refers to available ton kilometers and is a measure of total capacity, considering passenger and cargo.

“Available seat kilometers” or “ASK” represents the aircraft seating capacity multiplied by the number of kilometers flown.

“Average stage length” represents the average number of kilometers flown per flight.

“Block-hours” refers to the elapsed time between an aircraft’s leaving an airport gate and arriving at an airport gate.

“Load factor” represents the percentage of aircraft seating capacity that is actually utilized (calculated by dividing revenue passenger kilometers by available seat kilometers).

“Low-cost carrier” refers to airlines with a business model focused on a single fleet type, low-cost distribution channels and a highly efficient flight network.

“MRO” refers to maintenance, repair and operations.

“Net revenue per available seat kilometer” or “RASK” represents net revenue *divided by* available seat kilometers.

“Operating costs and expenses per available seat kilometer” or “CASK” represents operating costs and expenses *divided by* available seat kilometers, which is the generally accepted industry metric to measure operational cost efficiency.

“Operating costs and expenses excluding fuel expense per available seat kilometer” or “CASK ex-fuel” represents operating costs and expenses *less* fuel expense, *divided by* available seat kilometers.

“Passenger revenue per available seat kilometer” or “PRASK” represents passenger revenue *divided by* available seat kilometers.

“Revenue passenger kilometers” or “RPK” represents the number of kilometers flown by revenue passengers.

“Revenue passengers” represents the total number of paying passengers flown on all flight segments.

“Yield per passenger kilometer” or “yield” represents the average amount one passenger pays to fly one kilometer.

#### CAUTIONARY STATEMENTS ABOUT FORWARD-LOOKING STATEMENTS

This annual report includes forward-looking statements, principally under the captions “Risk Factors,” “Operating and Financial Review and Prospects” and “Business Overview.” We have based these forward-looking statements largely on our current beliefs, expectations and projections about future events and financial trends affecting us. Many important factors, in addition to those discussed elsewhere in this annual report, could cause our actual results to differ substantially from those anticipated in our forward-looking statements, including, among others:

- general economic, political and business conditions in Brazil, South America and the Caribbean;
- the effects of global financial markets and economic crises;
- management’s expectations and estimates concerning our financial performance and financing plans and programs;
- fluctuations in crude oil prices and its effect on fuel costs, especially in light of the ongoing conflict between Russia and Ukraine;
- developments relating to, the economic, financial, political and health effects of, and our ability to timely and efficiently implement any measure necessary in response to, or to mitigate the impacts of any pandemic and resulting government measures;
- our level of fixed obligations;
- our capital expenditure plans, including in response to climate change risks;
- our ability to obtain financing on acceptable terms;
- our ability to service our indebtedness;
- inflation and fluctuations in the exchange rate of the *real*;
- changes to existing and future governmental regulations, including air traffic capacity controls and regulations related to climate change matters;
- increases in maintenance costs, insurance premiums and other operating expenses, including fuel costs, that we may not be able to adjust in our ticket prices;

- changes in market prices, customer demand and preferences, including as a result of climate change, and competitive conditions;
- cyclical and seasonal fluctuations in our operating results, including as a result of climate change;
- defects or mechanical problems with our aircraft;
- our ability to successfully implement our strategy;
- developments in the Brazilian civil aviation infrastructure, including air traffic control, airspace and airport infrastructure;
- terrorism incidents, cyber-security threats, disease outbreaks and other health crises or related occurrences affecting the airline industry; and
- the risk factors discussed under the caption “Item 3. Key Information—D. Risk Factors” in this annual report.

The words “believe,” “may,” “will,” “aim,” “estimate,” “continue,” “anticipate,” “intend,” “expect” and similar words are intended to identify forward-looking statements. Forward-looking statements include information concerning our possible or assumed results of operations, business strategies, financing plans, competitive position, industry environment, potential growth opportunities and the effects of regulation and of competition. Forward-looking statements are valid only as of the date they were made, and we undertake no obligation to update publicly or to revise any forward-looking statements after we distribute this annual report because of new information, events or other factors. In light of the risks and uncertainties described above, the forward-looking events and circumstances discussed in this annual report might not occur and are not guarantees of future performance.

## PART I

### ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

### ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

### ITEM 3. KEY INFORMATION

#### A. [Reserved]

#### B. Capitalization and Indebtedness

Not applicable.

#### C. Reasons for the Offer and Use of Proceeds

Not applicable.

#### D. Risk Factors

Investment in the ADSs involves a high degree of risk. You should carefully consider the risks described below, as well as the other information in this annual report, before making an investment decision regarding the ADSs. Our business, financial condition and results of operations could be materially and adversely affected by any of these risks. The trading price of the ADSs could decline due to any of these risks or other factors, and you may lose all or part of your investment. For purposes of this section, when we state that a risk, uncertainty or event may, could, would or will have an “adverse effect” on us or “adversely affect” us, we mean that the risk, uncertainty or event could have an adverse effect on our business, financial condition, results of operations, cash flow, prospects, reputation and/or the trading price of the ADSs, except as otherwise indicated.



## Risks Relating to Brazil

***The Brazilian government has exercised, and continues to exercise, significant influence over the Brazilian economy, and such involvement, along with general political and economic conditions, could adversely affect us.***

The Brazilian government has frequently intervened in the Brazilian economy and has occasionally made drastic changes in policy and regulations. The Brazilian government's actions to control inflation and in respect of other policies and regulations have involved, among other measures, increases in interest rates, changes in tax and social security policies, price controls, currency exchange and remittance controls, devaluations, capital controls and limits on imports. We may be adversely affected by changes in policy or regulations at the federal, state or municipal level involving factors such as:

- interest rates;
- currency fluctuations;
- monetary policies;
- inflation;
- liquidity of capital and lending markets;
- tax and social security policies;
- labor regulations;
- energy and water shortages and rationing; and
- other political, social and economic developments in or affecting Brazil.

Uncertainty over whether the Brazilian government will implement changes in policy or regulation affecting these or other factors may contribute to economic uncertainty in Brazil and to heightened volatility in the Brazilian securities markets and securities issued abroad by Brazilian companies.

According to the Brazilian Institute of Geography and Statistics (*Instituto Brasileiro de Geografia e Estatística*), or the IBGE, Brazil's gross domestic product, or GDP, sharply contracted by 4.1% in 2020 due to global effects of developments relating to the COVID-19 pandemic and grew by 4.6% in 2021 and 2.9% in 2022. Developments in the Brazilian economy may affect Brazil's growth rates and, consequently, the use of our products and services and we have been, and will continue to be, affected by changes in the Brazilian GDP.

***Political instability may adversely affect us.***

Brazilian markets experienced heightened volatility in the last decade due to uncertainties deriving from the ongoing *Lava Jato* investigation, which is being conducted by the Federal Prosecutor's Office, and its impact on the Brazilian economy and political environment. Numerous members of the Brazilian government and of the legislative branch, as well as senior officers of large state owned and private companies have been convicted of political corruption of officials accepting bribes by means of kickbacks on contracts granted by the government to several infrastructure, oil and gas and construction companies.

The ultimate outcome of these investigations is uncertain, but they had an adverse impact on the image and reputation of the implicated companies, and on the general market perception of the Brazilian economy. The development of those unethical conduct cases has and may continue to adversely affect us.

In October 2022, Brazil held elections for President, senators, federal deputies and state deputies. Former President Luiz Inácio Lula da Silva won the election. Uncertainty regarding political developments and the policies the Brazilian federal government may adopt or alter may have material adverse effects on the macroeconomic environment in Brazil, as well as on businesses operating in Brazil, including ours.

***Risks relating to the global economy may affect the perception of risk in emerging markets, which may adversely affect the Brazilian economy, including by means of oscillations in the capital markets and, consequently, us.***

The market value of securities issued by Brazilian companies is influenced, to varying degrees, by the economic and market conditions of other countries, including the United States, European Union member countries and emerging economies. The reaction of investors to events in these countries may adversely affect the market value of the securities of Brazilian companies. Crises in the United States, the European Union or emerging markets may reduce investor interest in the securities of Brazilian companies, including securities issued by us.

In addition, the Brazilian economy is affected by international macroeconomic and market conditions, especially in the United States. Stock prices on the B3 S.A. – *Brasil, Bolsa, Balcão*, or the B3, for example, are highly affected by fluctuations in U.S. interest rates and by the behavior of the major U.S. stock exchanges. Any increase in interest rates in other countries, especially the United States, could reduce overall liquidity and investor interest in Brazilian capital markets.

Recent global developments relating to the ongoing conflict between Russia and Ukraine and, in early 2023, the crisis in global financial systems have generated uncertainty in global capital markets, and U.S. and European stock markets have seen increased price volatility. We cannot predict how these developments will evolve and whether or to what extent they may affect Brazilian capital markets and, consequently, us.

We cannot assure that Brazilian capital markets will be open to Brazilian companies and that financing costs will be favorable to Brazilian companies. Economic crises in Brazil or other emerging markets may reduce investor interest in securities of Brazilian companies, including securities issued by us. This may affect the liquidity and market price of the ADSs and our access to the Brazilian capital markets and financing on acceptable terms, which may adversely affect us.

***Government efforts to combat inflation may hinder the growth of the Brazilian economy and materially and adversely affect us.***

Historically, Brazil has experienced high inflation rates, which, together with actions taken by the Central Bank to curb inflation, have had significant adverse effects on the Brazilian economy. According to the IBGE, the annual rate of inflation in Brazil, as measured by the National Broad Consumer Price Index (*Índice Nacional de Preços ao Consumidor Amplo*), or IPCA, was 4.5% in 2020, 10.1% in 2021 and 5.8% in 2022, respectively.

The base interest rate for the Brazilian banking system is the Central Bank's Special System for Settlement and Custody (*Sistema Especial de Liquidação e Custódia*) rate, or SELIC rate. The SELIC rate was repeatedly lowered from the October 2016 rate of 14.25% to 2.00% in August 2020 and has since steadily increased. As of December 31, 2020, 2021 and 2022, the SELIC rate was 2.0%, 9.25% and 13.75%, respectively. As of the date of this annual report, the SELIC rate remains 13.75%.

Inflation and the Brazilian government's measures to curb it, principally the Central Bank's monetary policy, have had and may again have significant effects on the Brazilian economy and us, while tight monetary policies with high interest rates may restrict Brazil's growth and the availability of credit, more lenient government and Central Bank policies and interest rate decreases may trigger increases in inflation, and, consequently, growth volatility and the need for sudden and significant interest rate increases, which could adversely affect us. In addition, we may not be able to adjust the fares we charge our customers to offset the effects of inflation on our cost structure.

***Downgrades in Brazil's credit rating could adversely affect our credit rating, the cost of our indebtedness and the trading price of securities issued by us.***

Credit ratings affect investors' perceptions of risk and, as a result, the yields required on indebtedness issuances in the financial markets. Rating agencies regularly evaluate Brazil and its sovereign ratings, taking into account a number of factors, including macroeconomic trends, fiscal and budgetary conditions, indebtedness and the prospect of change in these factors. Downgrades in Brazil's credit rating can lead to downgrades in our credit rating and increase the cost of our indebtedness as investors may require a higher rate of return to compensate a perception of increased risk.

In January 2018, Standard & Poor's downgraded Brazil's credit rating to BB- with a stable outlook, which it changed to positive in December 2019 and back to stable in April 2020. In June 2021, and in June 2022, Standard & Poor's reaffirmed its rating. In February 2018, Fitch downgraded Brazil's credit rating to BB- with a stable outlook, which it affirmed in May 2019. In May 2020, Fitch adjusted its outlook to negative, reaffirmed in May 2021 and July 2022. Since April 2018, Moody's has maintained Brazil's credit rating at Ba2 with a stable outlook.

***Exchange rate instability may materially and adversely affect us.***

The Brazilian currency has, during the last decades, experienced frequent and substantial variations in relation to the U.S. dollar and other foreign currencies. In 2020 and 2021, the *real* appreciated against the U.S. dollar and the U.S. dollar selling rate was R\$5.197 per US\$1.00 as of December 31, 2020 and R\$5.581 per US\$1.00 as of December 31, 2021, as reported by the Central Bank. In 2022, the *real* gained value against the U.S. dollar and, as of December 31, 2022, the U.S. dollar selling rate was R\$5.218 per US\$1.00. There can be no assurance that the *real* will not depreciate further against the U.S. dollar.

In 2022, 88.2% of our passenger revenue and other revenue were denominated in *reais* while 47.8% of our total operating costs and expenses were either denominated in or linked to U.S. dollars, such as fuel, aircraft and engine maintenance services and aircraft insurance. The market and resale value of the majority of our operating assets, our aircraft, is denominated in U.S. dollars. As of December 31, 2022, R\$21,737.1 million, or 93.7%, of our indebtedness was denominated in U.S. dollars and we had a total of R\$7,170.7 million in present value non-cancelable U.S. dollar denominated future lease payments.

Largely because of the ongoing conflict between Russia and Ukraine, Brent oil prices sharply increased from about US\$75 per barrel at the end of 2021 to US\$128 per barrel in March 2022. Prices remained high throughout 2022 and, as of December 31, 2022, Brent oil was priced at US\$85.91 per barrel. It is possible that our U.S. dollar denominated operating expenses will further increase.

We are also required to maintain U.S. dollar denominated deposits and maintenance reserve deposits under the terms of some of our aircraft operating leases. We may incur substantial additional amounts of U.S. dollar denominated leases or financial obligations and U.S. dollar denominated indebtedness and we will be subject to fuel cost increases linked to the U.S. dollar. While in the past we have generally adjusted our fares in response to, and to alleviate the effect of, depreciation of the *real* against the U.S. dollar and increases in the price of jet fuel (which is priced in U.S. dollars) and have entered into hedging arrangements to protect us against the short-term effects of such developments, there can be no assurance that we will be able to continue to do so. However, unlike certain other expenses, we may not be able to defer significant amounts of our fuel costs and we will likely not be able to adjust fuel costs in our ticket prices.

Depreciation of the *real* against the U.S. dollar creates inflationary pressures in Brazil and causes increases in interest rates, which adversely affects the growth of the Brazilian economy as a whole, curtails access to foreign financial markets and may prompt government intervention, including recessionary governmental policies. Depreciation of the *real* against the U.S. dollar has also, as in the context of an economic slowdown, led to decreased consumer spending, deflationary pressures and reduced growth of the economy as a whole. Depreciation of the *real* also reduces the U.S. dollar value of distributions and dividends on the ADSs and the U.S. dollar equivalent of the market price of our preferred shares and, as a result, the ADSs. On the other hand, appreciation of the *real* against the U.S. dollar and other foreign currencies could lead to a deterioration of the Brazilian foreign exchange current accounts, as well as dampen export-driven growth. Depending on the circumstances, either depreciation or appreciation of the *real* could materially and adversely affect us.

**Risks Relating to Us and the Brazilian Airline Industry**

***The airline industry is particularly sensitive to changes in macroeconomic conditions, and adverse macroeconomic conditions have and may further materially and adversely affect the airline industry and us.***

The airline industry in general, and the industry in Brazil in particular, are sensitive to changes in macroeconomic conditions. Unfavorable macroeconomic conditions in Brazil, a constrained credit market and increased business operating costs reduce spending on both leisure and business travel, as well as cargo transportation. Slowdowns in the Brazilian economy, such as the one faced in 2020 as a result of the COVID-19 global pandemic, adversely affect industries with significant spending in travel, including government, oil and gas, mining and construction, which affect the quality of demand, reducing the number of higher yield tickets we can sell. Unfavorable macroeconomic conditions, which, as of the date of this annual report, persist, may not be counterbalanced by our ability to raise fares to counteract increased fuel, labor and other costs. We cannot predict macroeconomic developments or their impact on us, including exchange rate volatility and increased fuel prices, especially in the context of the ongoing conflict between Russia and Ukraine and as a result of political developments and the policies the new Brazilian federal government may adopt or alter, but we expect to face inflationary pressures and consistently high fuel prices in 2023. Especially because we may not be able to delay paying for significant amounts of our fuel costs and we will likely not be able to adjust fuel costs in our ticket prices, these price increases may materially and adversely affect us.

Unfavorable macroeconomic conditions, a significant decline in demand for air travel or continued instability of the credit and capital markets, especially in light of the crisis in global financial systems in early 2023, could also result in pressure on our indebtedness costs, operating results and financial condition and would affect our growth and investment plans. These factors could also adversely affect our ability to obtain financing on acceptable terms and liquidity generally.

***Substantial fluctuations in fuel costs would harm us.***

International and local fuel prices are subject to high volatility depending on multiple factors, including geopolitical issues and supply and demand. The price of West Texas Intermediate crude oil, a benchmark widely used for crude oil prices that is measured in barrels and quoted in U.S. dollars, affects our fuel costs and constitutes a significant portion of our total operating costs and expenses. The average price per barrel of West Texas Intermediate crude oil was US\$39.13, US\$67.34 and US\$94.33, in 2020, 2021 and 2022, respectively, according to New York Mercantile Exchange – NYMEX data. The average price for 2020 reflects the low prices in the first half of 2020. By year-end 2022, the price per barrel of West Texas Intermediate crude oil was US\$80.26. Fuel costs represented 28%, 23% and 43% of our total operating costs and expenses in 2020, 2021 and 2022, respectively.

Because Russia is one of the world's largest oil exporters, we expect global developments relating to the ongoing conflict between Russia and Ukraine, and resulting export restrictions, to result in a consistently decreased global supply and, consequently, high fuel prices.

Substantially all of our fuel is supplied by one source, Petrobras Distribuidora S.A., or Petrobras Distribuidora, and we depend on them to supply fuel at the times and in the quantities that we require. As such, we are exposed to significant supplier risk, which may materially and adversely affect us. See “Item 4. Information on the Company—B. Business Overview—Airline Business—Fuel.”

***We may not be able to maintain adequate liquidity and our cash flows from operations and financings may not be sufficient to meet our current obligations.***

Our liquidity, cash flows from operations and financings have been and may be adversely affected by exchange rates, fuel prices and the impact of adverse economic conditions in Brazil on the demand for air travel. As of December 31, 2021, our total indebtedness was R\$22,663.0 million, as compared to R\$23,191.8 million as of December 31, 2022, which increase was mainly due to lease agreements signed in 2022. The average maturity of our loans and financing, excluding our perpetual notes, was 3.4 years as of December 31, 2021 and 2.5 years as of December 31, 2022. We have no significant indebtedness maturing until 2024, but, as of December 31, 2022, we had negative working capital of R\$10,867.7 million.

In the past three years, we have taken numerous measures to protect our operations and liquidity, significantly reducing fixed and variable costs, deferring certain lease obligations and rolling over and extending certain debt. We cannot guarantee that our cash preservation and cost reduction initiatives will be sufficient to preserve our liquidity or that creditors will continue to cooperate with us. In addition, our liquidity has adversely affected our operations in the context of recovering demand, as certain of our aircraft remain non-operational due to recent liquidity limitations.

Certain of our indebtedness agreements contain covenants that require the maintenance of specified financial ratios. Our ability to meet these financial ratios and other restrictive covenants may be affected by events beyond our control and we cannot assure that we will meet those ratios. Failure to comply with any of these covenants or payment obligations under our finance and lease obligations could result in an event of default under these agreements and others, as a result of cross default provisions. If we were unable to comply with our indebtedness covenants, we need to seek waivers from our creditors. In December 2022, holders of our outstanding debentures waived our non-compliance with certain financial ratio covenants, which we will have to calculate again as of June 30, 2023. We cannot guarantee that we will be successful in complying with our covenants or in obtaining or renewing any waivers.

Since the beginning of the global pandemic, we have repeatedly deferred and not been paying in full our lease obligations and many other suppliers, which have generally been cooperating with us under deferrals, amendments to our outstanding agreements and alternative payment arrangements. However, we do not know whether or for how much longer our counterparties will continue to cooperate with us.

***Our financial statements as of and for the years ended December 31, 2020, 2021 and 2022 contain a going concern emphasis, due in significant part to our negative working capital and more recently to the substantial decline in demand for air travel as a result of the effects of developments relating to the COVID-19 pandemic and the actions taken by the Brazilian government to address it, which are largely out of our control.***

The consolidated financial statements included in this annual report have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and satisfaction of liabilities and commitments in the normal course of business. However, we currently operate with a significantly negative working capital, and there is significant uncertainty about our ability to continue as a going concern. Our independent registered public accounting firm in each of 2020, 2021 and 2022, in its report on our consolidated financial statements as of and for the years ended December 31, 2020, 2021 and 2022, expressed substantial doubt regarding our ability to continue as a going concern.

***We rely on one manufacturer for our aircraft and engines and any negative developments relating to Boeing 737 MAX aircraft would materially and adversely affect us.***

One of the key elements of our business strategy and a key element of the low-cost carrier business model is to reduce costs by operating a standardized aircraft fleet. After extensive research and analysis, we chose the 737-700/800 Next Generation aircraft manufactured by The Boeing Company, or Boeing, which we are now, on an accelerated basis, replacing with Boeing 737 MAX aircraft, and 56-7B engines manufactured by CFM International, or CFM. We expect to continue to rely on Boeing and CFM for the foreseeable future and delivery and operation of the Boeing 737 MAX aircraft are crucial to our strategy and fleet modernization initiatives.

We derive benefits from a fleet comprised of a standardized type of aircraft while still having the flexibility to match the capacity and range of the aircraft to the demands of each route. If we had to lease or purchase aircraft of another manufacturer, we could lose these benefits. We cannot assure you that any such replacement aircraft would have the same operating advantages as the Boeing aircraft or that we could lease or purchase engines that would be as reliable and efficient as the CFM engines. In addition, replacement aircraft may require additional training of our pilots and crew, as well as our maintenance staff, and could materially affect our operations and require us to make significant unexpected expenditures. Our operations could also be disrupted by the failure or inability of Boeing or CFM to provide sufficient parts or related support services on a timely basis.

Following two accidents involving Boeing 737 MAX aircraft, regulators grounded the aircraft in March 2019, and we resumed our operations of the 737 MAX in November 2020. As our operations have been designed around the single fleet model, if there is any future grounding of the MAX aircraft or if there are additional delays in delivery of our ordered aircraft, we may face increased maintenance costs, experience operational disruptions and decreases in customer ratings, be unable to realize our expected fuel cost efficiencies, incur increased aircraft lease costs and risk facing a shortage of available aircraft, which may limit our growth plans and the execution of our long-term strategy.

Our reliance on single suppliers for our aircraft and engines means that any of these developments relating to Boeing 737 MAX aircraft or CFM engines would materially and adversely affect us.

***Changes to the Brazilian civil aviation regulatory framework, including slot distribution rules, fare restrictions, fees associated with civil aviation and regulations relating to climate change, may adversely affect us.***

Brazilian aviation authorities monitor and influence the developments in Brazil's airline market. For example, airport services are regulated by ANAC and, in many cases, still managed by the Brazilian Airport Infrastructure Company (*Empresa Brasileira de Infraestrutura Aeroportuária*), or INFRAERO, a government-owned corporation. ANAC's policies, as well as those of other aviation supervisory authorities, including relating to new routes and flight frequencies, may adversely affect us. ANAC considers operating history and efficiency (on-time performance and regularity) as the main criteria for the allocation of slots. Under its rules, on-time performance and regularity are assessed twice per year, following the International Air Transport Association, or IATA, summer and winter calendars, between April and September and between October and March. The minimum regularity performance target for each series of slots in a season is 90% at Congonhas (São Paulo) and 80% for Guarulhos (São Paulo), Santos Dumont (Rio de Janeiro) and Recife. The on-time performance, since 2018, is measured through the method of statistical tendency that compares the performance of all airlines for each airport. Airlines forfeit slots used below the minimum criteria in a season. Forfeited slots are redistributed first to new entrants, which includes airlines that operate fewer than five slots in the affected airport in the given weekday, and are subsequently returned to the slots database and redistributed according to regulations.

As of the date of this annual report, there are ongoing privatizations of two of the most important airports for our operations: Congonhas (São Paulo) and Santos Dumont (Rio de Janeiro). We cannot foresee how these privatizations will affect our operations. In addition, we cannot foresee changes to the Brazilian civil aviation regulatory framework, which could increase our costs, change the competitive dynamics of our industry and adversely affect us, including as discussed in “—We operate in a highly competitive industry.”

In addition, the airline industry is subject to potential increased regulation to address climate change, including aimed at reducing carbon emissions. Compliance with more stringent environmental regulations may require significant capital expenditures and add pressure to our liquidity, while failure to comply with existing or future regulations or to otherwise manage the risks of climate change effectively could otherwise materially and adversely affect us.

***Technical and operational problems in the Brazilian civil aviation infrastructure, including air traffic control systems, airspace and airport infrastructure, may adversely affect us.***

We depend on improvements in the coordination and development of Brazilian airspace control and airport infrastructure, which continue to require substantial improvements and government investments.

If the measures taken and investments made by the Brazilian government and regulatory authorities do not prove sufficient or effective, air traffic control, airspace management and sector coordination difficulties might reoccur or worsen, which may adversely affect us.

Slots at Congonhas airport in São Paulo, the most important airport for our operations and the busiest one in Brazil, are fully utilized on weekdays. The Santos Dumont airport in Rio de Janeiro, a highly utilized airport with half-hourly shuttle flights between São Paulo and Rio de Janeiro, also has certain slot restrictions. Several other Brazilian airports, including the Brasília, Campinas, Salvador, Confins and São Paulo (Guarulhos) international airports, have limited the number of slots per day due to infrastructural limitations at these airports. Any condition that would prevent or delay our access to airports or routes that are vital to our strategy or our inability to maintain our existing slots, and obtain additional slots, may adversely affect us. In addition, we cannot assure that any investments will be made by the Brazilian government in the Brazilian aviation infrastructure (by expanding additional or developing new airports) to permit our growth.

***We have significant recurring aircraft expenses, and we will incur significantly more fixed costs that could hinder our ability to meet our strategic goals.***

We have significant costs, relating primarily to leases for our aircraft and engines. As of the date of this annual report, we have significant accumulated lease obligations that were deferred in the context of the COVID-19 global pandemic. In addition, as of December 31, 2022, we had aircraft purchase commitments with Boeing for an aggregate present value of R\$20,574.8 million (US\$3,943.3 million) for deliveries through 2026. Our accelerated return of Boeing 737 Next Generation aircraft as part of our fleet renewal plan also requires significant cash expenditures. We expect that we will incur additional fixed obligations and indebtedness as we receive the new aircraft and other equipment to implement our strategy.

These significant fixed payment obligations:

- could limit our ability to obtain additional financing to support expansion plans and for working capital and other purposes;
- divert substantial cash flows from our operations to service our fixed obligations under aircraft operating leases and aircraft purchase commitments;
- if interest rates increase, require us to incur significantly more lease or interest expense than we currently do; and
- could limit our ability to react to changes in our business, the airline industry and general economic conditions.

In 2022 and 2023 to-date, our liquidity has adversely affected our operations in the context of recovering demand, as certain of our aircraft remain non-operational due to recent liquidity limitations.

Our ability to make scheduled payments on our fixed obligations will depend on our operating performance and cash flow, which will in turn depend on prevailing macroeconomic and political conditions and financial, competitive, regulatory, business and other factors, many of which are beyond our control. In addition, our ability to raise our fares to compensate for an increase in our fixed costs may be limited by competition and regulatory factors.

***We operate in a highly competitive industry.***

We face intense competition on all routes we operate from existing scheduled airlines, charter airlines and potential new entrants in our market. Competition from other airlines has a relatively greater impact on us when compared to our competitors because we have a greater proportion of flights connecting Brazil's busiest airports, where competition is more intense. In contrast, some of our competitors have a greater proportion of flights connecting less busy airports, where there is little or no competition. In addition, we cannot foresee how the recent financial distress of our main competitors will affect the competitive landscape.

The Brazilian airline industry also faces competition from ground transportation alternatives, such as interstate buses. In addition, the Brazilian government and regulators could give preference to new entrants and existing competitors when granting new and current slots in Brazilian airports in order to promote competition.

Existing and potential competitors have in the past and may again undercut our fares or increase capacity on their routes in an effort to increase their market share of business traffic (high value-added customers). In any such event, we cannot assure you that our level of fares or passenger traffic would not be adversely affected.

***Changes in the Brazilian and global airline industry framework may adversely affect us.***

As a result of the competitive environment, there may be further changes in the Brazilian and global airline industry, whether by means of acquisitions, joint ventures, partnerships or strategic alliances. We cannot predict the effects of further consolidation on the industry. For example, in May 2020, LATAM Airlines Group and Avianca Holdings S.A., the two largest Latin American airlines at the time, filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code, with the former emerging from bankruptcy proceedings in November 2022 and the latter in December 2021, in each case with significant liquidity. Consolidation in the airline industry and changes in international alliances will continue to affect the competitive landscape in the industry and may result in the formation of airlines and alliances with greater financial resources, more extensive global networks and lower cost structures than we can obtain.

***We rely on complex systems and technology and any operational or security inadequacy or interruption could materially and adversely affect us.***

In the ordinary course of our business, our systems and technology require ongoing modification and refinements, which can be expensive to implement and may divert management's attention from other matters. In addition, our operations could be adversely affected, or we could face regulatory penalties, if we were unable to timely or effectively modify our systems as necessary.

We have occasionally experienced system interruptions and delays that make our websites and services unavailable or slow to respond, which could prevent us from efficiently processing customer transactions or providing services. This could reduce our net revenue and the attractiveness of our services. Our computer and communications systems and operations could be damaged or interrupted by catastrophic events such as fires, floods, earthquakes, power loss, computer and telecommunications failures, acts of war or terrorism, computer viruses, cybersecurity breaches and similar events or disruptions. Any of these events could cause system interruptions, delays and loss of critical data, and could prevent us from processing customer transactions or providing services, which could make our business and services less attractive and subject us to liability. Any of these events could damage our reputation and be expensive to remedy.

In August 2021, we switched our passenger service system to Sabre, which is one of the most used by airlines. The transition during the second half of 2021 resulted in issues with our website useability and customers' ability to book flights. We cannot assure you we will not face additional issues deriving from our passenger service system or other technology.

***Unauthorized access to or release or violation of our or our business partners' systems and data could materially and adversely affect us.***

We are subject to a broad range of cyber threats, including attacks, with varying levels of sophistication. These cyber threats are related to the confidentiality, availability and integrity of our systems and data, including our customers' and business partners' confidential, classified or personal information. In addition, because we have access to certain information technology systems of certain of our business partners, our systems may be subject to attacks aimed at accessing, tampering with or exposing our business partners' systems and their data.

In addition, certain of our business partners, including our suppliers, have broad access to certain of our confidential and strategic information. Many of these business partners face similar security threats and any attacks on their systems could result in unauthorized access to our systems or data. Any unauthorized access to, or release or violation of our systems and data, whether directly or through cyberattacks or similar breaches affecting our business partners, could materially and adversely affect us, including subjecting us to regulatory scrutiny and fines.

***We rely on maintaining a high daily aircraft utilization rate to increase our revenues and reduce our costs.***

One of the key elements of our business strategy and an important element of the low-cost carrier business model is to maintain a high daily aircraft utilization rate, which we measured as 9.6 block hours per day in 2020, 10.0 block hours per day in 2021 and 11.0 block hours per day in 2022. High daily aircraft utilization, which we were not able to maintain during the COVID-19 global pandemic, generally allows us to generate more revenue from our aircraft and dilute our fixed costs and is achieved in part by operating with quick turnaround times at airports so we can fly more hours on average in a day. Our rate of aircraft utilization could be adversely affected by a number of different factors that are beyond our control, including, among others, air traffic and airport congestion, adverse weather conditions, including as a result of climate change, and delays by third-party service providers relating to matters such as fueling and ground handling.

***We may be adversely affected by events out of our control, including accidents and pandemics.***

Accidents or incidents involving our aircraft could result in significant claims by injured passengers and others, as well as significant costs related to the repair or replacement of damaged aircraft and temporary or permanent loss from service. We are required by ANAC and lessors of our aircraft under our operating lease agreements to carry liability insurance. Although we believe we maintain liability insurance in amounts and of the type generally consistent with industry practice, the amount of such coverage may not be adequate and we may be forced to bear substantial losses in the event of an accident. Substantial claims resulting from an accident in excess of our related insurance coverage would harm us. Any accidents or incidents involving our or any other Boeing 737 Next Generation or Boeing 737-8 MAX aircraft or the aircraft of any major airline have and may again cause negative public perceptions about us, and, consequently, adversely affect us.

***Our controlling shareholders have the ability to direct our business and affairs and their interests could conflict with yours.***

Our controlling shareholders have the power to, among other things, elect a majority of our directors and determine the outcome of any action requiring shareholder approval, including transactions with related parties, corporate reorganizations and dispositions and the timing and payment of any dividends. The chairman of our board of directors, Constantino de Oliveira Junior, has since our inception been the fundamental figure of our company, and has directed our company initially as its chief executive officer, and, since 2012, as the chairman of our board of directors. As of December 31, 2022, the Constantino family, which indirectly controls us, held 53.9% of the economic interest in us. A difference in economic exposure may intensify conflicts of interests between our controlling shareholders and you. See "Item 9. The Offer and Listing—C. Markets—Corporate Governance Practices."

For information on recent changes to our shareholding structure, see "Item 4. Information on the Company—A. History and Development of the Company—Recent Developments."



**Risks Relating to the ADSs and Our Preferred Shares**

*The relative volatility and illiquidity of the Brazilian securities markets, and securities issued by airlines in particular, may substantially limit your ability to sell the preferred shares underlying the ADSs at the price and time you desire.*

Investing in securities that trade in emerging markets, such as Brazil, often involves greater risk than investing in securities of issuers in the United States, and such investments are generally considered to be more speculative in nature. The Brazilian securities market is substantially smaller, less liquid, more concentrated and can be more volatile than major securities markets in the United States. Accordingly, although you are entitled to withdraw the preferred shares underlying the ADSs from the depository at any time, your ability to sell the preferred shares underlying the ADSs at a price and time at which you wish to do so may be substantially limited. There is also significantly greater concentration in the Brazilian securities market than in major securities markets in the United States. As of December 31, 2022, the ten largest companies in terms of market capitalization represented 46.3% of the aggregate market capitalization of the B3.

The trading prices of shares of companies in the worldwide airline industry are relatively volatile and investors' perception of the market value of the ADSs and preferred shares may be adversely affected by volatility and decreases in their trading prices.

*Holders of the ADSs and our preferred shares may not receive any dividends.*

According to our bylaws, we must pay our shareholders at least 25.0% of our annual net income as dividends, as determined and adjusted under Brazilian corporate law. Our adjusted net income may be capitalized, used to absorb losses or otherwise appropriated as allowed under Brazilian corporate law and may not be available to be paid as dividends. We may not pay dividends to our shareholders in any particular fiscal year if our board of directors determines that such distributions would be inadvisable in view of our financial condition. In the past five fiscal years, we did not distribute dividends.

*If you surrender your ADSs and withdraw preferred shares, you risk losing the ability to remit foreign currency abroad and certain Brazilian tax advantages.*

As an ADS holder, you benefit from the electronic foreign capital registration obtained by the custodian for our preferred shares underlying the ADSs in Brazil, which permits the custodian to convert dividends and other distributions with respect to the preferred shares into non-Brazilian currency and remit the proceeds abroad. If you surrender your ADSs and withdraw preferred shares, you will be entitled to continue to rely on the custodian's electronic foreign capital registration for only five business days from the date of withdrawal. Thereafter, upon the disposition of or distributions relating to the preferred shares, you will not be able to remit non-Brazilian currency abroad unless you obtain your own electronic foreign capital registration.

If you attempt to obtain your own electronic foreign capital registration, you will incur expenses and may suffer delays in the application process, which could delay your ability to receive dividends or distributions relating to our preferred shares or the return of your capital in a timely manner.

*Holders of the ADSs may be unable to exercise preemptive rights with respect to our preferred shares.*

We may not be able to offer our preferred shares to U.S. holders of the ADSs pursuant to preemptive rights granted to holders of our preferred shares in connection with any future issuance of our preferred shares, unless a registration statement under the U.S. Securities Act of 1933, or the Securities Act, is effective with respect to such preferred shares and preemptive rights, or an exemption from the registration requirements of the Securities Act is available. We are not obligated to file a registration statement relating to preemptive rights with respect to our preferred shares, and we cannot assure you that we will file any such registration statement. If such a registration statement is not filed and an exemption from registration does not exist, the depository bank will attempt to sell the preemptive rights, and you will be entitled to receive the proceeds of such sale. However, these preemptive rights will expire if the depository does not sell them, and U.S. holders of the ADSs will not realize any value from grants of such preemptive rights.

**ITEM 4. INFORMATION ON THE COMPANY****A. History and Development of the Company****Overview**

GOL is one of Brazil's largest domestic airlines by market share, one of the largest low-cost carriers globally and the leading low-cost carrier in South America. We pioneered the low-cost carrier model in South America and believe we offer the best product and customer experience to business and leisure passengers. As a result of our experienced management, we believe we have built a resilient airline capable of maintaining sustainable competitive advantages throughout the business cycle.

Our strategy and business model allow us to adapt our supply to fluctuations in demand. Since our inception in 2001, we have had a strategic focus on sustainability and have been preparing ourselves to successfully operate in highly competitive business environments. Throughout 2022, we worked proactively with our stakeholders to further strengthen our position as the #1 airline in Brazil.

**Founding**

GOL was founded in 2000 and initiated operations in 2001, when entrepreneur Constantino de Oliveira Junior pioneered the low-cost carrier concept in Brazil. Constantino de Oliveira Junior has been key to GOL's success, first as chief executive officer and, since 2012, as chairman of our board of directors. He continues to be the leading figure at GOL, both in helping set strategic direction and in his close supervision of and daily interaction with senior management. As of December 31, 2022, the Constantino family, which indirectly controls us, held 53.9% of the economic interest in us. Our corporate governance practices include a board of directors with a majority of independent members, a highly experienced executive management team and an independent audit committee.

**GOL Effect**

From our launch in 2001 until today, we have been a major driver behind passenger growth in Brazil. Between 2001 and 2019, Brazil's domestic passenger market grew 3.2x, from 30.8 million passengers in 2001 to 95.3 million in 2019 (in 2022, there were 82.2 million domestic passengers). In the same period, Brazil's international passenger market increased 4.1x, from 3.8 million passengers in 2001 to 9.1 million passengers in 2019 (in 2022, there were 4.2 million international passengers), excluding international carriers.

Much of this growth can be directly attributed to GOL and our low-cost carrier model. Our passenger market share in the domestic air transportation market, as measured by RPKs, increased from 4% in 2001 to 34% in 2022. We have transported more than 500 million passengers since we began our operations.

**Importance of Air Transportation in Brazil**

Brazil is geographically similar in size to the continental United States and, according to IATA's 2018 data, Brazil is the sixth largest domestic airline market in the world, after the United States, China, India, Indonesia and Japan. Brazilian domestic air passenger demand grew 40% in 2022 following developments relating to the COVID-19 global pandemic in 2020 and 2021.

**Competitive Strengths**

We believe we are one of the most sustainable Latin American carriers, based on our unique business model and competitive strengths:

- *Lowest Cost and Strongest Operating Margins:*
  - Since inception, we have had the lowest operating costs of any Brazilian airline, with a CASK ex-fuel of R\$31.87 cents in 2021 and R\$20.48 cents in 2022, and we have one of the lowest cost models among airlines globally.
  - We have had for many years one of the highest EBITDA margins among our Latin American peers.
  - Our fleet of Boeing 737 aircraft provides operational advantages that make it optimally suited for our low-cost carrier model.

- *Flexible, Single Fleet Type:*
  - Our single fleet strategy provides significant operational flexibility. In 2019, we had best in class aircraft utilization, with 12.3 block hours per day, one of the highest in the world. Our aircraft financings are structured for maximum operational flexibility. During the COVID-19 pandemic, we were able to maintain our high block hours at 9.6 in 2020 and 10.0 in 2021, due to the reduction in our operating fleet, and 11.0 in 2022 in light of demand recovery. We retain full optionality to extend leases or return aircraft at maturity, providing significant flexibility in managing our fleet size.
  - As of December 31, 2022, our total fleet comprised 146 Boeing 737 aircraft, of which 108 were Next Generation aircraft and 38 were MAX aircraft – 142 are under operating leases, which provides us with important operational flexibility in light of recovering demand for air travel. As of the date of this annual report, certain of our aircraft remain non-operational due to recent liquidity limitations. We have accelerated our fleet transformation plan in order for MAX aircraft to comprise 50% of our total fleet by 2024. As part of this plan, in August 2021, we entered into purchase agreements for 28 additional MAX aircraft to replace Next Generation aircraft. Of these 28 new aircraft, four have been and six will be purchased under finance leases, which represents our return to finance leased aircraft since 2013. We believe the addition of finance leased aircraft presents an opportunity to optimize our capital structure and the financial sustainability of our fleet management.
  - We had an average operating fleet of 103 aircraft in 2022, representing 141.1% and 145.1% of our average operating fleet in 2021 and 2020, respectively.
  - In early 2022, there was a surge in the number of reported COVID-19 cases, as a result of which our peers, in Brazil and globally, cancelled more than 1,500 flights. Through our flexible business model based on a single fleet type, we did not suffer an operational impact and maintained 99% of our scheduled flights and market leadership in domestic routes. Throughout 2022, flights across our network resumed and our operations normalized at close to pre-pandemic levels, having reached, in the fourth quarter of 2022, 86% of our capacity, as measured by ASKs, in the same period in 2019.
  - Since 2001, we have forged a deep relationship with Boeing, allowing us to obtain favorable terms for the pricing and delivery of aircraft. Attractive pricing, together with our financing strategy, allow us to create significant value in our aircraft acquisitions.
- *Highest Load Factors and Passenger Capacity:* Our load factor has been best-in-class in Brazil for many years. Even during the peaks of the pandemic, in April and May 2020 and in February and March 2021, with a largely reduced fleet and flight network, we reported load factors above 75%. In 2020, although our total demand decreased 51.9%, as compared to 2019, we were the only airline in Brazil that kept our average load factor at 80.0%, due to our fleet size flexibility. In 2021, in the context of recovering demand as compared to 2020, we increased our average load factor by 1.9 percentage points. In 2022, our load factor was 80.0%. Our single fleet model and proactive fleet management increased our fleet flexibility, which allowed us to follow varying demand levels for flights without meaningfully impacting our load factors.
- *Dominant Market Position in Key Airports:* We are the largest player in two of the ten busiest airports in Brazil, with an average market share in 2022 of 40.6%, and we were the leading airline in 26.7% of the 30 largest airports in Brazil in 2022, which together represented 92.5% of Brazilian domestic passenger air traffic.
- *Meaningful ESG Track Record and Initiatives:* Since 2010, we have prepared annual sustainability reports based on Global Reporting Initiative guidelines, an international standard for reporting environmental, social and economic performance. By adopting these parameters and providing related data to the public, we are reinforcing our accountability with various stakeholders through added transparency and credibility. Among our initiatives are our voluntary adherence, since 2016, to the carbon pricing leadership coalition, which is a global initiative to price carbon emissions, as well as multiple campaigns and associations dedicated to promoting best ESG practices both in the airline industry and generally. From 2017 to 2019, we had the lowest indicator of CO<sub>2</sub> emissions by capacity (measured as metric tons of CO<sub>2</sub>/ASK) among the main global airlines. Our ESG strategy is directly linked to our fleet plan as our accelerated fleet transformation to Boeing 737 MAX aircraft is a key component of our goal to reach carbon neutrality by 2050. Boeing 737 MAX aircraft consume 15% less fuel and produce 16% fewer carbon emissions and 40% less noise than the Boeing 737 Next Generation aircraft that we are replacing. The 23,000 flight hours that we have flown so far with Boeing 737 MAX aircraft since 2019 through 2021 have saved 9.7 million liters of jet fuel and emitted 24,300 fewer tons of greenhouse gas emissions. In addition, we maintain social initiatives relating to our workforce, customer satisfaction and safety, as well as governance initiatives through leadership, committees, policies and shareholder meetings. We promote diversity and inclusion groups to address racial and gender equity, as well as LGBT+, accessibility, ageism and environmental matters.

- *Highest Ranking in Customer Service:* We have made a significant investment in our product offering, including features such as loyalty program integration, onboard service, onboard entertainment and comfortable seats, among others. We believe we offer more complete products and services than any other leading global low-cost carrier, allowing us to capture the largest portion of premium business and economy leisure customers. Both groups of customers value the experience we offer, allowing us to extract higher yields and a leading share of customer wallet. We are a leader in technology development and digital solutions, enabling us to offer the best passenger experience, with a Net Promoter Score of 41 in 2022.
- *Best Route Network and Global Partnerships:* We have a highly integrated network, operating the most flights at Brazil's busiest airports. Before the COVID-19 pandemic commenced in Brazil, we were, in 2019, the largest Brazilian airline with over 36 million annual passengers transported and a domestic market share of 38.0%, as measured by RPKs. In 2022, our domestic market share was 33.7%. We operate the leading Brazilian airline loyalty program, with 20.5 million members as of December 31, 2022. We have entered into 14 codeshare agreements, 15 frequent flyer agreements and 38 interline agreements, allowing our customers to connect seamlessly to 214 airports around the world. Our expanded commercial cooperation with American Airlines, the leading provider of air service between the United States and Brazil, through an exclusive codeshare agreement and a US\$200.0 million equity investment in us in 2022, strengthened the relationship between the two airlines.
- *Domestic Market Focus:* Our network of flights has always been focused on national and regional routes within South America and Brazil, which are returning to normal levels of traffic faster than inter-continental routes prioritized by our Brazilian competitors. In addition, as recovery in the demand for international air travel lags behind domestic air travel, we are particularly well-positioned to take advantage of the recovery in Brazilian passenger air travel.
- *Leading Loyalty Program:* Our loyalty program Smiles is one of the largest coalition loyalty programs in Brazil, with 20.5 million members as of December 31, 2022. Our Smiles business model is based on a pure coalition loyalty program comprising a single platform for accumulating and redeeming miles through a broad network of commercial and financial partners. Our Smiles business provides us with significant revenues derived from the redemption and expiration of miles. In addition, Smiles provides an incentive for customer air travel bookings, thereby boosting ticket sales and our number of repeat customers.
- *Leading Cargo Business:* We are Brazil's third largest cargo airline with a 27.8% market share in 2022 as measured by ATKs, and our cargo revenues increased 46.7% in 2022, as compared to 2021, representing 3.4% of our gross revenue in 2022. Through GOLLOG, we generate cargo revenue through the use of cargo space on regularly scheduled passenger aircraft. Our cargo business has grown at higher rates than our passenger travel business, in large part because we count with an excellent and diversified base of clients in the B2B segment and e-commerce markets, and are well-positioned to support this market's expected growth as we forge and strengthen our client relationships. We are committed to delivering quality logistics solutions and believe our cargo business will be an increasingly important contributor to our financial performance.
- *Leading MRO Service Provider:* GOL Aerotech is our business unit dedicated to providing MRO services, including to third parties. We have 15 years of experience providing maintenance, preventive maintenance and modifications on our aircraft. GOL Aerotech represents an important cost saving source for us as we are able to rely on local workforce instead of relying on other maintenance providers that would expose us to exchange rate variations and higher market pricing. Our local maintenance services also reduce our repair and logistics costs, as well as engine off-time and replacement time, and support our sustainability efforts as we do not have to transport aircraft to third-party maintenance facilities. We have expanded our MRO services to other airlines and what began as a cost-saving initiative has become a revenue generating opportunity. As of the date of this annual report, we have three maintenance units (Confins, Brasilia and Congonhas) and continue to seek expansion opportunities for our GOL Aerotech business.

- **GOL Labs:** GOL Labs is our innovation business dedicated to researching and developing new technologies and services to generate new revenues and reduce costs, including by optimizing our pricing and route strategies and enhancing our customer experience through initiatives such as face recognition technology to facilitate check-in and boarding procedures, media streaming partnerships to provide enhanced entertainment options and a customer service platform through mobile chat applications, among others. GOL Labs is responsible for the entire lifecycle of the development of an innovative concept, including market testing and analytics and implementation and training, and plays a key role in creating value in our other business lines.

Throughout the challenging last three years we maintained steady liquidity by optimizing our capital structure.

We entered into discussions with key suppliers to reduce our costs and adjust them to our revised network and fleet profiles. We were able to make significant adjustments to our working capital by extending our payment terms and managing other current assets and liabilities. In December 2022, we issued two series of secured notes in an aggregate principal amount of US\$196.0 million. The notes were issued in exchange for full satisfaction, at 100% of face value, of certain aircraft leasing payment obligations that were under deferral agreements, among other obligations that the participating aircraft lessors chose to exchange for the notes.

We manage our business by matching cash inflows with outflows in an efficient manner. As of December 31, 2022, we had approximately R\$1.5 billion in total liquidity and, including financeable amounts of deposits and unencumbered assets, our potential liquidity sources reached approximately R\$3.5 billion. We will continue to seek to manage our negative working capital of R\$10.8 billion, as of December 31, 2022, by reducing costs and rolling over and deferring short-term obligations with our suppliers and counterparties, most of which have been supportive of GOL. For further information, see "Item 3. Key Information—D. Risk Factors—Risks Relating to Us and the Brazilian Airline Industry—We may not be able to maintain adequate liquidity and our cash flows from operations and financings may not be sufficient to meet our current obligations."

## Operating Data Highlights

The following tables set forth our main operating performance indicators as of the dates and for the periods presented:

	December 31,		
	2020	2021	2022
Operating aircraft at year end	127	132	110
Total aircraft at year end	127	135	146
Revenue passengers carried (in thousands) <sup>(1)</sup>	16,701	18,848	27,269
RPKs (in millions) <sup>(1)</sup>	20,128	22,237	32,628
ASKs (in millions) <sup>(1)</sup>	25,144	27,132	40,789
Load factor	80.1%	82.0%	80.0%
Aircraft utilization (block hours per day)	9.6	10.0	11.0
Average fare (R\$)	345	357	504
Passenger revenue yield per RPK (R\$ cents)	28.7	30.9	43.4
PRASK (R\$ cents)	23.0	25.4	34.7
RASK (R\$ cents)	25.3	27.4	37.3
CASK (R\$ cents)	29.1	41.5	35.9
CASK ex-fuel (R\$ cents)	21.1	31.8	20.5
Adjusted CASK (R\$ cents) <sup>(2)</sup>	25.4	33.5	34.1
Adjusted CASK ex-fuel (R\$ cents) <sup>(2)</sup>	17.4	23.8	18.7
Departures	124,528	133,902	202,086
Departures per day	340	367	553
Average stage length (kilometers)	1,152	1,137	1,143
Active full-time equivalent employees at year end	13,899	13,969	14,048
Fuel liters consumed (in millions)	722	751	1,113
Average fuel expense per liter (R\$)	2.55	3.51	5.81

(1) Source: National Civil Aviation Agency (*Agência Nacional de Aviação Civil*), or ANAC.

(2) We calculate adjusted CASK as CASK excluding non-recurring results, net and expenses related to fleet and labor idleness.

## Recent Developments

In May 2022, MOBI Fundo de Investimento em Participações, or MOBI FIA, entered into a master contribution agreement, which was subsequently amended and restated in February 2023, with certain principal shareholders of Avianca's holding company. Pursuant to this master contribution agreement, in March 2023, MOBI FIA contributed its shares in GOL to a holding company structure named Abra Group Limited, which subsequently transferred these shares in GOL to Abra Mobi LLP and Abra Kingsland LLP. As of the date of this annual report, Abra Mobi LLP (controlled by the Constantino family) holds 50% voting control over us and Abra Kingsland LLP (controlled by Kingsland International Group S.A.) holds the other 50% voting control; Abra Group Limited continues to hold the entirety of the economic rights of the shares in GOL that it received from MOBI FIA.

In March 2023, Abra Global Finance, a finance subsidiary of Abra Group Limited, committed to purchase our senior secured notes due 2028 and exchangeable senior secured notes due 2028, in each case secured by certain Smiles intellectual property and the Smiles brand, as well as certain spare parts. A portion of the commitment comes from members of an ad-hoc group of secured and unsecured bondholders of GOL, who entered into a support agreement that will facilitate the investment in GOL by the Abra entities. The senior secured notes due 2028 accrue interest at a rate of 18.0% *per annum*, of which 4.5% will be paid in cash and 13.5% will be paid in kind, and will be issued for up to an aggregate principal amount of US\$1.4 billion. Subject to certain conditions and approvals, Abra Group Limited may exchange these senior secured notes due 2028 for exchangeable senior secured notes due 2028. Following the execution of the amendment to the support agreement and the delivery by the members of the ad-hoc group of GOL bonds pursuant to the support agreement, the members of the ad-hoc group delivered 83% of the outstanding exchangeable senior notes due 2024, 47% of the outstanding senior notes due 2025, 61% of the outstanding senior secured notes due 2026 and 10% of the outstanding perpetual notes.

## B. Business Overview

### Airline Business

#### Routes and Schedules

Our operating model is based on a highly integrated route network that is a combination of the point-to-point, hub and spoke and multiple-stop models. This combination increases the connectivity of our network, permitting travelers to fly from a given point of origin to more destinations, while maintaining a low-cost structure, improving aircraft and crew scheduling efficiency and reducing our carbon emissions. The high level of integration of flights at selected airports allows us to offer frequent, non-stop flights at competitive fares between Brazil's most important cities. Our network also allows us to increase our load factors on our strongest city pair routes by using the airports in those cities to connect our customers onwards to their final destinations.

Our operating model allows us to build our flight routes to add destinations to cities that would not be feasible to serve in the traditional point-to-point model individually, but that are feasible to serve when simply added as additional points on our multiple-stop flights. We focus on the Brazilian and South American markets, with hubs in São Paulo, Rio de Janeiro, Brasília and Fortaleza, and carefully evaluate opportunities for continued growth. We seek to increase the frequency of our flights to existing high-demand markets and add new routes to our network to destinations that can be reached with our current Boeing 737 Next Generation aircraft (for example, destinations in the Caribbean). Our Boeing 737 MAX aircraft permit us to offer reduced flight times to passengers that currently make connections in South American hubs on their route to the United States, Europe and Africa.

As a low-cost carrier operating a single fleet type, we work through alliances and codeshare arrangements with large international carriers and regional carriers in order to serve destinations that cannot be served by our Boeing 737 aircraft due to airport infrastructure or local market conditions.

We have for many years maintained our position as the leading airline in number of passengers transported in Brazil. In 2021 and 2022, we transported over 19.2 million and 27.9 million passengers, respectively, in the domestic market and had a market share of 31.7% and 33.7%, respectively, as measured by RPKs. Our performance during the challenging past few years demonstrates our operational resilience and excellence, as well as our flexibility to adapt our network and operations in response to demand trends.

Together with our regional partners, including VoePass Linhas Aéreas and MAP Linhas Aéreas, we serve the largest regional network in Brazil. Because regional carriers feed traffic to our hubs and routes from low-density markets we do not directly serve, they are integral to our operating network.

We use our dominant market position at our main hubs to support traffic by offering connecting flights to our customers throughout our network.

Under our business model and route network, we have flexibility to increase direct flights during the high season because we have a dominant position in main high density airports, and to increase connecting flights during the low travel season to increase load factors.

The following tables sets forth our leading market share in 2021 and 2022 in the most economically important states and our market share in domestic passenger air traffic at the busiest airports in Brazil, which are the airports expected to lead the recovery of the Brazilian airline industry:

## 2021

Main Brazilian Airports (by domestic passengers) <sup>(1)</sup>	State	State Share of Brazilian GDP <sup>(2)</sup>	GOL's Share of Airport's Total Domestic Flights <sup>(3)</sup>	Domestic Passengers <sup>(1)</sup> (in thousands)		
				Total	GOL	GOL's Share
São Paulo (CGH)	São Paulo	31.2%	34.8%	9,655	3,702	38.3%
São Paulo (GRU)			36.2%	20,429	8,063	39.5%
Campinas (VCP)			2.2%	9,867	255	2.6%
Rio de Janeiro (SDU)	Rio de Janeiro	9.9%	24.7%	6,826	1,878	27.5%
Brasília (BSB)	Distrito Federal	3.5%	34.1%	10,393	3,922	37.7%
Belo Horizonte (CNF)	Minas Gerais	9.0%	12.1%	6,733	963	14.3%
Porto Alegre (POA)	Rio Grande do Sul	6.2%	24.5%	4,746	1,307	27.5%
Salvador (SSA)	Bahia	4.0%	35.0%	5,334	2,274	42.6%
Recife (REC)	Pernambuco	2.5%	17.6%	7,436	1,398	18.8%
Fortaleza (FOR)	Ceará	2.2%	41.0%	3,893	1,685	43.3%
<b>Main Airports</b>		<b>68.6%</b>	<b>25.8%</b>	<b>85,314</b>	<b>25,447</b>	<b>29.8%</b>

## 2022

Main Brazilian Airports (by domestic passengers) <sup>(1)</sup>	State	State Share of Brazilian GDP <sup>(2)</sup>	GOL's Share of Airport's Total Domestic Flights <sup>(3)</sup>	Domestic Passengers <sup>(1)</sup> (in thousands)		
				Total	GOL	GOL's Share
São Paulo (CGH)	São Paulo	31.2%	40.6%	18,158	7,960	43.8%
São Paulo (GRU)			34.5%	23,719	8,600	36.3%
Campinas (VCP)			3.5%	11,206	452	4.0%
Rio de Janeiro (SDU)	Rio de Janeiro	9.9%	32.3%	10,187	3,592	35.3%
Brasília (BSB)	Distrito Federal	3.5%	37.9%	13,045	5,378	41.2%
Belo Horizonte (CNF)	Minas Gerais	9.0%	16.0%	9,216	1,886	20.5%
Porto Alegre (POA)	Rio Grande do Sul	6.2%	28.3%	6,361	2,022	31.8%
Salvador (SSA)	Bahia	4.0%	41.3%	6,329	3,121	49.3%
Recife (REC)	Pernambuco	2.5%	17.4%	8,462	1,817	21.5%
Fortaleza (FOR)	Ceará	2.2%	33.0%	5,514	1,970	35.7%
<b>Main Airports</b>		<b>68.6%</b>	<b>28.7%</b>	<b>112,197</b>	<b>36,798</b>	<b>32.8%</b>

(1) According to ANAC data for departures and arrivals.

(2) According to the IBGE in 2020.

(3) Our market share of the total number of domestic departures and arrivals based on ANAC data for departures and arrivals for the respective year.

## Services

### Passenger Transportation

In order to offer high-quality and consistent value-proposition services to our corporate and leisure customers, we pay particular attention to the details that provide for a pleasant, complication-free flying experience, including:

- convenient online sales, check-in, seat assignment and flight change and cancellation services;
- high frequency of flights between Brazil's most important airports;
- low cancellation and high on-time performance rates of our flights;
- self-check-in at kiosks at designated airports;
- friendly and efficient in-flight service;
- free shuttle services between airports;
- buy on-board services on certain flights;
- free healthy snacks for all passengers, including options for kids;
- mobile check-in for paperless boarding pass and smartphone application for Smiles account management;
- more legroom and greater comfort (*GOL+Conforto* in the domestic flights and *GOL Premium Class* in the international flights);
- complete platform of in-flight entertainment with Wi-Fi access, live television, movies and series;
- premium domestic and international lounges for business class and premium Smiles passengers in the Guarulhos and Galeão airports; and
- expansion of Smiles' loyalty program to promotional fares.

Because we understand that efficient and punctual operations are important to our customers, we strive to offer high rates of on-time performance and a high completion factor, as well as low rates of mishandled baggage, as set forth in the following table:

	2020	2021	2022
On-time departures	93.7%	92.8%	88.9%
Flight completion	97.8%	99.0%	99.2%
Lost baggage (per 1,000 passengers)	2.11	2.10	2.36

In general, passenger demand and profitability reach peak levels during the January and July vacation periods and in the final two weeks of December, during the Christmas holiday season. Conversely, we often witness a decrease in load factor during February or March, when annual carnival celebrations take place in Brazil. Given our high proportion of fixed costs, this seasonality causes our results of operations to vary from quarter to quarter.

Ancillary revenues, which under IFRS 15 are part of passenger revenues, include revenues from on-board sales, ticket change fees and various other services. Further development and growth of these services and, consequently, of related revenues are a key part of our strategy.

We are constantly evaluating opportunities to generate additional ancillary revenue, such as from sales of travel insurance, marketing activities and other services that allow us to capitalize on the large number of passengers on our flights and the high volumes of customers using our website. As of December 31, 2022, all of our aircraft had Wi-Fi installed, which is an additional and increasing source of revenue.

### Mileage Program, Cargo and Other Revenues

Mileage program, cargo and other revenues include revenues from our GOLLOG services as well as from our Smiles loyalty program.

We make efficient use of extra capacity in our aircraft by carrying cargo, through GOLLOG. Our 85 flight destinations throughout Brazil, South America, the Caribbean and the United States provides us access to multiple locations in each region. With our capacity of approximately 554 daily flights, we can ensure quick and reliable cargo delivery for our customers.



GOLLOG has developed an extensive portfolio of express services to meet the growing demand for door-to-door deliveries, fixed deadlines and additional optional services. We intend to increase our efforts in express delivery services by further strengthening our logistics capability, mainly by expanding our ground distribution network, increasing our commercial efforts and using innovation and technology to facilitate the boarding and tracking of cargo and to provide automatic updates to order status. Following is an overview of GOLLOG's portfolio of services:

- GOLLOG *Animais* provides what we believe to be the best solution for the transportation of live animals, including all of the care required by live animals in transport and real-time information about the animal's journey for customers to monitor. Net revenue generated by GOLLOG *Animais* increased over 260% in 2021, as compared to 2020.
- GOLLOG *Saúde* was designed to serve the healthcare industry. To enhance GOLLOG *Saúde*'s services, we invested in a cold storage warehouse at the Guarulhos airport to maintain temperature-controlled cargo prior to boarding.
- GOLLOG *Urgente* provides what we believe to be the fastest delivery option within Brazil, offering same-day deliveries for short routes, and has been an important component in GOLLOG maintaining its revenue yield.
- GOLLOG *Rápido*, CHEGOL and CHEGOL Mini provide a range of cost-effective express delivery solutions for customers.

Our Smiles loyalty program, with 20.5 million members as of December 31, 2021, provides us with significant revenues derived from the redemption and expiration of miles. In addition, our Smiles loyalty program provides an incentive for customer air travel bookings, thereby boosting ticket sales and our number of repeat customers.

#### **Aircraft Fleet**

In 2022, we advanced our fleet transformation plan to replace Boeing 737 Next Generation aircraft with Boeing 737 MAX aircraft. As of the date of this annual report, our fleet comprises 108 Boeing 737 Next Generation aircraft and 38 Boeing 737-8 MAX aircraft. We are able to adjust our capacity to match demand, which has been a competitive advantage for many years. We believe that our fleet structure and operational flexibility makes us the Brazilian airline best positioned to take advantage of the recovery in Brazilian domestic air travel.

For more information, see "Item 3. Key Information—D. Risk Factors—Risks Relating to Us and the Brazilian Airline Industry—We rely on one manufacturer for our aircraft and engines and any negative developments relating to the Boeing 737 MAX aircraft would materially and adversely affect us."

The following table sets forth the composition of our total and operating fleet as of the dates indicated:

	Seats	As of December 31,		
		2020	2021	2022
B737-700 NG	138	23	23	20
B737-800 NG	186	6	6	2
B737-800 NG Short-Field Performance	186	91	83	86
B737-8 MAX	186	7	23	38
<b>Total fleet</b>		<b>127</b>	<b>135</b>	<b>146</b>
<b>Operating fleet</b>		<b>127</b>	<b>132</b>	<b>142</b>

As of December 31, 2022, our 142 leases without purchase options had an average remaining term of 67 months.

Under our lease agreements without purchase options, we are required to maintain maintenance reserve payments or pay maintenance deposits and to return the aircraft and engine in the agreed condition at the end of the lease term. Title to the aircraft remains with the lessor. We are responsible for the maintenance, servicing, insurance, repair and overhaul of the aircraft during the term of the lease.

The average age of our operating fleet as of December 31, 2022 was 10.4 years, and we expect that, as part of our accelerated fleet transformation plan, it will be reduced to approximately six years by 2025. The average daily utilization rate of our fleet was 9.6 block hours in 2020, 10.0 block hours in 2021 and 11.0 block hours in 2022.

Our Boeing 737-700/800 Next Generation aircraft are fuel-efficient and reliable and suit our cost efficient operations well because they:

- have comparatively standardized maintenance routines;
- require just one type of standardized training for our crews;
- use an average of 7% less fuel than other aircraft of comparable size, according to Boeing; and
- have one of the lowest operating costs in their class.

In addition to being cost-efficient, the Boeing 737-700/800 Next Generation aircraft are equipped with advanced technology that promotes flight stability, provides a comfortable flying experience for our customers and provides 13% lower CO<sub>2</sub> emissions than other aircraft models. Our single fleet operating model is central to our strategy and we would only introduce a new type of aircraft to our fleet if, after careful consideration, we determine this would reduce our operating costs or if we were required to do so due to operational or delivery challenges beyond our control. Our Boeing 737 MAX aircraft:

- reduce our fuel consumption by up to 15%, in relation to the Boeing 737-800 Next Generation, and consume less fuel than other aircraft of comparable size;
- reduce carbon emissions by up to 16% in relation to the Boeing 737-800 Next Generation;
- are equipped with the latest technology and provide improved operational performance;
- have an increased range and maximum take-off weight, or MTOW, as compared to both the 737-800 Next Generation and the A320neo;
- deliver flight autonomy of up to 6,500 km (increased from 5,500 km) and MTOW up to 82 tons (increased from 70 tons);
- have a significantly smaller noise footprint than other single-aisle airplanes; and
- are equipped with Wi-Fi antennas that will allow our customers to access to the internet during flights and enjoy our on-board entertainment platform.

Our configuration permits us to add up to nine additional seats to the Boeing 737 MAX's configuration while maintaining the aircraft's pitch that provides the most comfort to passengers in Brazil.

As of December 31, 2022, we had an order book of 66 Boeing 737-8 MAX and 25 Boeing 737-10 MAX aircraft, representing present value commitments of US\$3,943.3 million (R\$20,576.1 million, considering the U.S. dollar selling rate as of December 31, 2022, as reported by the Central Bank) for delivery through 2026. We are the main client of Boeing 737 MAX aircraft in South America and one of the eight largest in the world. As a result of our order book, we believe that the average age of our operating fleet, 10.4 years as of December 31, 2022, will be reduced to approximately six years by 2025, leading to lower maintenance costs and fuel consumption and, as a result, reduced greenhouse gas emissions.

#### *Fleet Plan*

The following table sets forth our year-end projected operating fleet through 2027 as of the date of this annual report:

<b>Projected Fleet Plan</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>
Boeing 737-700 NG	15	13	13
Boeing 737-800 NG	65	66	64
Boeing 737 MAX	59	65	67
<b>Total</b>	<b>139</b>	<b>144</b>	<b>144</b>

Changes in price or competitive conditions or unexpected demand changes may change our fleet plans.

### ***Sales and Distribution***

Our customers can purchase tickets directly from us through a number of different channels, including our website through our booking web services, our call center, at airport ticket counters and, to a lesser extent, global distribution systems (GDS). In August 2021, we switched our passenger service system to Sabre, which is one of the most used by airlines.

Our low-cost business model utilizes internet ticket sales as the primary distribution channel, especially in the local market. In 2021 and 2022, approximately 95% of our passenger revenue, whether directly from customers or through travel agents, were booked online, making us a global leader in this area.

In addition, our customers can purchase tickets indirectly through travel agents, which are a widely used travel service resource. In 2021 and 2022, travel agents provided us with distribution outlets in approximately 52 and 50 different countries, respectively. GDS allows us access to a large number of tourism professionals who are able to sell our tickets to customers around the world and enables us to enter into interline agreements with other airlines to offer more flights and connection options to our passengers, which adds incremental international passenger traffic.

### ***Pricing***

Brazilian airlines are permitted to establish their own domestic fares without previous government approval. Airlines are free to offer price discounts or follow other promotional activities. Airlines must submit, 30 days after the end of each month, a file containing fares sold and quantity of passengers for each fare amount, for all markets. This file lists regular fares and excludes all contracted, corporate and private fares. The objective is to monitor the average market prices. The same procedure applies for international fares. The only difference is that all fares sold for interline itineraries are excluded from the data sent to ANAC.

### ***Yield Management***

Yield management involves the use of historical data and statistical forecasting models to provide information about our markets and guidance on how to compete to maximize our net revenue. Yield management forms the backbone of our revenue generation strategy and is strongly linked to our route and schedule planning and our sales and distribution methods. Our yield management practices enable us to react quickly in response to market changes. For example, our yield management systems are instrumental in helping us to identify the flight times and routes for which we offer promotions. By offering lower fares for seats that our yield management indicates would otherwise remain unsold, we capture additional revenue and also stimulate customer demand.

### ***Maintenance***

By ANAC regulation, we are directly responsible for the execution and control of all maintenance services performed on our aircraft. Maintenance performed on our aircraft can be divided into two general categories: line and heavy maintenance.

Line maintenance comprises routine, scheduled maintenance checks on our aircraft, including pre-flight, daily and overnight checks and any diagnostics and routine repairs. All of our line maintenance is performed by our highly experienced technicians at our line maintenance service bases throughout Brazil and South America. We believe that our practice of performing daily preventative maintenance helps to maintain a high aircraft utilization rate, reduces maintenance costs and ensures a high level of safety.

Heavy maintenance comprises more complex inspections and servicing of aircraft that cannot be accomplished overnight. Heavy maintenance checks are performed following a pre-scheduled agenda of major overhauls defined by the aircraft's manufacturer, based on the number of hours and flights flown by the aircraft. In addition, engine maintenance services are rendered in different MRO facilities.

We believe that our high aircraft utilization rate has not compromised our positioning in terms of performance and reliability when compared to other Boeing operators globally. We internalized heavy maintenance on our Boeing 737 Next Generation and 737 MAX aircraft in our Aircraft Maintenance Center (GOL Aerotech) at Tancredo Neves International Airport in Confins, in the State of Minas Gerais. We use this facility for airframe heavy checks, line maintenance, aircraft painting, components repairs and overhauls and aircraft interior refurbishment. In addition, we have GOL Aerotech operations in Congonhas and, since February 2022, in Brasília. For more information, see “—MRO: GOL Aerotech.”

We have entered into two strategic MRO partnership agreements in order to provide maintenance services for our CFM 56-7, maintenance for parts and components on our fleet of Boeing 737 Next Generation and 737 MAX aircraft, as well as consulting services related to maintenance workflow planning, materials and facility optimization and tooling support.

We hold the FAA 145 Repair Station certification for C-checks, which are performed approximately every 20-24 months or based on a specific number of actual flight hours, at our maintenance center in Confins (GOL Aerotech) and certification by the European Aviation Safety Agency, or EASA, which is the European Union's aeronautical authority.

To conduct maintenance on aircraft and aircraft components, we must be certified as a "maintenance organization." This certification is granted by the country where the respective aircraft or components are operated. In Brazil, the certification is granted by ANAC and in the United States it is granted by the FAA. Therefore, in order to work on aircraft and aircraft components operating in the European Union, we would need a certification granted by EASA. However, in 2016, ANAC and EASA signed a bilateral agreement for the recognition of certifications granted by one another so that, after undergoing a validation process, Brazilian maintenance organizations can conduct maintenance on aircraft and aircraft components operating in the European Union and maintenance organizations in the European Union can do the same with regards to aircraft and aircraft components operating in Brazil. Our Aircraft Maintenance Center underwent the validation process of ANAC certification for EASA and is now authorized to conduct maintenance on aircraft and aircraft components operating in the European Union as if it were an entity directly certified by EASA. Some of the benefits of this validation are the recognition of the quality standards of our Aircraft Maintenance Center's services and new maintenance opportunities, including servicing aircraft and aircraft components under redelivery or sub-leasing to E.U. countries, servicing that would have previously been outsourced. This implies possible cost reductions for us when we return or sub-lease aircraft and generates additional revenues from services on the aircraft and aircraft components of European airlines.

In 2020, we were certified by: (i) the National Civil Aviation Administration of Argentina to perform maintenance, preventive maintenance and alterations, which allows us to expand our GOL Aerotech coverage in the Latin American MRO market; (ii) the CAA Cayman aviation authority, expanding our coverage to perform maintenance on aircraft and components operating under the rules of this authority; and (iii) the FAA to work on CFM56-7 and Leap-1B engines at our engine shop in Confins and repairs in composite materials in the Composite Shop at the same location.

Our engine shop, part of GOL Aerotech, certified by ANAC, EASA, FAA, ANAC Argentina, 2-REG and CAA Cayman for low-complexity services and repairs on CFM56-7 and Leap-1B engines, which power the Boeing 737 Next Generation and 737 MAX aircraft we operate, has the latest infrastructure and tools to conduct maintenance services that were formerly performed by third parties. Among the benefits of insourcing these services are reduced repair and logistics costs and reduced engine off-time and replacement time, as well as an improvement in environmental sustainability as a result of not having to transport aircraft to third-party maintenance facilities. We also have the capacity to expand the services offered by our engine shop.

### Fuel

Our fuel costs, which we may not be able to defer significant amounts of or adjust in our ticket prices, were R\$2,631.9 million and R\$6,288.4 million in 2021 and 2022, representing 23% and 43% of our total operating costs and expenses, respectively. In 2021 and 2022, we purchased nearly all of our fuel from Petrobras Distribuidora. In addition to Petrobras Distribuidora, there are two other fuel suppliers in Brazil. Fuel prices under our contracts were re-set on average 45 days and comprise a variable and a fixed component. The variable component is defined by the refinery and follows international crude oil price fluctuations and the real/U.S. dollar exchange rate. The fixed component is a spread charged by the supplier and is usually a fixed cost per liter during the term of the contract. We operate a tankering program under which we fill the fuel tanks of our aircraft in regions where fuel prices are lower. We also provide our pilots and flight dispatchers with training in fuel management techniques, such as carefully selecting flight altitudes to optimize fuel efficiency.

The following chart summarizes our fuel consumption and costs for the periods indicated:

	Year ended December 31,		
	2020	2021	2022
Fuel liters consumed (in millions)	722	751	1,113
Total fuel cost (in millions)	R\$2,025.7	R\$2,631.9	R\$6,288.3
Average price per liter	R\$2.55	R\$3.50	R\$5.81
% change in price per liter	(8.6)%	37.2%	66.0%
Percent of total operating costs and expenses	27.7%	23.4%	43.1%
ASK/liter consumed	34.82	36.12	36.63

We continuously invest in initiatives to reduce fuel consumption, including the following:

- *Required Navigation Performance (RNP – AR)*: Precision approaches guided through a satellite navigation system that enables pilots to control aircraft in flight even in the case of low visibility, reducing dependence on air-to-ground navigation and shortening length of flight, which reduces fuel consumption and improves accessibility at airports such as Santos Dumont Airport in Rio de Janeiro.
- *Auxiliary Power Unit (APU)*: This is an auxiliary aircraft engine used to generate power and air conditioning when the main engines are not in use, usually in cases of long stops at airports or overnight use by maintenance. The APU OFF project was based on a consumption reduction opportunities study aimed to allow aircraft to be charged with an external power source (GPU – Ground Power Unit and ACU – Air Conditioning Unit) instead of using the aircraft’s resources, in locations where this service is available. Whenever possible, the APU OFF for aircraft in transit is applied prior to selecting APU INOP aircraft and flights with long ground time, reducing fuel consumption and preserving aircraft resources.
- *Aircraft Communication Addressing Reporting System (ACARS)*: This is a satellite communication system that permits the exchange of data between aircraft and ground communication outlets during flights, and allows for more assertive communication and anticipated shared decision making processes, minimizing route deviations and ensuring operational efficiency.
- *Onboard Performance Tool*: Boeing’s application enables airline flight crew and dispatchers to run real-time optimized takeoff and landing performance calculations. The benefits that come from this optimization are payload maximization, reduced engine maintenance costs and fuel savings.

We support the development of sustainable alternatives to fossil fuels for the airline industry, with the view to reducing greenhouse gas emissions and reducing our exposure to oil price uncertainty. We are a member of national and international entities dedicated to promoting environmental sustainability, including the GHG Protocol Brazilian Program, the Brazilian Biofuel and Biokerosene Union (Ubrabio), IATA’s Environmental Committee, the Group of Users of Sustainable Aviation Fuel (Safug), the Brazilian Platform for Renewable Fuel and Biokerosene (PBB) and the Minas Gerais State Biokerosene Platform (PMB). We were the first Brazilian airline to be qualified under the Greenhouse Gas Protocol Gold Standard and have been publishing our greenhouse gas inventory since 2011.

Fuel costs are extremely volatile, as they are subject to global macroeconomic and geopolitical factors that we can neither control nor accurately predict. Because international prices for jet fuel are denominated in U.S. dollars, our fuel costs, though payable in *reais*, are subject not only to price fluctuations but also to exchange rate fluctuations. For more information on the fuel-related risks we face, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Us and the Brazilian Airline Industry—Substantial fluctuations in fuel costs would harm us.”

We maintain a fuel hedging program, based upon policies which define volume, price targets and instruments, under which we enter into fuel and currency hedging agreements with counterparties providing for price protection in connection with the purchase of fuel. Our hedging practices are executed by our internal risk management committee and overseen by the risk policies committee of our board of directors. The risk policies committee, which comprises members of our board of directors, external consultants and senior management, meets monthly or more often, if called, and its main responsibilities are to assess the effectiveness of our hedging policies, recommend amendments when and where appropriate and establish its views regarding fuel price trends. We use risk management instruments that have a high correlation with the underlying assets so as to reduce our exposure. In addition, we employ active revenue management tools to capture and pass on cost variations in the form of pricing adjustments. We require that all of our risk management instruments be liquid so as to allow us to make position adjustments and have prices that are widely disclosed. We also avoid concentration of credit and product risk. We have not otherwise entered into arrangements to guarantee our supply of fuel and we cannot provide assurance that our hedging program is sufficient to protect us against significant increases in the price of fuel. We also may consider employing non-derivative instruments as alternative hedge conferring an additional average protection through fixed price fuel transactions for future delivery negotiated with our main fuel supplier.

### ***Environmental, Social and Governance Initiatives***

We annually publish on our website an ESG Report for the benefit of our stakeholders. Our ESG Report provides more detailed information on certain of our ESG measures, which additional information we do not consider material to our investors for purposes of this annual report. The information contained in our ESG Report is not a part of, nor is it incorporated into, this annual report.

#### ***Environmental Initiatives***

Climate change could cause an increase in extreme weather and natural disasters, which could affect airline operations, alongside social and political events resulting from these risks. As such, we aim to build a sustainable business and we seek to be a global industry leader in sustainable aviation by, among other measures, reducing greenhouse gas emissions by means of efficient fuel use and network management.

We emit greenhouse gases from the combustion of fossil fuels, primarily generated from aircraft flights, and, to a lesser extent, ground operations, including moving luggage, passengers and employees, as well as operating our corporate offices. Fuel efficiency results in lower operating costs and expenses and benefits the environment in the form of reduced emissions. We are also committed to exploring the use of alternative fuels that produce fewer emissions as well as other energy sources. Our Aircraft Maintenance Center reduced the necessity of flying our aircraft overseas to be serviced. We also treat all of the effluents generated in our facilities and are committed to the reuse of water.

We aim to achieve regular supply of sustainable aviation fuel for our operations, including a 1% biofuel supply, by 2025. In 2022, our management began to adopt certain ESG targets, with a focus on environmental matters, including reaching zero net direct carbon emissions by 2050, as part of our long-term corporate goals. Our compensation model, including executive compensation, is linked to these ESG targets and measured by a balanced score card model.

Additionally, in order to collaborate with the development of sustainable aviation fuels, or SAF, in Brazil, we have actively participated in discussions related to the “Brazilian Future Fuel Program” and the ProBioQAV Subcommittee, which focuses on sustainable initiatives related to aviation fuel. We have also addressed the topic with the Brazilian Airline Association (*Associação Brasileira das Empresas Aéreas – ABEAR*) and IATA, which discuss the industry’s positioning.

#### ***Social Initiatives***

##### **Labor Management**

As of December 31, 2022, we employed 14,816 individuals. We guarantee the right for employees to join a labor union and for collective bargaining and our employees are represented by 11 unions. We believe we have a good relationship with our employees and the unions that represent them and we comply with all collective bargaining agreements.

We support increasing the diversity of our workforce and management and, as of December 31, 2022, 44% of our employees were women. We achieved a 36% participation rate of women in leadership positions in 2022.

##### **Training and Development Opportunities**

In 2020, we began activities of Eagles Academy, our corporate university that integrates ten education centers and focuses on training and development strategies aligned to our business purpose. Through Eagles Academy, we offered 1,163,584 training hours in 2022, for both administrative and operational departments, reaching an average of more than 55.49 training hours per employee.

##### **Privacy & Data Security**

Our information technology team acts on our servers in a timely manner, using the most advanced protection tools available, in addition to periodically disseminating alerts and information to make employees aware of the different types of cyber risks and scams applied on the internet, and how better to act and defend against them.

We also maintain an internal policy governing data use and are adapting to Brazil's new general data protection law to improve the experience of our customers in all digital channels.

#### Safety and Quality

As an airline with over twenty years of operations, our first priority is always the safety of our passengers and employees. We maintain the highest rating (seven stars) and are ranked among the world's safest airlines, according to *AirlineRatings.com*, an independent plane safety and product rating website. The website's star ratings take multiple factors into account, including whether an airline has been certified by IATA, if it is on the European Union's airline blacklist, its crash record and whether the fleet has been grounded over safety concerns. We conduct biennial IATA operational safety audits.

- We maintain our aircraft in strict accordance with manufacturer specifications and all applicable safety regulations, and perform routine line maintenance every day.
- Our pilots have extensive experience, with flight captains having more than 10,000 average hours of career flight time, and we conduct ongoing courses, extensive flight simulation training and seminars addressing the latest developments in safety and security issues.
- We promptly adopt best practices from the latest research regarding human fatigue risk management.
- We closely follow the standards established by ANAC's Air Accident Prevention Program and we implemented the Flight Operations Quality Assurance System, which maximizes proactive prevention of incidents through the systematic analysis of the flight data recorder system.
- All of our aircraft are also equipped with Maintenance Operations Quality Assurance, a troubleshooting program that monitors performance and aircraft engine trends.
- The Brazilian civil aviation market follows the highest recognized safety standards in the world. We are also an active member of the Flight Safety Foundation, a foundation for the exchange of flight safety information.
- Before the grounding of the MAX aircraft, our pilots were all trained to operate the MAX and received further training before the groundings were lifted in November 2020.

During the COVID-19 global pandemic, we reinforced all of our procedures to ensure the health and safety of our customers and employees. In addition to complying with the already strict standards of sanitation for civil aviation established by regulators, we implemented additional advanced measures for aircraft cleaning and sanitizing during ground stops and overnight stays. Our aircraft have HEPA filters, which capture 99.7% of particles such as bacteria, viruses and other impurities on board, allowing the circulation of purer air. In addition, we improved the process for night cleaning with the use of a hospital-grade disinfectant for the service galleries and all areas of intense use in the cabin, including the cockpit. We distribute gloves and masks to employees, in addition to making alcohol-based gel available to the crew and customers on the aircraft.

#### *Governance*

##### Board of Directors

A majority of our board members are independent and we maintain a fully independent audit committee.

In 2005, we were one of the first foreign private issuers to conform to the requirements of Section 404 of the Sarbanes-Oxley Act, following defined criteria on internal controls, and Section 302 of the Sarbanes-Oxley Act, pursuant to which our chief executive officer and chief financial officer attest as to our disclosure of information.

We are listed on the Level 2 of Differentiated Corporate Governance Practices listing segment of the B3 and are included in the Special Corporate Governance Stock Index and the Special Tag Along Stock Index, pursuant to which we have committed to certain corporate governance best practices.

##### Committees

A number of committees support and advise our management and board of directors. These committees actively participate in our management's strategic and key decisions and we believe they add substantial value to our business. We have the following committees and subcommittees, comprising primarily independent members of our management: (i) corporate governance and people policies committee, (ii) financial policy committee, (iii) accounting, tax and financial statements policies subcommittee, (iv) risk policies committee, (v) alliances committee and (vi) statutory audit committee.

Compensation

Our corporate governance and people policies committee assesses compensation policies, management targets and objective measures to determine performance and variable compensation.

Ownership

As of December 31, 2022, the Constantino family, which indirectly controls us, held 53.9% of the economic interest in us. The Constantino family's high stake in us and the leading role of the chairman of our board of directors, Constantino de Oliveira Junior, in helping set our strategic direction and in his close supervision of and daily interaction with senior management, differentiates our ownership structure in aligning the interests of our controlling shareholders with those of our minority shareholders.

Business Ethics

We maintain an ethics ombudsmen communication channel open to all employees and stakeholders to report concerns, with the option of doing so anonymously. The channel is managed by a team of in-company specialists and analysts, who report to our corporate governance and people policies committee. In 2022, information conveyed via our ethics channel resulted in our taking responsive measures, including dismissal of employees and more robust training on matters of compliance.

Assessment of Environment, Social and Governance Risks

We annually conduct an assessment to determine our sustainability-related risks and opportunities, and report our findings to the public, following the Sustainability Accounting Standards Board's guidelines for airlines. The following table sets forth some of the metrics we consider in our environmental, social and governance initiatives:

	Year ended December 31,		
	2020	2021	2022
<b>Environmental</b>			
<b>Fuel</b>			
Total fuel consumed (GJ x 1,000)	25,232	26,188	37,630
% Renewable fuel	0	0	0
Total fuel consumed (liters x 1,000 /ASK)	28.7	27.7	27.9
<b>Gross global scope 1 emissions</b>			
Greenhouse gas (GHG) emissions (tons CO <sub>2</sub> )	1,938,497	1,905,556	2,737,745
Greenhouse gas (GHG) emissions/flight hour (tons CO <sub>2</sub> )	9.4	8.5	6.5
Greenhouse gas (GHG) compensated (tons CO <sub>2</sub> )	0	71	13,231
<b>Fleet</b>			
Average age of operating fleet (in years)	11.0	10.7	10.4
<b>Social</b>			
<b>Labor relations</b>			
Employee gender (% male/female)	56/44	56/44	56/44
Age:			
Under 30 years (%)	26	24	20
Between 30 and 50 years (%)	63	65	68
Over 50 years (%)	11	11	12
Active workforce under collective bargaining agreements (%)	100	100	100
Number and duration of strikes and lockout (# days)	-	-	-
<b>Customer and company behavior</b>			
Customer satisfaction index (SMS score)	8.07	(*)	(*)
On-time departures (%)	93.7	92.8%	88.9%
Flight completion (%)	97.8	99.0%	99.2%
Lost baggage (per 1,000 pax)	2.11	2.06	2.45
<b>Safety</b>			
Number of fatalities	-	-	-
Number of governmental enforcement actions and aviation safety	-	-	-
<b>Governance</b>			
<b>Management</b>			
Independent directors (%)	55	55	55
Participation of women in leadership positions (%)	35	35	35
<b>Committees and policies</b>			
Number of committees with independent board members	5	5	5
Compliance policy (on investor relations website)	yes	yes	yes
Disclosure of information and securities trading policy (investor relations website)	yes	yes	yes
<b>Shareholder meetings</b>			
Voting capital represented at shareholders' meetings (%)	100	100	100

(\*) The SMS survey was discontinued in February 2021.



### ***Insurance***

We maintain passenger and third party liability insurance in amounts consistent with international industry practice and we insure our aircraft fleet against losses and damages on an “all risks” basis. We have obtained all insurance coverage required by the terms of our leasing agreements and in accordance with national and international insurance regulations and the requirements promulgated by the governmental and civil aviation authorities in each country in which we operate. We believe our insurance coverage is consistent with airline industry standards in Brazil and is appropriate to protect us from material loss in light of the activities we conduct. For more information on the insurance-related risks we face, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Us and the Brazilian Airline Industry—We may be adversely affected by events out of our control.”

### ***Partnerships and Alliances***

#### *General*

We have incomparable relationships with important players in the industry, including American Airlines and Air France – KLM. We are one of Boeing’s most important 737 aircraft customers.

Our strong market positioning enables us to successfully negotiate a number of partnerships with supplementary major carriers worldwide, mostly in the form of codeshare agreements and interline agreements. Additional passenger inflows generated by these strategic partnerships help improve revenues at low incremental costs.

As of December 31, 2022, we had 14 codeshare agreements with Aerolíneas Argentinas, AeroMéxico, Air Canada, Air Europa, Air France, American Airlines, Avianca, Copa Airlines, Emirates, Ethiopian Airlines, KLM, TAP, Turkish Airlines and VoePass Linhas Aéreas, 15 frequent flyer agreements and 38 interline agreements.

#### *American Airlines*

In February 2020, we announced our new codeshare agreement with American Airlines, which provided more daily flights between South America and the United States than any other airline partnership. This codeshare agreement represents the largest route network in the Americas, enabling our customers to travel seamlessly to more than 30 destinations in the United States. Our codeshare flights operate in our international hubs in São Paulo (Guarulhos) and Rio de Janeiro (Galeão), integrating 34 Brazilian and international routes.

In September 2021, we announced the expansion of our commercial cooperation with American Airlines, through an exclusive codeshare agreement for three years that has strengthened the relationship between the two airlines. As part of our agreement with American Airlines, in 2022, we received an equity investment of US\$200.0 million from American Airlines. Over the last ten years, American has flown more than 14 million passengers between Brazil and the United States, representing more than twice as much traffic as the next largest U.S. carrier operating in Brazil. The combination of our leading network in Brazil and American Airlines’ leadership in the United States–Brazil market has maximized revenues through increased connectivity and improved route options for our customers, including Florida (an American Airlines hub), which has the largest Brazilian community out of Brazil. Our Smiles and American Airlines’ AAdvantage loyalty programs are partners in the largest frequent flyer program in the Americas with enhanced benefits that began in the first half of 2022. These include access for loyalty members to benefits such as priority check-in, priority security, priority boarding, a larger checked baggage allowance, lounge access and preferred seats on both airlines. Customers may earn and redeem frequent flyer miles on both airlines.

*Air France – KLM*

We have a long-term strategic partnership for commercial cooperation with Air France – KLM, which held 1.0% of our total capital stock as of December 31, 2022. The agreement, which is currently in place through 2024, provides for an alliance committee, comprised of at least one representative of Air France – KLM, and at least two members of our board of directors. Our partnership covers a significant portion of demand between Brazil and Europe and provides exclusive benefits to our customers. In addition, Air France – KLM is an important MRO service provider for our operations.

*VoePass Linhas Aéreas*

We maintain a strong cooperation with VoePass Linhas Aéreas to serve 35 destinations on Brazilian regional routes through a codeshare and interline partnership.

**Competition***Domestic*

Airlines in Brazil compete primarily on the basis of routes, fare levels, frequency of flights, capacity, airport operating rights and presence, reliability of services, brand recognition, frequent flyer programs and customer service.

Our main competitors in Brazil are LATAM Brasil and Azul Airlines. We also face domestic competition from other domestic scheduled carriers, regional airlines and charter airlines, which mainly have regional networks.

During the pandemic, the obligations of airlines in Brazil to maintain slots at certain airports were suspended, and, as a result, we reduced our route network. We believe that we are the Brazilian airline best positioned to take advantage of the recovery in Brazilian domestic air travel.

The following table sets forth the historical market shares on domestic routes, based on revenue passenger kilometers, of the main airlines in Brazil for each of the periods indicated:

<b>Domestic Market Share — Scheduled Airlines</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
GOL	38.1%	31.7%	33.7%
LATAM Brasil	33.7%	33.8%	36.5%
Azul Airlines	27.8%	33.5%	29.3%
Others	0.4%	1.0%	0.5%

Source: ANAC.

Domestically, we also face competition from ground transportation alternatives, primarily interstate bus companies. Given the absence of meaningful passenger rail services in Brazil, travel by bus has traditionally been the only low-cost option for long-distance travel for a significant portion of Brazil's population. We believe that our low-cost business model has given us flexibility in setting our fares to stimulate demand for air travel among passengers who in the past have traveled long distances primarily by bus. In particular, the highly competitive fares we have offered for travel on our night flights, which have often been comparable to bus fares for the same destinations, have had the effect of providing direct competition for interstate bus companies on these routes.

*International*

In our international operations, we face competition from Brazilian and Latin American airlines that are already established in the international market and that have strategic alliances and codeshare arrangements with international airlines. In addition, non-Brazilian airlines may decide to enter or increase their schedules in the market for routes between Brazil and other South American and Caribbean destinations.

The following tables set forth the 2021 and 2022 market share of major airlines on Latin American routes to/from Brazil, as measured by RPKs:

<b>2021 International Market Share – Airline</b>	<b>RPKs (millions)</b>	<b>Market Share</b>
LATAM Airlines Group <sup>(1)</sup>	5,288	46.5%
Azul Airlines <sup>(2)</sup>	1,384	12.2%
Copa Airlines	2,676	23.5%
AeroMéxico	1,026	9.0%
GOL	122	1.1%
Avianca Holdings <sup>(3)</sup>	363	3.2%
Aerolíneas Argentinas	176	1.5%
Sky Airlines	159	1.4%
BOA Boliviana	178	1.6%
<b>Total</b>	<b>11,372</b>	<b>100.0%</b>

<b>2022 International Market Share – Airline</b>	<b>RPKs (millions)</b>	<b>Market Share</b>
LATAM Airlines Group <sup>(1)</sup>	20,483	50.2%
Azul Airlines <sup>(2)</sup>	5,032	12.3%
Copa Airlines	4,729	11.6%
AeroMéxico	4,042	9.9%
GOL	2,473	6.1%
Avianca Holdings <sup>(3)</sup>	1,661	4.1%
Aerolíneas Argentinas	1,349	3.3%
Sky Airlines	647	1.6%
BOA Boliviana	276	0.7%
Viva Air	115	0.3%
<b>Total</b>	<b>38,562</b>	<b>100.0%</b>

Source: ANAC.

(1) Includes LATAM Brasil, LAN Chile, LAN Peru, LAN Argentina, TAM MERCOSUR and LATAM Ecuador.

(2) Includes Two Táxi Aéreo.

(3) Includes Avianca Holdings and TACA Peru.

In May 2020, LATAM Airlines Group and Avianca Holdings S.A., the two largest Latin American airlines at the time, filed for bankruptcy protection under Chapter 11 of the U.S. Bankruptcy Code, with the former emerging from bankruptcy proceedings in November 2022 and the latter in December 2021, in each case with significant liquidity.

### Loyalty Program: Smiles

#### Overview

Smiles is one of the largest coalition loyalty programs in Brazil, with 20.5 million members as of December 31, 2022. Our Smiles business model is based on a pure coalition loyalty program comprising a single platform for accumulating and redeeming miles through a broad network of commercial and financial partners.

The Smiles loyalty program allows members to accumulate miles through (i) flights with GOL and our international partners, (ii) all the significant Brazilian commercial banks that issue credit cards, including through co-branded cards issued by Banco Bradesco, Banco do Brasil and Santander, (iii) a broad network of retail partners, including Localiza, the largest car rental agency in Brazil, global hotel chain Accor Hotels and Rocketmiles, among others, (iv) direct customer purchases of miles and (v) purchases of miles and benefits through *Clube Smiles* (Smiles Club). We are Smiles' primary redemption partner but members may also redeem miles for products and services from commercial partners.

#### Commercial Partners

Smiles' network of commercial partners comprises airlines, financial institutions, travel agencies, hotels, car rental agencies, gas stations, bookstores, media companies, drugstores, restaurants and parking lot operators, among others.

- *Financial Institutions.* Smiles has commercial partnership agreements with dominant players in the Brazilian banking sector. Smiles sells miles to these commercial partners, which distribute them proportionately to credit card spending by cardholders who are Smiles loyalty program members. Smiles also sells miles for co-branded credit cards issued by Banco Bradesco, Banco do Brasil and Santander. In 2019, Smiles signed agreements with important players in the digital banking/fintech segment: Nubank and C6 Bank.

- *Travel Companies, Hotels and Car Rental Agencies.* Smiles has partnership agreements with well-known domestic and international travel companies, hotels and car rental companies (Localiza and Rentcars). These partners include Rocketmiles and Accor Hotels. These partnerships allow Smiles loyalty program members to accumulate miles at a variety of locations worldwide and throughout the course of their trips.
- *Brazilian Retailers and Distributors.* Smiles has commercial agreements with important Brazilian retailers, including Polishop (a domestic electronics and merchandise retailer), Shell gas stations, Uber, Via Varejo online websites (Extra, Casas Bahia and Ponto Frio), Magazine Luiza/Netshoes (one of the largest home appliance retailers which is also one of the largest online retailers in Brazil), Fast Shop (a domestic electronics retailer), Renner (one of the largest clothing retailers in Brazil) and Petz (the largest petshop chain in Brazil).

#### **Competition**

Smiles faces competition in Brazil from frequent flyer programs, the loyalty programs of financial institutions and similar entities and other loyalty programs in general. Frequent flyer programs include *LATAM Pass*, from LATAM Airlines Group, and *Tudo Azul*, from Azul Airlines. Financial institution loyalty programs include the *Esfera* Program of Banco Santander (Brasil) S.A., the *Sempre Presente* Program of Banco Itaú Unibanco S.A. and *Livelo*, a joint venture program between Banco do Brasil and Banco Bradesco. The majority of these programs allow members to transfer accumulated reward points to programs like the Smiles loyalty program.

If foreign loyalty programs enter the Brazilian market, Smiles may face additional competition but also new opportunities for commercial partnerships.

#### **Smiles Take-in**

In March 2021, shareholders of GOL and Smiles approved our corporate reorganization proposal that comprised a merger of Smiles shares with our shares. The merger, concluded in September 2021, increased the competitiveness of both our airline and loyalty program businesses and allowed us to reduce operating, administrative and financial costs and expenses and strengthen our capital structure. The synergies generated by this corporate reorganization are mainly related to reduction in certain tax expenses, improved yield and liquidity management, utilization of our accumulated net operating loss and retention of annual dividends to be invested in our operations. In March 2023, in the context of the Abra financing, we dropped certain Smiles-related assets down to a new subsidiary. For more information on the Abra financing, see “Item 4. Information on the Company—A. History and Development of the Company—Recent Developments.”

#### **Cargo: GOLLOG**

We are Brazil’s third largest cargo airline with a 27.8% market share in 2022 as measured by ATKs, and our cargo revenues increased 46.7% in 2022, as compared to 2021, representing 3.4% of our gross revenue in 2022. Through GOLLOG, we generate cargo revenue through the use of cargo space on regularly scheduled passenger aircraft. Our cargo business has grown at higher rates than our passenger travel business, in large part because we count with an excellent and diversified base of clients in the B2B segment and e-commerce markets, and are well-positioned to support this market’s expected growth as we forge and strengthen our client relationships. We are committed to delivering quality logistics solutions and believe our cargo business will be an increasingly important contributor to our financial performance.

Additionally, in the second half of 2022, we began cargo operations under a ten-year commercial agreement with Mercado Livre, which operates marketplaces for e-commerce and online auctions. These cargo operations, which are part of our investment to serve the needs of the growing Brazilian e-commerce market, will rely on a dedicated freighter fleet of six Boeing 737-800 BCF, two of which we received and began operating in 2022 and the other four we will receive and expect to begin operating in 2023, with the option to add additional six cargo aircraft by 2025.

#### **MRO: GOL Aerotech**

GOL Aerotech is our business unit dedicated to providing MRO services, including to third parties. We have 15 years of experience providing maintenance, preventive maintenance and modifications on our aircraft. GOL Aerotech represents an important cost saving source for us as we are able to rely on local workforce instead of relying on other maintenance providers that would expose us to exchange rate variations and higher market pricing.

Our local maintenance services also reduce our repair and logistics costs, as well as engine off-time and replacement time, and support our sustainability efforts as we do not have to transport aircraft to third-party maintenance facilities. We have expanded our MRO services to other airlines and what began as a cost-saving initiative has become a revenue generating opportunity. We operate the largest MRO facility in Brazil, with over 145,000 square meters of hangar and ramp areas, six shops, more than 6,100 square meters of parts storage area and over 750 employees. In February 2022, we renewed our maintenance hangar lease in Confins and converted our Brasília hangar to support maintenance services. As of the date of this annual report, we have three maintenance units (Confins, Brasília and Congonhas) and continue to seek expansion opportunities for our GOL Aerotech business.

**Innovation: GOL Labs**

GOL Labs is our innovation business dedicated to researching and developing new technologies and services to generate new revenues and reduce costs, including by optimizing our pricing and route strategies and enhancing our customer experience through initiatives such as face recognition technology to facilitate check-in and boarding procedures, media streaming partnerships to provide enhanced entertainment options and a customer service platform through mobile chat applications, among others. GOL Labs is responsible for the entire lifecycle of the development of an innovative concept, including market testing and analytics and implementation and training, and plays a key role in creating value in our other businesses.

**Industry Overview**

Brazilian domestic air passenger demand, as measured by RPKs, increased 28.3% in 2022, as compared to 2021, due to the waning effects of the COVID-19 global pandemic resulting from widespread vaccination, especially in Brazil, and reduced travel restrictions. Based on 2017 data, IATA estimated that the Brazilian domestic air passenger market would double its size in the next two decades, with the possibility to multiply its size by up to five times if Brazil adopts policies more favorable to the development of air transportation. According to ANAC, there were 46.2 million, 63.8 million and 84.0 million domestic passengers and 2.4 million, 0.9 million and 4.3 million international passengers on Brazilian carriers in Brazil (which excludes international carriers) in 2020, 2021 and 2022, respectively, of a total population of over 210 million, according to IBGE. In contrast, according to the U.S. Department of Transportation, the United States had approximately 875 million domestic passengers and 125 million international passengers in 2019, of a total population of over 327 million, based on 2019 United States census estimates. We believe we are the Brazilian airline best positioned to take advantage of the recovery in Brazilian domestic air travel as 88.2% of our revenues in 2022 derived from the domestic market.

Brazil has a relatively larger leisure customer base when compared to other large countries. This customer base has been the main pillar to sustain Brazilian domestic air traffic and provide faster demand recoveries when compared to other countries. In 2019, there were 123 million passengers in Brazil, of which 25 million were for international flights mainly for tourism to destinations outside Brazil. In 2020 and 2021, in light of developments relating to the COVID-19 global pandemic and resulting travel restrictions, these passengers migrated their leisure expenditures to the Brazilian domestic travel market, thereby supporting domestic air traffic. In 2022, domestic air traffic gradually returned to close to pre-pandemic levels and capacity in 2022 reached 96.4% of 2019 capacity, as measured by ASKs.

Long-distance travel alternatives in Brazil are limited given that there is poor road infrastructure and no passenger rail transportation. We believe that Brazil has significant potential for airlines in general and for low-cost airlines specifically to gain market share of travelers who would ordinarily travel by bus. Moreover, Brazil's middle class consumers are allocating a greater portion of their family incomes for vacation experiences, which explains the significant pick-up in demand for international air travel by Brazilians. South American countries, the Caribbean and the United States feature among the top ten most popular tourist destinations for Brazilians traveling abroad on vacation according to industry data.

According to the latest data collected by ANAC, flights between Rio de Janeiro and São Paulo, Brazil's busiest city-pair accounted for 5.5% and 5.7% of all domestic passengers in 2021 and 2022, respectively. The top ten routes accounted for almost 18.2% and 18.0%, and the ten busiest airports accounted for 66.8% of all domestic air passenger in 2021 and 2022. The following tables set forth information about the ten busiest routes for air travel in Brazil in 2021 and 2022:

## 2021

City Pair <sup>(1)</sup>	Passengers	Route Market Share
São Paulo – Rio de Janeiro <sup>(2)</sup>	3,481,433	5.5%
São Paulo (Congonhas) – Rio de Janeiro (Santos Dumont)	1,882,417	2.9%
São Paulo (Guarulhos) – Recife	1,471,866	2.3%
São Paulo (Guarulhos) – Porto Alegre	1,417,130	2.2%
São Paulo (Guarulhos) – Confins	1,074,542	1.7%
São Paulo (Guarulhos) – Salvador	1,030,104	1.6%
São Paulo (Guarulhos) – Fortaleza	985,342	1.5%
São Paulo (Guarulhos) – Brasília	979,946	1.5%
São Paulo (Congonhas) – Brasília	976,051	1.5%
São Paulo (Guarulhos) – Curitiba	918,552	1.4%
São Paulo (Congonhas) – Porto Alegre	910,573	1.4%

## 2022

City Pair <sup>(1)</sup>	Passengers	Route Market Share
São Paulo – Rio de Janeiro <sup>(2)</sup>	4,773,518	5.7%
São Paulo (Congonhas) – Rio de Janeiro (Santos Dumont)	3,060,441	3.6%
São Paulo (Guarulhos) – Recife	1,573,797	1.9%
São Paulo (Congonhas) – Recife	1,193,848	1.4%
São Paulo (Guarulhos) – Porto Alegre	1,565,916	1.9%
São Paulo (Guarulhos) – Confins	1,265,864	1.5%
São Paulo (Congonhas) – Confins	1,538,855	1.8%
São Paulo (Congonhas) – Salvador	1,313,320	1.6%
São Paulo (Congonhas) – Brasília	1,616,305	1.9%
Rio de Janeiro (Santos Dumont) – Brasília	1,161,888	1.4%
São Paulo (Congonhas) – Porto Alegre	1,674,087	2.0%

Source: ANAC, 2021 and 2022.

(1) Considers flights originating in either city of the pair.

(2) Includes flights between Congonhas and Guarulhos to either Santos Dumont or Galeão airports.

### Brazilian Civil Aviation Market Evolution

While industry capacity has historically served demand, in 2021 and 2022, the change rates in domestic revenue passenger kilometers were 40.8% and 28.3%, respectively, as compared to the change rates in domestic available seat kilometers of 40.1% and 29.9%, respectively. In 2021 and 2022, the domestic industry load factor was 80.4% and 79.4%, respectively.

Our domestic market share, as measured by RPKs, increased from 4.6% to 38.1% from 2001 to 2020 and was 31.7% in 2021 and 33.7% in 2022. In our two decades of operations, we increased demand for domestic air travel by almost 250%, which we call the “GOL effect.”

The following table sets forth domestic passenger traffic and available capacity for the periods indicated:

	2020	2021	2022
Domestic passengers (millions)	46.2	63.8	84.0
ASKs (billions)	61.8	86.6	112.5
ASKs growth	(47.1)%	40.1%	29.9%
RPKs (billions)	49.5	69.7	89.4
RPKs growth	(48.7)%	40.8%	28.3%
Load factor	80.0%	80.4%	79.4%

Source: ANAC, *Dados Comparativos Avançados*.

### Regulation of the Brazilian Civil Aviation Market

#### Brazilian Aviation Authorities and Regulation Overview

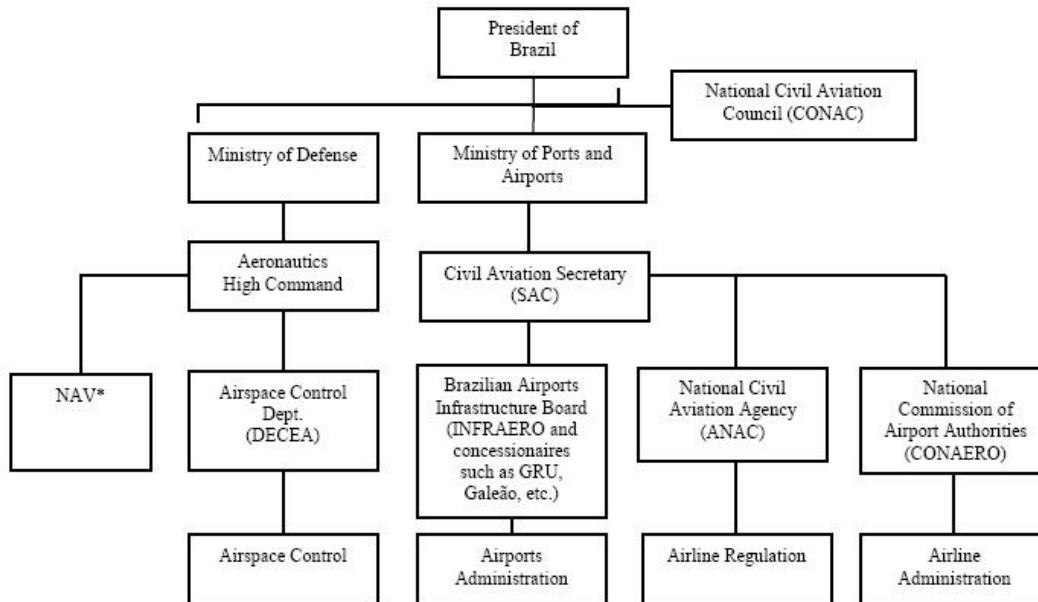
Air transportation services are considered a public service and are subject to extensive regulation and monitoring in Brazil, including through the Brazilian Constitution, the Brazilian Aeronautical Code (*Código Brasileiro de Aeronáutica*) and rules issued by ANAC. The Brazilian Aeronautical Code and ANAC regulations set forth the main rules and regulations relating to airport infrastructure and operation, flight safety and protection, airline certification, lease structuring, burdening, disposal, registration and licensing of aircraft, crew training, concessions, inspection and control of airlines, public and private air carrier services, civil liability of airlines and penalties in case of infringements.

The Brazilian government is party to the Warsaw Convention of 1929, the Chicago Convention of 1944 and the Geneva Convention of 1948, which are the three leading international conventions relating to worldwide commercial air transportation activities.

The Brazilian Civil Aviation National Policy (*Política Nacional de Aviação Civil*), or PNAC, sets forth guidelines and strategies for the institutions responsible for the development of the Brazilian civil aviation sector and established strategic objectives and actions for the aviation market.

The Brazilian Ministry of Ports and Airports, through the Civil Aviation Secretary (*Secretaria Nacional de Aviação Civil*), monitors the implementation of PNAC by the entities responsible for the management, regulation and inspection of civil aviation, civil airport infrastructure and civil air navigation infrastructure. In addition to the Ministry of Ports and Airports, the bodies and entities of the National Civil Aviation Council (*Conselho de Aviação Civil*), or CONAC, also monitor the implementation of PNAC.

The following chart illustrates the main Brazilian aviation authorities, their responsibilities and reporting lines within the Brazilian government:



(\*) NAV Brasil Serviços de Navegação Aérea S.A.

The Ministry of Ports and Airports oversees ANAC and INFRAERO and reports directly to the President of Brazil. It is responsible for implementation of the airport infrastructure concession plan and the development of strategic planning for civil aviation.

The National Commission of Airport Authorities (*Comissão Nacional de Autoridades Aeroportuárias*), or CONAERO, is a commission that coordinates the different entities and public agencies related to airports and promulgates rules to promote efficiency and security in airport operations.

CONAERO comprises the (i) Ministry of Ports and Airports, which chairs the commission, (ii) President's chief of staff, (iii) Ministry of Justice and Public Safety – Federal Police, (iv) Ministry of Defense – DECEA, (v) Ministry of Agriculture, Livestock and Supplies – Secretary of Agriculture Defense, (vi) Ministry of the Economy – Federal Revenue, (vii) National Health Surveillance Agency – ANVISA and (viii) ANAC.

ANAC is responsible for guiding, planning, stimulating and supporting the activities of public and private civil aviation companies in Brazil. ANAC also regulates flight operations and economic issues affecting air transportation, including matters relating to air safety, certification and compliance, insurance, consumer protection and competitive practices.

The Department of Air Space Control (*Departamento de Controle do Espaço Aéreo*), or DECEA, controls and supervises the Brazilian Airspace Control System. The DECEA reports indirectly to the Ministry of Defense, which is responsible for planning, administrating and controlling activities relating to airspace, aeronautical telecommunications and technology, including approving and overseeing the implementation of equipment as well as of navigation, meteorological and radar systems.

With respect to non-privatized airports, INFRAERO, a state-controlled corporation reporting to the Ministry of Ports and Airports, is in charge of managing, operating and controlling federal airports, including control towers and airport safety operations. With respect to privatized airports, although INFRAERO holds a minority stake in some of these airports, it is no longer in charge of operations, which are now handled by each airport's respective private operator. See "—Airport Infrastructure."

CONAC is an advisory body of the President of Brazil and its upper level advisory board comprises the Minister of Defense, the Minister of Foreign Affairs, the Minister of Treasury, the Minister of Economy, the Minister of Industry, Foreign Trade and Services, the Minister of Tourism, the President's chief of staff, the Minister of Planning, Development and Management, the Minister of Justice and Public Safety, the Minister of Infrastructure and the Commandant of the Air Force. CONAC has the authority to establish national civil aviation policies that may be adopted and enforced by the High Command of Aeronautics and by ANAC. CONAC establishes guidelines relating to the proper representation of Brazil in conventions, treaties and other actions relating to international air transportation, airport infrastructure, grants of supplemental funds to be used for the benefit of airlines and airports based on strategic, economic or tourism-related aspects, coordination of civil aviation, air safety, grants of air routes and concessions and permissions to provide commercial air transportation services.

#### **Route Rights**

*Domestic routes.* Airlines negotiate the use of airport and aeronautical infrastructure directly with airport operators and providers of air navigation services prior to registering routes with ANAC. For airports defined by ANAC as "facilitated" or "coordinated," pursuant to Resolution No. 682/2022, airlines are required to obtain slots.

*International routes.* In general, requests for new international routes, or changes to existing routes, must be filed with ANAC by Brazilian airlines that have been qualified by ANAC to provide international services, in accordance with Resolution No. 491, dated November 19, 2018. International route rights for all countries, as well as corresponding transit rights, derive from bilateral air transport agreements negotiated between Brazil and foreign governments. Under these agreements, each government grants to the other the right to designate one or more of its domestic airlines to operate scheduled service between certain destinations in each country. Airlines are only entitled to apply for new international routes when they are made available under these agreements. In order to grant new routes, ANAC must consider the (i) agreement with the foreign country to which the route is destined, (ii) designated domestic airlines to operate the scheduled service and if there are any restrictions by the country of destination and (iii) existence of available routes for the allocation requested by the airline. In the process, ANAC may, in certain cases, consult other airlines on whether they have any interest in requesting additional routes for the market in which the new route is being requested.

Resolution No. 491 established that, as of March 2019, low-frequency international routes may be reallocated to different operators if an allocation request is made by another company and there are no other available frequencies to the country of destination. Low-frequency routes are those with less than 50% of usage during 26 consecutive weeks.

#### **Slots Policy**

*Domestic.* Under Brazilian legislation, a domestic slot concession derives from a flight authorization by ANAC, which requires an airline to register a flight. An "airport slot" provides that an airline can operate a landing or departure at a specific airport, time of a day and day of a week.



In June 2022, ANAC published Resolution No. 682/2022, which sets forth ANAC's new slots policy. Resolution No. 682/2022 is essentially a Brazilian ratification of IATA's slot recommendations in accordance with WASG – World Airport Slot Guidelines. Pursuant to Resolution No. 682/2022, on-time performance and regularity are assessed in two annual seasons, following the IATA summer and winter calendars, between April and September and between October and March.

Congonhas airport in the city of São Paulo is a slot constrained airport, where slots must be allocated to an airline before it may begin operations there, following ANAC's Resolution No. 682/2022. It is difficult to obtain and maintain a slot in the Congonhas airport. The Santos-Dumont airport in Rio de Janeiro is also a slot constrained airport with half-hourly shuttle flights between São Paulo and Rio de Janeiro. ANAC has imposed schedule restrictions in Congonhas and Santos Dumont airports, due to high air traffic and population density around the airport. Operating restrictions, including the prohibition of international flights' operations and the prohibition of civil aircraft operations between 11:00 p.m. and 6:00 a.m., were imposed for Congonhas airport, one of the busiest Brazilian airports and the most important airport for our operations. No assurance can be given that these or other government measures will not have a material adverse effect on us due to slot distribution, taxes and airport operating hours.

The entities responsible for calculating airport capacity and approving increased air traffic are the airport operator and the Brazilian Department of Airspace Control (*Departamento de Controle do Espaço Aéreo*). In September 2022, the Congonhas airport administrator declared an increase in capacity of 45 movements per day beginning in summer 2023. We received four slots of this additional capacity to be operated beginning in summer 2023.

ANAC continues to consider operational efficiency (on-time performance and regularity) as the main criteria for the allocation of slots. Under these rules, on-time performance and regularity are assessed in two annual seasons, following the IATA summer and winter calendars, between end of March and October and between end of October and March. With the introduction of Resolution No. 682/2022, new criteria can now be considered for the classification and slot distribution processes of new entrants. In addition, pursuant to Resolution No. 682/2022, slots can now be transferred unilaterally between qualifying airlines, allowing slots to be sold in a secondary market.

In 2022, there were three effective IATA seasons: winter 2021 (full slot waivers published by ANAC in the context of the COVID-19 global pandemic), summer 2022 (full waivers for slots cancelled prior to the beginning of the season) and winter 2022 (no more waivers were applied for slots at domestic airports). In winter 2022, which began in October 2022, the slot utilization rule was changed from 90% (pre-pandemic standard) to 80% in Congonhas airport.

The allowable delay from the slot allocated is 15 minutes in order to assess punctuality of airport arrivals and departures, and ANAC monitors delay trends to assure that airlines are using slots correctly. Airlines forfeit any series of slots operated below the minimum criteria in a season. Forfeited slots are redistributed first to new entrants, which include airlines that operate fewer than seven slots in the relevant airport in the given weekday (except for Congonhas airport, which is 18 slots), and afterwards to all airlines operating in the relevant airport based on their share of slots.

#### ***Airport Infrastructure***

INFRAERO, a state-controlled corporation, is in charge of managing, operating and controlling federal airports in Brazil, including some control towers and airport safety operations.

Smaller, regional airports may belong to states or municipalities within Brazil and, in such cases, are often managed by local governmental entities or privatized. At the main Brazilian airports, INFRAERO performs safety and security activities, including passenger and baggage screening, cargo security measures and airport security.

The use of certain areas within federal airports, such as hangars and check-in counters, is subject to a concession by INFRAERO. If there is more than one applicant for the use of a specific airport area, INFRAERO may conduct a public bidding process. For privatized airports, operators may freely negotiate all commercial areas according to their own criteria; there is no requirement that a public bidding be held in the event there is more than one applicant for the use of a specific airport area. However, ANAC must approve the agreement between the airport operator and the third party or the relevant investment in the commercial area.

We have renewable concessions with terms varying from one to five years from INFRAERO to use and operate all of our facilities at each of the major airports that we serve. Our concession agreements for our passenger service facilities, which include check-in counters and ticket offices, operations support areas and baggage service offices, contain provisions for periodic adjustments of the lease rates and the extension of the concession term.

All of the 17 Brazilian airports still managed by INFRAERO at the end of 2022 are scheduled to receive infrastructure investments and upgrades within the next few years. These airport upgrade plans do not require contributions or investments by Brazilian airlines and are not expected to be accompanied by increases in landing fees or passenger taxes on air travel.

The following tables set forth the number of passengers at the ten busiest airports in Brazil in 2021 and 2022:

## 2021

Airport	Number of passengers inbound and outbound <sup>(1)</sup> <i>(in thousands)</i>
São Paulo – Guarulhos	24,067
São Paulo – Congonhas	9,655
Brasília	10,484
Rio de Janeiro – Santos Dumont	6,826
Belo Horizonte – Confins	6,811
Campinas – Viracopos	10,064
Recife	7,493
Porto Alegre	4,795
Salvador	5,381
Fortaleza	3,961

## 2022

Airport	Number of passengers inbound and outbound <sup>(1)</sup> <i>(in thousands)</i>
São Paulo – Guarulhos	34,394
São Paulo – Congonhas	18,158
Brasília	13,446
Rio de Janeiro – Santos Dumont	10,187
Belo Horizonte – Confins	9,429
Campinas – Viracopos	11,917
Recife	8,631
Porto Alegre	6,622
Salvador	6,505
Fortaleza	5,748

Source: ANAC

(1) Considers domestic and international departures and arrivals from main Brazilian airports.

Airport fees include airport charges for each landing and aircraft parking, connection fees and aeronautical and navigation fees. Most of these fees vary based on our level of operations and rates are set by INFRAERO, DECEA and private airports. Landing fees are fixed, based on the category of the airport and whether the flight is domestic or international. Navigation fees are also fixed, but consider the area overflown and whether the flight is domestic or international.

#### **Airport Privatizations**

As of December 31, 2021 and December 31, 2022, there were 44 and 59 airports privatized in Brazil, respectively, that together accounted for 75.9% and 88.9% of Brazil's total domestic passenger volume in 2021 and 2022, respectively.

The Brazilian government plans to privatize all airports currently under INFRAERO's control in the next few years.

The auctioned airports were:

<u>Airport (Code)</u>	<u>Grant</u>	<u>Concession Term</u>	<u>Year of Concession</u>
Natal (NAT)	RS170 million	28 Years	2011
São Paulo (GRU)	RS16.2 billion	20 Years	2012
Brasília (BSB)	RS4.5 billion	25 Years	2012
Campinas (VCP)	RS3.8 billion	30 Years	2012
Rio de Janeiro (GIG)	RS19 billion	25 Years	2013
Belo Horizonte (CNF)	RS1.8 billion	30 Years	2013
Salvador (SSA)	RS1.6 billion	30 Years	2017
Fortaleza (FOR)	RS1.5 billion	30 Years	2017
Porto Alegre (POA)	RS382 million	25 Years	2017
Florianópolis (FLN)	RS241 million	30 Years	2017
Block Southeast (2 airports)	RS1.6 billion	30 Years	2019
Block Midwest (4 airports)	RS1.4 billion	30 Years	2019
Block North-East (6 airports)	RS5.8 billion	30 Years	2019
Block South (9 airports)	RS7.5 billion	30 Years	2021
Block Central (6 airports)	RS3.6 billion	30 Years	2021
Block North (7 airports)	RS3.6 billion	30 Years	2021
Block Aviação Geral (2 airports) <sup>(1)</sup>	RS141 million	30 Years	2022
Block North II (2 airports) <sup>(1)</sup>	RS125 million	30 Years	2022
Block SP/MS/PA/MG (11 airports) <sup>(1)(2)</sup>	RS2.4 billion	30 Years	2022

Source: ANAC and Civil Aviation Secretary (*Secretaria de Aviação Civil*).

(1) Operations by the private companies start in 2023.

(2) Subject to the satisfaction of certain conditions by the winner of this bid.

Following are the airports represented by the blocks auctioned from 2019 to 2022: Block Southeast (Vitória (VIX), Macaé (MEA)); Block Midwest (Alta Floresta (AFL), Sinop (OPS), Cuiabá (CGB), Rondonópolis (ROO)); Block Northeast (Juazeiro do Norte (JDO), Campina Grande (CPV), João Pessoa (JPA), Recife (REC), Maceió (MCZ), Aracaju (AJU)); Block South (Curitiba (CWB), Foz do Iguaçu (IGU), Navegantes (NVT), Londrina (LDB), Joinville (JOI), Bacacheri (BFH), Pelotas (PET), Uruguaiana (URG), Bagé (BGX)); Block Central (Goiânia (GYN), São Luís (SLZ), Teresina (THE), Palmas (PMW), Petrolina (PNZ), Imperatriz (IMP)); Block North (Manaus (MAO), Porto Velho (PVH), Rio Branco (RBR), Cruzeiro do Sul (CZS), Tabatinga (TBT), Tefé (TFF), Boa Vista (BVB)); Block Aviação Geral (Campo de Marte – São Paulo (RTE), Jacarépagua – Rio de Janeiro (RRJ)); Block North II (Belém (BEL), Macapá (MCP)); and Block SP/MS/PA/MG (Congonhas – São Paulo (CGH), Campo Grande (CGR), Corumbá (CMG), Ponta Porã (PMG), Santarém (STM), Marabá (MAB), Parauapebas (CKS), Altamira (ATM), Montes Claros (MOC), Uberaba (UBA), Uberlândia (UDI)).

While we expect that these privatizations will provide for space expansion and improved quality of services in these airports, we cannot foresee how these privatizations will affect our operations.

#### **Concession for Air Transportation Services**

According to the Brazilian Constitution, the Brazilian government is responsible for public services related to airspace, as well as airport infrastructure, and may provide these services directly or through third parties under concessions or authorizations. According to the Brazilian Aeronautical Code and regulations issued by CONAC, the application for a concession to operate regular air transportation services is subject to a license granted by ANAC to operate an airline and to explore regular air transportation services. The applicant is required by ANAC to have met certain economic, financial, technical, operational and administrative requirements in order to be granted such license. Additionally, a concession applicant must (i) be an entity incorporated under Brazilian law, with head offices and management in Brazil, (ii) have at minimum one aircraft registered with the Brazilian Aeronautical Registry (*Registro Aeronáutico Brasileiro*), or RAB, compatible with the service it intends to operate and (iii) have a valid airline operating certificate (*Certificado de Operador Aéreo*). ANAC has the authority to revoke a concession for failure by the airline to comply with the terms of the Brazilian Aeronautical Code, the complementary laws and regulations and the terms of the concession agreement.

Our concession was granted in January 2001 by the High Command of Aeronautics of the Ministry of Defense and was renewed in 2009 for an additional ten years with an expiration date of December 2019. In November 2019, through an act published in the *Diário Oficial da União*, our concession to operate was renewed, and will remain valid as long as we comply with the legal and technical conditions required by the Brazilian Constitution, laws, decrees and normative acts of ANAC. Our concession can also be terminated if, among other things, we fail to meet specified service levels, cease operations or declare bankruptcy.

The Brazilian Aeronautical Code and the regulations issued by CONAC and ANAC do not expressly provide for public bidding processes, which are not required for the grant of concessions for the operation of air transportation services. The Brazilian government may reconsider this rule in order to allow more competition or to achieve other political purposes.

#### ***Import of Aircraft into Brazil***

Imported civil or commercial aircraft must be accompanied by an Export Certificate of Airworthiness (or equivalent document), issued by the aviation authority of the exporting country, and must hold a Brazilian mark reservation. Import authorizations usually follow the general procedures of the Brazilian Federal Revenue Service for import of goods into Brazil, after which the importer must request the registration of the aircraft with the RAB.

#### ***Registration of Aircraft***

The registration of aircraft in Brazil is governed by the Brazilian Aeronautical Code and ANAC regulations, under which no aircraft is allowed to fly in Brazilian airspace, or land in or take off from Brazilian territory, without having been properly registered or authorized. In order to register an aircraft in Brazil and obtain its certificate of registration (*certificado de matricula*) and certificate of airworthiness (*certificado de aeronavegabilidade*), both of which are issued by the RAB after technical inspection of the aircraft, all information required under ANAC's Resolution No. 293/2013 must be submitted. A certificate of airworthiness is generally valid for six years from the date of ANAC's inspection and authorizes the aircraft to fly in Brazilian airspace, subject to continuing compliance with certain technical requirements and conditions. The registration of any aircraft may be cancelled if it is found that the aircraft is not in compliance with the requirements for registration and, in particular, if the aircraft has failed to comply with any applicable safety requirements specified by ANAC or the Brazilian Aeronautical Code. Additionally, ANAC's regulations provide that an aircraft may have its registration canceled in the following cases: (i) at the request of the owner or the operator, with the express written consent of any lienholders, in which case an irrevocable deregistration and export request authorization may be obtained, (ii) *ex officio*, if the aircraft has been registered in another country, or (iii) in the case of abandonment or loss of the aircraft.

All information relating to the contractual status of an aircraft, including purchase and sale agreements, operating leases and mortgages, must be filed with the RAB in order to provide the public with an updated record of any amendments made to the aircraft certificate of registration.

#### ***Environmental Regulation***

Brazilian airlines are subject to various federal, state and municipal laws and regulations relating to the protection of the environment, including the disposal of materials and chemical substances and aircraft noise. These laws and regulations are enforced by various governmental authorities. Non-compliance with these laws and regulations may subject the violator to administrative and criminal sanctions, in addition to the obligation to repair or to pay damages caused to the environment and third parties. As far as civil liabilities are concerned, Brazilian environmental laws adopt the strict and joint liability regime. In this regard, we may be liable for violations by third parties hired to dispose of our waste. Moreover, pursuant to Brazilian environmental laws and regulations, the piercing of the corporate veil of a company may occur in order to ensure enough financial resources for the recovery of damages caused against the environment.

We adopted several environmental management system procedures with our suppliers and use technical audits to enforce compliance. We exercise caution and may reject goods and services from companies that do not meet our environmental protection parameters.

#### ***Open Skies***

In 2011, the United States and Brazil entered into an open skies agreement designed to provide airlines greater liberty in defining their routes, prices and capacity, which agreement was approved in the Brazilian Congress in 2017 and ratified by Decree No. 9,423/18.

The open skies agreement's principal purpose is to eliminate the limit on flight frequencies between the United States and Brazil, which was previously capped at 301 weekly flights. The agreement also memorializes previously agreed terms, including free pricing, new itineraries and codeshare offers.

Among the important provisions of the open skies agreement are the rights to (i) fly over a country without landing, (ii) make connections in another country for non-commercial purposes and (iii) unlimited charter flight authorizations. The agreement also includes provisions regarding profit remittance, tax exemptions, airport tariffs and international agreements regarding civil aviation safety. The agreement does not, however, permit U.S. airlines to operate domestic flights within Brazil.

In August 2019, Decree No. 9,955 was published by the Brazilian government, which promulgated the Multilateral Open Skies Agreement for the Member States of the Latin American Civil Aviation Commission, which Brazil has been a party to since 2010, and comprises Argentina, Aruba, Belize, Bolivia, Brazil, Chile, Colombia, Costa Rica, Cuba, Ecuador, El Salvador, Guatemala, Honduras, Jamaica, México, Nicaragua, Panamá, Paraguay, Perú, Dominican Republic, Uruguay and Venezuela.

The main objective of this agreement is to expand the offer of flights between the signatory countries: Chile, Dominican Republic, Uruguay, Paraguay, Panamá, Colombia, Guatemala and Honduras, in addition to Brazil.

### **C. Organizational Structure**

We are a holding company that directly or indirectly owns shares of eight subsidiaries. Three of these subsidiaries are incorporated in Brazil: GLA; Smiles Viagens e Turismo S.A.; and GTX S.A. Our five other subsidiaries are offshore subsidiaries, namely: GOL Finance Inc., GAC Inc., or GAC, GOL Finance, Smiles Fidelidade Argentina S.A. and Smiles Viajes y Turismo S.A. GLA is our operating subsidiary, under which we conduct our air transportation business. GOL Finance Inc., GAC and GOL Finance are offshore companies established for the purpose of facilitating cross-border general and aircraft financing transactions. For more information on our organizational structure, see note 1.1 to our audited consolidated financial statements included elsewhere in this annual report.

### **D. Property, Plant and Equipment**

Our primary corporate offices are located in São Paulo, where our commercial, operations, technology, finance and administrative staff is primarily based. We have concessions to use other airport buildings and hangars throughout Brazil. We have three GOL Aerotech hangars in Confins (representing one of the largest aircraft maintenance centers in South America) and one GOL Aerotech hangar in each of Brasília (since February 2022) and Congonhas. The certification of GOL Aerotech authorizes airframe maintenance services for Boeing 737-300/400, Boeing 767-200/300, Boeing Next Generation 737-700 and 800s and Boeing 737-8 MAX. For more information, see “—B. Business Overview—MRO: GOL Aerotech” and note 13 to our audited consolidated financial statements included elsewhere in this annual report.

### **ITEM 4A. UNRESOLVED STAFF COMMENTS**

None.

### **ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

You should read this discussion in conjunction with our audited consolidated financial statements, related notes and other financial information included elsewhere in this annual report.

#### **A. Operating Results**

##### **Net Revenues**

Our net revenues derive primarily from transporting passengers on our aircraft, which includes ancillary revenues from products and services that primarily comprise ticket change fees and excess baggage charges. Passenger revenues depend on capacity, load factor and yield.

In 2021 and 2022, 92.6% and 93.1% of our net revenues derived from passenger transportation revenues, and the remaining 7.4% and 6.9%, respectively, derived from other net revenue, principally from our cargo and mileage program redemption with other products and partners, as well as Smiles breakage revenue. In 2021 and 2022, 96.5% and 88.2% of our net revenues derived from our domestic operations and 3.5% and 11.8% from our international operations, respectively. We recognize passenger revenue, including revenue from Smiles' loyalty program, which relates to the redemption of miles for GOL flight tickets, either when transportation is provided or when it is probable that the tickets sold will not be used. We recognize cargo revenue when transportation is provided.

The following table sets forth our main operating performance indicators in 2020, 2021 and 2022:

	Year ended December 31,		
	2020	2021	2022
<b>Operating Data:</b>			
Load factor	80.1%	82.0%	80.0%
Aircraft utilization (block hours per day)	9.6	10.0	11.0
Passenger revenue yield per RPK (R\$ cents)	28.7	30.9	43.4
PRASK (R\$ cents)	23.0	25.4	34.7
RASK (R\$ cents)	25.3	27.4	37.3
Number of departures	124,528	133,902	202,086
Average number of operating aircraft	71	73	103

Our revenues are net of the goods and services tax (*Imposto sobre a Circulação de Mercadorias e Serviços*), or ICMS, and federal social contribution taxes, including social integration program (*Programa de Integração Social*), or PIS, and social contribution for financing social security (*Contribuição Social para o Financiamento da Seguridade Social*), or COFINS. ICMS does not apply to passenger revenues. The rate of ICMS on cargo revenues varies by state from 0% to 20%. As a general rule, combined PIS and COFINS rates are 3.65% of passenger revenues and 9.25% of cargo revenues and Smiles revenues.

ANAC and the aviation authorities of other countries in which we operate may influence our ability to generate revenues. In Brazil, ANAC approves the concession of flights, and consequently slots, entry of new companies, launch of new routes, increases in route frequencies and lease or acquisition of new aircraft. Our ability to grow and increase our revenues depends on approvals from ANAC for new routes, increased frequencies and additional aircraft.

### Operating Costs and Expenses

We seek to lower our operating costs and expenses by operating a young and standardized fleet, including upgrading to Boeing 737-8 MAX aircraft, utilizing our aircraft efficiently and improving their productivity and using and encouraging low-cost ticket sales and distribution processes. The main components of our operating costs and expenses are aircraft fuel, maintenance, sales and marketing expenses and salaries, wages and benefits, including provisions for our share-based compensation plans.

Our aircraft fuel expenses are higher than those of low-cost airlines in the United States and Europe because production, transportation and storage of fuel in Brazil depend on expensive and underdeveloped infrastructure, especially in the north and northeast regions of the country. In addition, taxes on jet fuel are high. Our aircraft fuel expenses are variable and fluctuate based on global oil prices. The price of West Texas Intermediate crude oil, a benchmark widely used for crude oil prices that is measured in barrels and quoted in U.S. dollars, varies significantly. The average price per barrel in 2021 was US\$67.34, as compared to US\$94.33 in 2022. The average price for 2022 reflects the increase in fuel prices due to the ongoing conflict between Russia and Ukraine. As of December 31, 2022, the price per barrel of West Texas Intermediate crude oil was US\$80.26. Since global oil prices are U.S. dollar-based, our aircraft fuel costs are also linked to fluctuations in the exchange rate of the *real* against the U.S. dollar. Fuel costs represented 28%, 23% and 43% of our total operating costs and expenses in 2020, 2021 and 2022, respectively. In order to mitigate the effects of increases in fuel prices, we enter into short- to medium-term hedging arrangements. Our pricing and yield management strategy are also important in hedging our exposure to fuel price fluctuations as we are able to pass a significant portion of these fluctuations onto customers in the long-term and recapture approximately two-thirds of fuel costs through our yield management.

Our maintenance, material and repair expenses comprise light (line) and scheduled heavy (structural) maintenance of our aircraft. We record line maintenance and repair expenses as incurred and we provision expenses relating to aircraft and engine returns in accordance with contractual conditions that depend on utilization and return conditions. We capitalize structural maintenance for leased aircraft and amortize over the life of the maintenance cycle. Our aircraft are covered by warranties that have an average term of 48 months for products and parts and 12 years for structural components. We use our Aircraft Maintenance Center for airframe heavy checks, line maintenance, aircraft painting and aircraft interior refurbishment. We believe that we have an advantage compared to industry peers in maintenance, materials and repairs expenses due to our in-house maintenance and we believe this will remain an advantage in the foreseeable future.

Our passenger service expenses are directly related to our passengers, which include baggage handling, ramp services and expenses due to interrupted flights.

Our sales and marketing expenses include commissions paid to travel agents, fees paid for our own and third-party reservation systems and agents, fees paid to credit card companies and advertising. Our distribution costs are lower than those of other airlines in Brazil on a per available seat kilometer basis because a higher proportion of our customers purchase tickets from us directly through our website instead of through traditional distribution channels, such as ticket offices, and we have comparatively fewer sales made through higher cost global distribution systems. We generate approximately 95% of our consolidated sales through our website and API systems, including internet sales through travel agents. For these reasons, we believe that we have an advantage compared to industry peers in sales and marketing expenses and expect this advantage will continue in the foreseeable future.

Salaries, wages and benefits paid to our employees include annual cost of living adjustments and provisions made for our share-based compensation.

Aircraft, traffic and mileage servicing expenses include ground handling and the cost of airport facilities.

Depreciation and amortization expenses represent the use of assets acquired, internally developed or leased and accounted for as right-of-use, according to IFRS 16, as well as the capitalized maintenance of engines.

Other expenses comprise general and administrative expenses, purchased services, equipment rentals, passenger refreshments, communication costs, supplies, professional fees and gains or losses from early return of aircraft on finance leases.

### **Operating Segment**

As of December 31, 2022, we have one operating segment: flight transportation.

Following GLA's merger of Smiles in September 2021, we record revenue from our Smiles mileage program with airline products and services once the related flight occurs, since the sole obligation is now air transportation and our Smiles mileage program promotes our air transportation. In addition, our management does not separately assess the financial income (expenses) of our mileage program.

Before the merger, we had two operating segments that had a number of transactions between each other, as the vast majority of miles redeemed under our loyalty program were exchanged for tickets in flights operated by GLA. Consequently, before the merger, we followed certain accounting considerations to eliminate these transactions, as described below:

*Net revenue:* we eliminated a significant portion of the miles redeemed revenue upon consolidation of GLA and Smiles, as they related to tickets purchased by Smiles from GLA that we ultimately recorded as passenger transportation revenue in our flight transportation segment.

*Costs:* we eliminated a significant portion of redemption costs in the Smiles loyalty program segment upon consolidation of GLA and Smiles, as they related to tickets purchased by Smiles from GLA that we ultimately recorded as flight transportation costs in our flight transportation segment.

*Finance result:* under the former agreements between GLA and Smiles, Smiles made certain advance ticket purchases at a financial discount, which we recorded as a financial expense in our flight transportation segment, and as financial income in our Smiles loyalty program segment, both of which were eliminated upon consolidation of GLA and Smiles.

### **Brazilian Macroeconomic Environment**

As a Brazilian airline with primary operations in the Brazilian domestic market, we are affected by Brazilian macroeconomic conditions. Brazilian economic growth is an important indicator in determining our growth and our results of operations.

In 2022, the positive effects on the Brazilian macroeconomic environment deriving from high vaccination rates and resumed economic activity following developments relating to the COVID-19 global pandemic in 2020 and 2021 were partially offset by increased political uncertainty during an election year. In November 2022, Brazil's unemployment rate was 8.1%, which represented the lowest rate since 2015, according to the IBGE. Inflation in Brazil in 2022 was 5.79%, according to the IBGE, which rate was lower than inflation rates seen in Europe and in the United States in the same period. In early 2023, the crisis in global financial systems has generated uncertainty in global capital markets and may materially and adversely affect our access to liquidity.

We are materially affected by currency fluctuations, especially in the U.S. dollar/*real* exchange rate. In 2021 and 2022, 46.7% and 47.8% of our operating costs and expenses were denominated in, or linked to, U.S. dollars and, as such, were subject to exchange rate variations. We believe that our foreign exchange and fuel hedging programs partially protect us against short-term swings in the U.S. dollar/*real* exchange rate and in related fuel prices. For more information, see "Item 3. Key Information—D. Risk Factors—Risks Relating to Brazil—Exchange rate instability may materially and adversely affect us."

Inflation also affects us and will likely continue to do so. In 2021 and 2022, 53.3% and 52.2% of our operating costs and expenses were denominated in *reais*, respectively, and many of our suppliers and service providers generally increase their prices to reflect Brazilian inflation rates.

The following table sets forth data for real GDP growth, inflation, interest rates, the U.S. dollar selling rate and crude oil prices as of and for the periods indicated:

	December 31,		
	2020	2021	2022
Real GDP growth (contraction)	(4.1)%	4.6%	2.9%
Inflation (IGP-M) <sup>(1)</sup>	23.1%	17.8%	5.5%
Inflation (IPCA) <sup>(2)</sup>	4.5%	10.1%	5.8%
Period-end CDI rate	1.9%	9.2%	13.7%
LIBOR rate <sup>(3)</sup>	0.2%	0.2%	4.7%
Period-end exchange rate – US\$1.00	R\$5.197	R\$5.581	R\$5.218
Period-end appreciation (depreciation) of the <i>real</i> vs. the U.S. dollar	(28.9)%	(7.4)%	6.5%
Average exchange rate – US\$1.00 <sup>(4)</sup>	R\$5.158	R\$5.396	R\$5.163
Period-end West Texas intermediate crude (per barrel)	US\$48.40	US\$75.21	US\$80.26
Period-end increase (decrease) in West Texas intermediate crude (per barrel)	(20.7)%	55.4%	6.7%
Average period West Texas Intermediate crude (per barrel)	US\$39.13	US\$67.34	US\$94.33
Average period increase (decrease) in West Texas Intermediate crude (per barrel)	(31.4)%	72.1%	40.1%

Sources: *Fundação Getulio Vargas*, the Central Bank, IBGE and Bloomberg.

(1) Inflation (IGP-M) is the general market price index measured by the Fundação Getulio Vargas.

(2) Inflation (IPCA) is a broad consumer price index measured by IBGE.

(3) Three-month U.S. dollar LIBOR (London inter-bank offer rate) as of the last date of the period.

(4) Represents the average of the U.S. dollar selling rate in each year.

#### Normalization of Airline Operations

Due to developments relating to the COVID-19 global pandemic in 2020 and 2021, and resulting flight restrictions imposed worldwide, demand for air travel decreased dramatically in 2020 and then slowly began to pick up again in 2021, while facing recurring pandemic-related operational and demand challenges. In 2022, we saw a global normalization of airline operations, with steadily increased demand and lifting of flight restrictions. In light of this normalization, our passenger operations picked up and we resumed several routes that we had temporarily discontinued. This normalization of airline operations is the primary explanatory factor for most of the variations in our financial performance in 2022, as compared to 2021, as detailed below.

#### Results of Operations

##### Year Ended December 31, 2022 Compared to Year Ended December 31, 2021

Demand in the Brazilian airline market, as measured by RPKs, increased 50.1% in 2022, as compared to 2021, due to the waning effects of the COVID-19 global pandemic resulting from widespread vaccination, especially in Brazil, and reduced travel restrictions. Capacity in Brazil, as measured by ASKs, increased 47.6% in the same period.



The following table sets forth domestic and international industry capacity and demand for the periods indicated:

Industry Capacity and Demand <sup>(1)</sup>	2021	2022	Change
<b>ASKs (millions)</b>	<b>95,488</b>	<b>140,962</b>	<b>47.6%</b>
Domestic	86,636	112,549	29.9%
International	8,853	28,413	220.9%
<b>RPKs (millions)</b>	<b>75,394</b>	<b>113,187</b>	<b>50.1%</b>
Domestic	69,661	89,377	28.3%
International	5,733	23,810	315.3%
<b>Load Factor</b>	<b>79.0%</b>	<b>80.3%</b>	<b>1.6p.p.</b>
Domestic	80.4%	79.4%	(1.2) p.p.
International	64.8%	83.8%	29.3 p.p.

Source: ANAC.

(1) Considering only Brazilian companies.

In 2022, our total capacity increased 50.3% and total demand increased 46.7%, as compared to 2021, resulting in a total load factor of 80.0%, as compared to 82.0% in 2021. Our PRASK increased 36.8% in 2022, as compared to 2021, due to a combination of a 40.2% yield increase and a decrease of 2.0 percentage points in load factor.

In 2022, our domestic capacity increased 39.9%, as compared to 2021, while domestic demand increased 36.4%, leading to a domestic load factor of 80.0%, 2.1 percentage points lower than in 2021. In 2022, our international capacity increased from 169.5 million ASKs in 2021 to 3,074.2 million ASKs in 2022, and international demand increased from 122.3 million RPKs in 2021 to 2,472.5 million RPKs in 2022, resulting in an international load factor of 80.4%.

The following table sets forth our domestic and international capacity and demand for the periods indicated:

GOL Capacity and Demand	2021	2022	Change (%)
<b>ASKs (millions)</b>	<b>27,132</b>	<b>40,789</b>	<b>50.3%</b>
Domestic	26,963	37,714	39.9%
International	169	3,075	n.m.
<b>RPKs (millions)</b>	<b>22,237</b>	<b>32,627</b>	<b>46.7%</b>
Domestic	22,115	30,154	36.4%
International	122	2,473	n.m.
<b>Load Factor</b>	<b>82.0%</b>	<b>80.0%</b>	<b>(2.0)p.p.</b>
Domestic	82.0%	80.0%	(2.1) p.p.
International	72.1%	80.4%	8.3p.p.

Source: ANAC.

Despite the advance in the COVID-19 vaccination program and reduced travel restrictions in 2022, as compared to 2021, our results in 2022 continue to reflect the impact that developments relating to the COVID-19 global pandemic had on the Brazilian economy and on the demand for air travel, mainly in the first quarter of 2022. To mitigate the steep decline in our revenue, we adopted numerous measures to cut our operating costs and expenses and manage our liquidity in 2021 and 2022. The following table sets forth certain data from our results of operations for the periods indicated:

	Year ended December 31,	
	2021	2022
	<i>(in millions of R\$)</i>	
Net revenue		
Passenger	6,880.1	14,153.1
Mileage program, cargo and other	553.3	1,045.6
<b>Net revenue</b>	<b>7,433.4</b>	<b>15,198.7</b>
Salaries, wages and benefits	(2,034.1)	(2,278.8)
Aircraft fuel	(2,631.9)	(6,288.4)
Landing fees	(456.0)	(777.3)
Aircraft, traffic and mileage servicing	(915.4)	(922.4)
Passenger service expenses	(549.5)	(882.8)
Sales and marketing	(406.6)	(817.4)
Maintenance, materials and repairs	(2,200.7)	(461.6)
Depreciation and amortization	(1,335.8)	(1,720.1)
Other income (expenses), net	(738.1)	(492.7)
<b>Total operating costs and expenses</b>	<b>(11,268.0)</b>	<b>(14,641.6)</b>
<b>Income before financial income (expense), net and income taxes</b>	<b>(3,834.6)</b>	<b>557.1</b>
Financial income	48.8	116.5
Financial expense	(2,201.0)	(3,516.9)
Derivative financial instruments	198.8	(2.6)
<b>Income before exchange rate variation, net</b>	<b>(5,788.1)</b>	<b>(2,845.9)</b>
Monetary and foreign exchange rate variation, net	(1,588.1)	1,328.2
<b>Income (loss) before income taxes</b>	<b>(7,376.2)</b>	<b>(1,517.7)</b>
Income taxes	192.4	(43.8)
<b>Net income (loss)</b>	<b>(7,183.8)</b>	<b>(1,561.5)</b>

Net revenue increased 104.5%, from R\$7,433.4 million in 2021 to R\$15,198.7 million in 2022. On a unit basis, RASK increased 26.5%, from R\$27.40 cents in 2021 to R\$37.26 cents in 2022. This was due to an increase in yield as a result of increased fares due to higher fuel prices.

#### Operating Costs and Expenses

Operating costs and expenses increased 29.9%, from R\$11,268.0 million in 2021 to R\$14,641.6 million in 2022, mainly due to (i) an increase in the average price per liter of fuel and (ii) an increase in sales and marketing expenses related to demand recovery.

The following table sets forth a breakdown of our operating costs and expenses for the periods indicated:

	Year ended December 31,		
	2021	2022	Change %
		<i>(in thousands of R\$)</i>	
Salaries, wages and benefits	(2,034.1)	(2,278.8)	12.0%
Aircraft fuel	(2,631.9)	(6,288.4)	138.9%
Landing fees	(456.1)	(777.3)	70.5%
Aircraft, traffic and mileage servicing	(915.4)	(922.4)	0.8%
Passenger service expenses	(549.6)	(882.8)	60.7%
Sales and marketing	(406.6)	(817.4)	101.1%
Maintenance, materials and repairs	(2,200.7)	(461.6)	(79.0)%
Depreciation and amortization	(1,335.8)	(1,720.1)	28.8%
Other income (expenses), net	(738.1)	(492.7)	(33.2)%
<b>Total operating costs and expenses</b>	<b>(11,268.0)</b>	<b>(14,641.6)</b>	<b>29.9%</b>

On a per unit basis, our CASK decreased 13.6%, from R\$41.53 cents in 2021 to R\$35.90 cents in 2022, and our CASK ex-fuel decreased 35.7%, from R\$31.83 cents in 2021 to R\$20.48 cents in 2022. These decreases were mainly due to increased capacity in the context of recovering demand for air travel, which effects were partially offset by higher fuel prices.

The following table sets forth certain of our CASK components for the periods indicated:

Operating Costs and Expenses per Available Seat Kilometer	Year ended December 31,		
	2021	2022	Change %
		<i>(in cents of reais, except percentages)</i>	
Salaries, wages and benefits	7.50	5.59	(25.5)%
Aircraft fuel	9.70	15.42	58.9%
Landing fees	1.68	1.91	13.4%
Aircraft, traffic and mileage servicing	3.37	2.26	(33.0)%
Passenger service expenses	2.03	2.16	6.9%
Sales and marketing	1.50	2.00	33.7%
Maintenance, materials and repairs	8.11	1.13	(86.0)%
Depreciation and amortization	4.92	4.22	(14.3)%
Other income (expenses), net	2.72	1.21	(55.6)%
<b>CASK</b>	<b>41.53</b>	<b>35.90</b>	<b>(13.6)%</b>
<b>CASK ex-fuel</b>	<b>31.83</b>	<b>20.48</b>	<b>(35.7)%</b>
<b>CASK ex-fuel, adjusted<sup>(1)</sup></b>	<b>31.85</b>	<b>20.70</b>	<b>(35.0)%</b>

(\*) Not meaningful.

(1) Excluding results of sale and leaseback transactions.

Salaries, wages and benefits increased 12.0%, from R\$2,034.1 million in 2021 to R\$2,278.8 million in 2022, mainly due to the termination during the course of 2021 of temporary employment renegotiations that we had implemented in the context of the COVID-19 global pandemic and the return to full work hours and wages that increased the variable salaries and related amounts of aircraft crew, as well as an increase in employee wages considering inflation adjustments. Salaries per available seat kilometer decreased 25.5%, mainly due to the increase in available seat kilometers. We had 14,816 total employees as of December 31, 2022, representing a 1.2% decrease as compared to December 31, 2021.

Aircraft fuel expenses increased 138.9%, from R\$2,631.9 million in 2021 to R\$6,288.4 million in 2022, mainly due to the 66.0% increase in QAV average price per liter in 2022 and a 48.3% increase in fuel consumption in the context of recovering demand for air travel, as compared to 2021. Aircraft fuel expenses per available seat kilometer increased 58.9% due to the increase in QAV average price per liter in 2022, while fuel consumption per available seat kilometer remained stable.

Landing fees increased 70.5%, from R\$456.0 million in 2021 to R\$777.3 million in 2022, mainly due to an increase in demand and departures. Landing fees per available seat kilometer increased 13.4%, due to the average readjustment in certain landing, navigation and stay fees and an increase in international fees, which are higher than domestic fees.

Aircraft, traffic and mileage servicing expenses remained stable from R\$915.4 million in 2021 to R\$922.4 million in 2022. Aircraft, traffic and mileage servicing expenses per available seat kilometer decreased 33.0% due to the increase in available seat kilometers.

Passenger service expenses increased 60.7%, from R\$549.5 million in 2021 to R\$882.8 million in 2022, mainly due to an increase in capacity, tickets accommodation costs and the number of flights operated under our agreements with VoePass Linhas Aéreas and MAP Linhas Aéreas to expand our market share on regional routes. Passenger service expenses per available seat kilometer increased 6.9% due to the same reasons.

Sales and marketing expenses increased 101.1%, from R\$406.6 million in 2021 to R\$817.4 million in 2022, due to an increase in marketing campaigns, sales commissions and credit card charge-back related fees. Sales and marketing expenses per available seat kilometer increased 33.7% due to the same reasons.

Maintenance, materials and repairs expenses decreased 79.0%, from R\$2,200.7 million in 2021 to R\$461.6 million in 2022, mainly due to the provision we recorded in 2021 related to our accelerated fleet transformation and the amounts estimated for Boeing 737 Next Generation aircraft returns in accordance with applicable contractual conditions. Maintenance, materials and repairs expenses per available seat kilometer decreased 86.0% due to the same reasons.

Depreciation and amortization expenses increased 28.8%, from R\$1,335.8 million in 2021 to R\$1,720.1 million in 2022, mainly due to the delivery of 15 Boeing 737 MAX aircraft in 2022. Depreciation and amortization expenses per available seat kilometer decreased 14.3% due to the increase in available seat kilometers, which effects were partially offset by the delivery of new aircraft.

Other expenses, net decreased 33.2%, from an expense of R\$738.1 million in 2021 to an expense of R\$492.7 million in 2022, mainly due to (i) other income in 2022 from sale leaseback transactions relating to eight aircraft and two engines and (ii) an increase in 2022 in other expenses relating to tax claims. Other expenses, net per available seat kilometer decreased 55.6%, from R\$2.72 cents in 2021 to R\$1.21 cents, due to the same reasons.

#### Net Financial Expense

Net financial expense decreased 41.4%, from R\$3,541.6 million in 2021 to R\$2,074.8 million in 2022, as set forth in the following table:

	Year ended December 31,		
	2021	2022	Change %
		<i>(in thousands of R\$)</i>	
Interest and costs on loans and financing	(896.1)	(1,063.1)	18.6%
Interest on lease operations	(880.6)	(1,316.6)	49.5%
Monetary and foreign exchange rate variation, net	(1,588.1)	1,328.2	n.m.*
Derivative results, net	(1.5)	(44.7)	n.m.*
Interest on financial investments <sup>(1)</sup>	37.0	90.6	144.9%
Results from exchangeable senior notes and capped calls <sup>(2)</sup>	200.3	42.0	(79.0)%
Other financial expenses, net <sup>(3)</sup>	(412.5)	(1,111.2)	169.4%
<b>Net financial expense</b>	<b>(3,541.6)</b>	<b>(2,074.8)</b>	<b>(41.4)%</b>

(1) Comprises gains and losses on financial investments.

(2) Comprises unrealized gains and conversion rights from the exchangeable senior notes and losses on the related capped call transactions.

(3) Comprises commissions, banking charges and interest on other operations, as well as interest on provisions for aircraft returns and others.

Interest expenses on our indebtedness increased 18.6%, from R\$896.1 million in 2021 to R\$1,063.1 million in 2022, mainly due to an increase in interest rates as a result of contracts indexed to floating rates such as LIBOR and the interbank deposit (*depósito interbancário*) rate, or DI rate. As of December 31, 2021, we had R\$11,900.0 million in total indebtedness outstanding and, as of December 31, 2022, we had R\$11,984.9 million in total indebtedness outstanding.

Interest expenses on lease operations increased 49.5%, from R\$880.6 million in 2021 to R\$1,316.6 million in 2022, mainly due to (i) an increase of R\$444.0 million in lease liabilities outstanding as of December 31, 2022, as compared to as of December 31, 2021, and (ii) an increase in the average annual interest rate of right-of-use leases denominated in U.S. dollars, from 10.0% to 11.75%. As of December 31, 2021, we had R\$10,763.0 million in lease liabilities outstanding and, as of December 31, 2022, we had R\$11,207.0 million in lease liabilities outstanding.

Monetary and foreign exchange rate variation, net changed from an expense of R\$1,588.1 million in 2021 to an income of R\$1,328.2 million in 2022, mainly due to the 6.5% appreciation of the *real* against the U.S. dollar in 2022, as compared to a 7.4% depreciation in 2021.

Derivative results, net changed from a loss of R\$1.5 million in 2021 to a loss of R\$44.7 million in 2022, mainly due to losses on our fuel price hedge derivatives as a result of the effects of high fuel price volatility in the context of the ongoing conflict between Russia and Ukraine.

Income from financial investments increased 144.9%, from R\$37.0 million in 2021 to R\$90.6 million in 2022, mainly due to an increase in interest rates such as LIBOR and the DI rate, which effects were partially offset by a decrease of R\$267.5 million in cash, cash equivalents and financial investments as of December 31, 2022, as compared to December 31, 2021. As of December 31, 2021 and 2022, we had a total of R\$859.9 million and R\$592.5 million in cash, cash equivalents and financial investments, respectively.

Results from exchangeable senior notes and capped calls decreased 79.0%, from R\$200.3 million in 2021 to R\$42.0 million in 2022, mainly due to changes in the fair value of these instruments in the context of a less steep decrease in the trading price of the ADSs representing our preferred shares in 2022, as compared to 2021.

Other financial expenses, net increased 169.4%, from R\$412.5 million in 2021 to R\$1,111.2 million in 2022, mainly due to an increase of R\$173.8 million in expenses from adjusted present value of other operations and an increase of R\$270.4 million in bank charges and expenses.

#### *Income Taxes*

Income tax changed from an income of R\$192.4 million in 2021 to an expense of R\$43.8 million in 2022, mainly due to a tax credit in 2021 deriving from our merger of Smiles. Our effective tax rate changed from (2.6)% in 2021 to 2.8% in 2022, due to a decrease in deferred tax liabilities of R\$219.2 million in 2021, mainly related to our merger of Smiles.

#### *Net Loss*

As a result of the foregoing, our net loss decreased 78.3%, from R\$7,183.8 million in 2021 to R\$1,561.5 million in 2022.

**Year Ended December 31, 2021 Compared to Year Ended December 31, 2020**

For this discussion, see our annual report on Form 20-F for the fiscal year ended December 31, 2021, filed with the SEC on March 16, 2022.

**Segment Results of Operations**

As of December 31, 2022, we have one operating segment: flight transportation. For more information, see “—Operating Segment” and note 4.22 to our audited consolidated financial statements included elsewhere in this annual report.

For a discussion of our segment results of operations in the year ended December 31, 2021 as compared to the year ended December 31, 2020, see our annual report on Form 20-F for the fiscal year ended December 31, 2021, filed with the SEC on March 16, 2022.

**B. Liquidity and Capital Resources****Cash Flows**

*Operating Activities.* We had net cash flows from operating activities of R\$2,168.8 million in 2022, as compared to R\$705.6 million in 2021, mainly due to demand recovery and resumed operations, which effects were partially offset by the increase in QAV average price per liter. The main variations in our operating assets and liabilities were: (i) an increase in advance ticket sales from R\$619.7 million as of December 31, 2021 to R\$832.1 million as of December 31, 2022, mainly due to increased ticket sales in the context of recovering demand for air travel in 2022; (ii) a change in trade receivables from R\$(111.6) million as of December 31, 2021 to R\$(44.5) million as of December 31, 2022, mainly due to prepayment of receivables in the context of recovering demand for air travel in 2022; and (iii) an increase in taxes payable and salaries, wages and benefits from R\$149.3 million as of December 31, 2021 to R\$863.7 million as of December 31, 2022, due to the deferral of certain taxes that we will pay in installments over a period of five years. The effects of these variations were partially offset by a change in deposits from R\$159.9 million as of December 31, 2021 to R\$(307.8) million as of December 31, 2022, mainly due to operations resumed in 2022 in the context of recovering demand and the consequent increase in aircraft utilization, as well as our net addition of 11 aircraft to our fleet.

*Investing Activities.* We had net cash flows used in investing activities of R\$787.5 million in 2022, as compared to R\$179.6 million in 2021, which increase was mainly due to (i) R\$645.1 million in cash outflows from our acquisition of property, plant and equipment in 2022, as compared to R\$316.0 million in 2021; and (ii) R\$594.3 million in cash inflows from Smiles' financial investments in 2021.

*Financing Activities.* We had net cash flows used in financing activities of R\$1,673.5 million in 2022, as compared to R\$672.0 million in 2021, mainly due to R\$2,357.3 million in cash outflows for payments on lease obligations in 2022, as compared to R\$1,449.3 million in 2021, which effects were partially offset by R\$947.5 million in cash inflows from our capital increase in 2022, as compared to R\$420.7 million from our capital increase in 2021.

**Liquidity**

In managing our liquidity, we take into account our cash and cash equivalents and financial investments, as well as our accounts receivable balance. Our accounts receivable balance is affected by the payment terms of our credit card receivables, which can be readily converted into cash through factoring transactions. Our customers can purchase seats on our flights using a credit card and pay in installments, typically creating a one- or two-month lag between the time that we pay our suppliers and expenses and the time that we receive payment for our ticket sales. When necessary, we obtain working capital loans, which can be secured by our receivables, to finance the sale-to-cash collection cycle.

Our total liquidity, which we calculate as the sum of cash and cash equivalents, financial investments and accounts receivable, as of December 31, 2022, was R\$1,480.2 million.

The following table sets forth certain key liquidity data as of the dates indicated:

	As of December 31,	
	2021	2022
	(in millions of R\$)	
<b>Real denominated</b>	<b>1,386.1</b>	<b>990.9</b>
Cash and cash equivalents and financial investments	706.9	318.3
Short-term receivables	679.2	672.6
<b>Foreign exchange denominated</b>	<b>324.5</b>	<b>489.3</b>
Cash and cash equivalents and financial investments	153.0	274.2
Short-term receivables	171.5	215.1
<b>Total</b>	<b>1,710.6</b>	<b>1,480.2</b>

As of December 31, 2022, our cash and cash equivalents and financial investments totaled R\$592.5 million, comprising R\$169.1 million in cash and cash equivalents and R\$423.4 million in financial investments.

As of December 31, 2022, we had negative working capital of R\$10.9 billion, as compared to R\$8.4 billion as of December 31, 2021, due to (i) an increase in liabilities of advance ticket sales and mileage program in the context of recovering demand and resumed operations; (ii) investments in working capital, fleet maintenance and Boeing 737 MAX aircraft acquisitions; and (iii) disbursements related to leases and deposits. We have, since the beginning of the global pandemic, and in response to this scenario, successfully taken a number of measures to protect our liquidity and cash position, including adjusting our flight network, rolling over and deferring short-term obligations, including debt and certain lease obligations, significantly reducing fixed and variable costs, and, on the asset side of the working capital equation, extracted cash from a number of our current assets, the latter having decreased our current assets during the course of 2022. We will continue to take measures with our suppliers and counterparties, all of which have been highly cooperative with our efforts, in order to maintain our costs low and to preserve our liquidity. However, we do not know whether or for how much longer our counterparties will continue to cooperate with us. For further information, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Us and the Brazilian Airline Industry—We may not be able to maintain adequate liquidity and our cash flows from operations and financings may not be sufficient to meet our current obligations.”

### Contractual Obligations

Our contractual obligations as of December 31, 2022 included the following:

	Total	2023	2024	2025	2026	2027	There- after	Without maturity
	(in millions of R\$)							
<b>Non-derivative contractual obligations</b>	<b>11,207.0</b>	1,948.3	1,385.5	1,265.9	1,145.8	1,089.4	4,372.0	-
Leases	<b>11,984.9</b>	1,126.6	2,813.2	3,742.2	3,469.7	4.6	25.6	803.0
Loans and financing	<b>23,191.9</b>	<b>3,074.9</b>	<b>4,198.7</b>	<b>5,008.2</b>	<b>4,615.5</b>	<b>1,094.0</b>	<b>4,397.6</b>	<b>803.0</b>
<b>Total non-derivative contractual obligations</b>								
<b>Aircraft commitments</b>	<b>7,170.7</b>	1,642.2	1,990.8	2,355.5	1,182.3	-	-	-
Pre-delivery deposits	<b>20,574.8</b>	4,234.5	5,847.9	6,970.5	3,521.9	-	-	-
Aircraft purchase commitments(*)	<b>27,745.5</b>	<b>5,876.7</b>	<b>7,838.7</b>	<b>9,326.0</b>	<b>4,704.2</b>	-	-	-
<b>Total aircraft commitments</b>								
<b>Other commitments</b>	<b>860.4</b>	860.4	-	-	-	-	-	-
Fuel purchase commitments	<b>25.0</b>	6.3	12.5	6.2	-	-	-	-
Acquisition of MAP Linhas Aéreas	<b>885.4</b>	<b>866.7</b>	<b>12.5</b>	<b>6.2</b>	-	-	-	-
<b>Total other commitments</b>								
<b>Total</b>	<b>51,822.8</b>	<b>9,818.2</b>	<b>12,049.8</b>	<b>14,340.5</b>	<b>9,319.7</b>	<b>1,094.0</b>	<b>4,397.6</b>	<b>803.0</b>

(\*) Comprises 91 firm orders for the acquisition of Boeing 737 MAX aircraft, of which 66 were for 737 MAX-8 and 25 were for 737 MAX-10. Amounts disclosed reflect certain discounts negotiated with suppliers as of the balance sheet date, which discounts are calculated on highly technical bases and are subject to multiple conditions and constant variations. Among the factors that may affect discounts are changes in our purchase agreements, including order volumes. As of December 31, 2022 and the date of this annual report, we have an order book of 66 Boeing 737-8 MAX and 25 Boeing 737-10 MAX aircraft for delivery through 2026. In addition, the amounts and timing of our actual cash disbursements relating to our aircraft and engine purchase commitments may differ due to our right to offset certain obligations with credits we have against suppliers.

**Indebtedness**

The following table sets forth our total indebtedness as of the dates indicated:

	As of December 31,	
	2021	2022
	<i>(in millions of R\$)</i>	
Loans and financing	11,023.4	11,165.3
Perpetual notes	876.5	819.6
Lease liabilities	10,763.0	11,207.0
<b>Total indebtedness</b>	<b>22,663.0</b>	<b>23,191.9</b>

The increase in our total indebtedness in 2022 was mainly due to (i) our issuance of US\$196.0 million in aggregate principal amount of secured amortizing notes in December 2022 and (ii) lease agreements providing for a net addition of 11 aircraft to our fleet, which effects were partially offset by appreciation of the *real* against the U.S. dollar.

We expect to fully pay, using cash flows from operating activities or new financings, or refinance the portions of our indebtedness due in 2023 to 2025.

**Loans and Financing**

The following table sets forth our short-term and long-term indebtedness by type of financing as of the dates indicated:

	As of December 31,	
	2021	2022
	<i>(in millions of R\$)</i>	
<b>Short-term indebtedness (including short-term portion of long-term indebtedness)</b>		
<b>Local currency</b>	<b>157.8</b>	<b>716.6</b>
Debentures <sup>(1)</sup>	109.5	640.0
Working capital lines of credit <sup>(2)</sup>	48.2	76.6
<b>Foreign currency (U.S. dollars)</b>	<b>476.9</b>	<b>410.0</b>
Secured funding <sup>(3)</sup>	-	-
Import financing <sup>(4)</sup>	138.0	77.2
Engine facility <sup>(5)</sup>	124.0	30.3
Exchangeable senior notes <sup>(6)</sup>	40.7	38.1
Senior notes <sup>(7)</sup>	105.7	99.0
Senior secured notes <sup>(8)</sup>	-	-
Secured amortizing notes <sup>(9)</sup>	-	121.1
Finance guaranteed by engines <sup>(10)</sup>	50.4	27.7
Perpetual notes <sup>(11)</sup>	17.7	16.6
<b>Total short-term indebtedness</b>	<b>634.6</b>	<b>1,126.6</b>
<b>Long-term indebtedness</b>		
<b>Local currency</b>	<b>1,065.0</b>	<b>471.1</b>
Debentures <sup>(1)</sup>	1,055.2	432.0
Working capital lines of credit <sup>(2)</sup>	9.8	39.1
<b>Foreign currency (U.S. dollars)</b>	<b>10,200.4</b>	<b>10,387.2</b>
Engine facility <sup>(5)</sup>	125.1	94.0
Exchangeable senior notes <sup>(6)</sup>	1,947.5	1,819.3
Senior notes <sup>(7)</sup>	3,599.0	3,372.3
Senior secured notes <sup>(8)</sup>	3,452.0	3,272.2
Secured amortizing notes <sup>(9)</sup>	-	882.2
Finance guaranteed by engines <sup>(10)</sup>	218.0	144.2
Perpetual notes <sup>(11)</sup>	858.8	803.0
<b>Total long-term indebtedness</b>	<b>11,265.4</b>	<b>10,858.3</b>
<b>Total indebtedness</b>	<b>11,900.0</b>	<b>11,984.9</b>

(1) Issuance of 88,750 debentures by GLA in October 2018 and issuance of 610,217 debentures by GLA in October 2021 for refinancing of short-term import financing and working capital lines of credit.

(2) Credit lines in *reais* raised with private banks.

(3) In August 2020, we refinanced US\$250.0 million to repay in full our US\$300.0 term loan upon maturity by means of a secured loan facility with a term of 16 months, maturing in December 2021, at 9.5% interest *per annum* with monthly amortization payments. This loan facility was secured by Smiles shares, as well as certain other collateral.

(4) Credit line of import financing for our purchase of spare parts and aircraft equipment.

(5) Credit lines in U.S. dollars raised with private banks. For a detailed break-down, see note 15 to our audited consolidated financial statements included elsewhere in this annual report.

(6) Issuance of 3.75% exchangeable senior notes due 2024 in March, April and July 2019 in an aggregate principal amount of US\$425.0 million.

(7) Issuance of 7.00% senior notes due 2025 in December 2017 and February 2018 in an aggregate principal amount of US\$650.0 million.

(8) Issuance of 8.00% senior secured notes due 2026 in December 2020 and May and September 2021 in an aggregate principal amount of US\$650.0 million.

(9) Issuance of secured amortizing notes due 2026 in December 2022 in an aggregate principal amount of US\$196.0 million.

(10) Loans entered into in June 2018 pursuant to which five engines were granted as collateral. The interest rates negotiated were from LIBOR 6m+2.35% *per annum* to LIBOR 6m+4.25% *per annum*.

(11) Issuance of perpetual notes in July 2006 in an aggregate principal amount of US\$200.0 million.

The following table sets forth the maturities and interest rates of our indebtedness as of December 31, 2022:

	<u>Maturity</u>	<u>Interest per annum</u>	<u>Currency</u>
Debentures	October 2024	18.76%	Real
Working capital lines of credit	October 2025	18.84%	Real
Import financing	March 2023	11.59%	U.S. dollar
Engine facility	September 2024	6.00%	U.S. dollar
Exchangeable senior notes	July 2024	3.75%	U.S. dollar
Senior notes	January 2025	7.00%	U.S. dollar
Senior secured notes	June 2026	8.00%	U.S. dollar
Secured amortizing notes	June 2026	4.76%	U.S. dollar
Loan facility	March 2028	7.11%	U.S. dollar
Perpetual notes	-	8.75%	U.S. dollar

The following table sets forth our payment schedule, in nominal amounts, as of December 31, 2022, in millions of *reais*, for our short-term and long-term loans and financing:

	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>Thereafter</u>	<u>Without maturity</u>	<u>Total</u>
<b>Real denominated</b>							
Debentures	432.0	-	-	-	-	-	432.0
Working capital lines of credit	37.0	2.1	-	-	-	-	39.1
<b>U.S. dollar denominated</b>							
Engine facility	94.0	-	-	-	-	-	94.0
Exchangeable senior notes	1,819.3	-	-	-	-	-	1,819.3
Senior notes	-	3,372.4	-	-	-	-	3,372.4
Senior secured notes	-	-	3,272.2	-	-	-	3,272.2
Secured amortizing notes	407.4	343.6	131.2	-	-	-	882.2
Loan facility	23.5	24.1	66.3	4.6	25.6	-	144.1
Perpetual notes	-	-	-	-	-	803.0	803.0
<b>Total</b>	<b>2,813.2</b>	<b>3,742.2</b>	<b>3,469.7</b>	<b>4.6</b>	<b>25.6</b>	<b>803.0</b>	<b>10,858.3</b>

Our total short-term indebtedness, as of December 31, 2022, was of R\$1,126.6 million, comprising interest accrued in perpetual notes of R\$16.6 million and loans and financing of R\$1,110.0 million. Our total long-term indebtedness was of R\$10,858.3 million, comprising R\$803.0 million in perpetual notes and R\$10,055.3 million in loans and financing.

For recent developments relating to our indebtedness, see “Item 4. Information on the Company—A. History and Development of the Company—Recent Developments.”

#### *Debentures*

In October 2021, we issued R\$620.2 million in aggregate principal amount of debentures, which proceeds were used to refinance short-term facility lines for import financing and working capital. These debentures accrue interest at the rate of CDI + 4.50% *per annum*, provide for monthly payments of principal and interest following an initial grace period of one year for principal and six months for interest and mature in October 2024.

#### *Working Capital Lines of Credit*

In October 2021, we raised R\$40.0 million in working capital lines of credit, which proceeds were used to preserve and manage our working capital. This loan accrues interest at the rate of CDI + 6.80% *per annum* and matures in April 2022.



### Senior Secured Notes

Following our initial issuance of US\$200.0 million in aggregate principal amount of 8.00% senior secured notes due 2026, in May and September 2021, we issued US\$300.0 million and US\$150.0 million in aggregate principal amount of additional notes of the same series, respectively. These notes mature in June 2026, have been callable since December 2022 and are secured by fiduciary assignments of (i) substantially all of GLA's intellectual property, including patents, trademarks, brand names and domain names, and (ii) GLA's aircraft spare parts located in Brazil.

### Secured Amortizing Notes

In December 2022, we issued US\$196.0 million in aggregate principal amount of secured amortizing notes, comprising 5.00% senior secured amortizing notes due 2026 and 3.00% subordinated secured amortizing notes due 2025. These notes were issued in exchange for full release of certain aircraft lease payment obligations under deferral agreements, among other obligations that the participating aircraft lessors chose to exchange for the notes. The senior secured amortizing notes will amortize in ten equal quarterly installments and the subordinated secured amortizing notes will amortize in nine equal quarterly installments and will be contractually subordinated to the senior secured amortizing notes. Both series of secured amortizing notes are secured by certain unencumbered receivables and provide for a six-month grace period to make the first payments under each series.

For more information on our indebtedness, see note 15 to our audited consolidated financial statements included elsewhere in this annual report.

### Leases

The following table sets forth our short-term and long-term lease as of December 31, 2021 and 2022:

	As of December 31,	
	2021	2022
	(in millions of R\$)	
<b>Short-term lease</b>		
<b>Local currency</b>	<b>29.5</b>	<b>42.3</b>
Right of use leases without purchase option	29.5	37.2
Right of use leases with purchase option	-	5.1
<b>Foreign currency (U.S. dollars)</b>	<b>2,028.2</b>	<b>1,906.0</b>
Short-term lease and variable payments	28.4	15.7
Right of use leases without purchase option	1,999.8	1,756.4
Right of use leases with purchase option	-	133.9
<b>Total short-term indebtedness</b>	<b>2,057.7</b>	<b>1,948.3</b>
<b>Long-term lease</b>		
<b>Local currency</b>	<b>8.6</b>	<b>224.7</b>
Right of use leases without purchase option	8.6	221.3
Right of use leases with purchase option	-	3.3
<b>Foreign currency (U.S. dollars)</b>	<b>8,696.7</b>	<b>9,034.0</b>
Right of use leases without purchase option	8,696.7	7,776.8
Right of use leases with purchase option	-	1,257.2
<b>Total long-term lease</b>	<b>8,705.3</b>	<b>9,258.7</b>
<b>Total lease</b>	<b>10,763.0</b>	<b>11,207.0</b>

As of December 31, 2022, our total short-term lease was R\$1,948.3 million and our total long-term lease was R\$9,258.7 million.

For more information on our lease balances, see note 16 to our audited consolidated financial statements included elsewhere in this annual report.

### Covenant Compliance

Our long-term financings (excluding our perpetual notes and finance leases) are subject to restrictive covenants, and our senior secured notes and debentures require us to comply with specific liquidity and interest expense coverage ratios. In December 2022, holders of our outstanding debentures waived our non-compliance with certain financial ratio covenants, which we will have to calculate again as of June 30, 2023. As of December 31, 2022, we were in compliance with the covenants provided for by the terms of our long-term indebtedness. For further information on our covenant compliance and waivers, see note 15.4 to our audited consolidated financial statements included elsewhere in this annual report.

### **Capital Resources**

We typically finance our aircraft through leases. Although we expect that lease financings will be available for our future aircraft deliveries, we cannot assure you that we will be able to secure financings on terms attractive to us, if at all. To the extent we cannot secure financing, we may be required to modify our aircraft acquisition plans or incur higher than anticipated financing costs. We expect to continue to require working capital investment due to the use of credit card installment payments by our customers. While our capital resources depend on market conditions that are subject to risks beyond our control, our goal is to meet our operating obligations as they become due through available cash and internally generated funds, supplemented as necessary by short-term credit lines.

As of December 31, 2022, we had 91 firm Boeing 737 MAX aircraft orders representing present value commitments of R\$20,574.1 million (US\$3,943.3 million) for deliveries through 2026.

We expect to meet our pre-delivery deposits by using long-term loans from private financial institutions guaranteed by first tier financial institutions and capital markets financing, including long-term and perpetual notes as well as sale-leaseback transactions.

For information regarding our negative working capital, see note 1.3 to our audited consolidated financial statements included elsewhere in this annual report and “Item 3. Key Information—D. Risk Factors—Risks Relating to Us and the Brazilian Airline Industry— Our financial statements as of and for the years ended December 31, 2020, 2021 and 2022 contain a going concern emphasis, due in significant part to our negative working capital and more recently to the substantial decline in demand for air travel as a result of the effects of developments relating to the COVID-19 pandemic and the actions taken by the Brazilian government to address it, which are largely out of our control.”

We meet our payment obligations relating to aircraft acquisitions with our own funds, short and long-term indebtedness, cash provided by our operating activities, short- and medium-term lines of credit and supplier financing.

### **Equity**

As of December 31, 2022, we had total equity representing a deficit of R\$21,358.8 million.

### **Recent Accounting Pronouncements**

There are no new accounting pronouncements or interpretations applicable to annual periods beginning on or after January 1, 2023 that management expects to have a significant impact on our financial information (see note 4.26 to our audited consolidated financial statements included elsewhere in this annual report).

In 2022, the following standards were amended: IAS 16 – *Property, Plant and Equipment*; IAS 37 – *Provisions, Contingent Liabilities and Contingent Assets*; IFRS 3 – *Business Combinations*; and IFRS 9 – *Financial Instruments*. These amendments had no impact on our consolidated financial statements.

For information on the impact of the adoption of new accounting standards, interpretations or amendments, see note 4.24 to our audited consolidated financial statements included elsewhere in this annual report.

### **C. Research and Development, Patents and Licenses, etc.**

Following our implementation of Sabre’s passenger service system in 2021, we have invested in additional technology and developments to enhance our customers’ experience with digital self-services. We initiated new process mapping of future investments required to improve our customers’ experience at airports (including new totems and baggage solutions) and we have made investments to personalize the travel experience for customers to interact with crew through the use of tablets and free online messaging.

To improve the reliability of our operations and our on-time performance, in 2022, we concluded a project called “paperless cockpit” that comprises entirely digital solutions for flight documentation requirements.

In addition, in 2022, we focused on cybersecurity developments, which represented approximately 20% of our information technology budget. Pursuant to this initiative, we upgraded our information technology infrastructure.

#### D. Trend Information

As a result of developments relating to the global pandemic and government measures to address it, including severe travel restrictions and reduced demand for air travel, we reduced our operations to an essential service in 2020. From May 2021 on, the demand for domestic and international air travel in Brazil gradually increased, both in terms of flights and daily sales.

As of December 2022, our capacity had increased to an average of 674 daily flights, and we operated approximately 760 daily flights on peak days, representing approximately 84% of our capacity compared to pre-pandemic demand in December 2019. Our domestic demand in December 2022, as measured by RPKs, represented 73.6% of domestic demand compared to December 2019. During the first two months of 2023, our domestic capacity and our domestic demand represented approximately 89% and 90%, respectively, of our domestic capacity and our domestic demand in the same period in 2019. Moreover, we expect continued demand growth for our cargo services.

In addition, largely as a result of the ongoing conflict between Russia and Ukraine, we expect Brazilian jet fuel prices to remain high.

The rate at which our operations resume and the impact on our revenue depend on many factors, including fluctuations in our fuel costs, especially in the context of the ongoing conflict between Russia and Ukraine, developments relating to global health concerns, the effects of political uncertainty regarding political developments and the policies the new Brazilian federal government may adopt and our ability to increase our capacity in response to increased demand – all of which remain highly uncertain as of the date of this annual report. We continue to believe we have the best flexibility and fleet model to respond to demand trends. For more information, see “Item 3. Key Information—D. Risk Factors—Risks Relating to Brazil” and “—Risks Relating to Us and the Brazilian Airline Industry.”

The consolidated financial statements included in this annual report have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and satisfaction of liabilities and commitments in the normal course of business. As such, the consolidated financial statements included in this annual report do not include any adjustments that might result from an inability to continue as a going concern. If we cannot continue as a going concern, adjustments to the carrying values and classification of our assets and liabilities and the reported amounts of income and expenses could be required and could be material.

#### E. Critical Accounting Estimates

For this discussion, see our audited consolidated financial statements included elsewhere in this annual report.

### ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

#### A. Directors and Senior Management

Under our bylaws, we are managed by our *Conselho de Administração*, or board of directors, which comprises at least five and at most ten members, and our *Diretoria*, or board of executive officers, which comprises at least two and at most seven members. According to the B3's Differentiated Corporate Governance Practices Level 2, or Level 2, at least 20% of the members of our board of directors must be independent directors, as defined by the B3.

A number of committees support and advise our management and board of directors. These committees actively participate in our management's strategic and key decisions and we believe they add substantial value to our business. We have the following committees and subcommittees: (i) corporate governance and people policies committee, (ii) financial policy committee, (iii) accounting, tax and financial statements policies subcommittee, (iv) risk policies committee, (v) alliances committee and (vi) statutory audit committee. Our statutory audit committee is a permanent advisory body to our board of directors and its responsibilities are set by Rule No. 308/99, as amended, of the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*), or the CVM. Pursuant to our bylaws, a permanent governance committee must be installed if our controlling shareholder holds an economic interest in us equal to or less than 35%.

We are committed to achieving and maintaining high standards of corporate governance. In working towards this goal, we have established a committee to monitor and make recommendations with respect to corporate governance “best practices” to our board of directors. In addition, in connection with listing as a Level 2 company on the B3, we agreed with the B3 to grant certain additional rights not required of Level 2 companies to our shareholders, such as tag-along rights offering our preferred shareholders 35 times the price paid per common share of our controlling shareholders. We conduct our business with a view towards transparency and the equal treatment of all our shareholders. We implemented policies to help ensure that all material information required for our shareholders to make informed investment decisions is promptly made available to the public and that we at all times accurately reflect the state of our operations and financial position through press releases, filings with the SEC and the CVM and by keeping the investor relations section of our website current and complete. We have also adopted formal policies that restrict trading in our preferred shares by our insiders.

In addition, according to the Level 2 practices, we must require all new members of our board of directors, board of executive officers and fiscal board to sign a statement of consent in which they undertake to comply with the regulations of the Differentiated Corporate Governance Practices Level 2. Also, the members of our board of directors, board of executive officers and fiscal board must sign a statement of consent in which they undertake to refer to arbitration under the auspices of the B3 Arbitration Chamber, including any disputes and controversies arising out of the application of the listing rules of the Differentiated Corporate Governance Practices Level 2, the listing agreement with the B3, the regulations of the B3, Brazilian corporate law's provisions, guidelines issued by the Brazilian authorities and other rules applicable to capital markets generally involving us, our shareholders, our managers and the members of our fiscal board.

#### **Board of Directors**

Our board of directors is responsible for establishing our general business policies and for electing and supervising our executive officers. Our board of directors currently comprises eight members, four of whom qualify as independent directors pursuant to Brazilian corporate law and CVM criteria. Our board of directors meets an average of 12 times per year.

There are no provisions in our bylaws restricting a director's power to vote on a proposal, arrangement or contract in which such director is materially interested. However, under Brazilian corporate law, a director is prohibited from voting on any matter in which such director has a conflict of interest with us.

Additionally, under Brazilian corporate law, shareholders representing at least 10% of our voting capital may request a multiple voting procedure for electing the members of our board of directors, whether or not provided for in our bylaws. Additionally, shareholders of publicly traded companies, such as us, who together hold non-voting or voting-right restricted preferred shares representing at least 10% of our total share capital for at least three months are entitled to appoint one member to our board of directors.

Under our bylaws, the members of our board of directors are elected by the holders of our common shares at our annual shareholders' meeting. Our bylaws provide that if our controlling shareholder at any time holds an economic interest in us equal to or less than 35% and greater than 15%, at least 40% of our directors must be independent and our preferred shareholders will have the right to elect one of the independent directors. Also, if our controlling shareholder at any time holds an economic interest in us equal to or less than 15% and greater than 7.5%, at least 50% of our directors must be independent and our preferred shareholders will have the right to elect two of the independent directors. If our controlling shareholder at any time holds an economic interest in us equal to or less than 7.5%, at least 60% of our directors must be independent and our preferred shareholders will have the right to elect two of the independent directors.

Members of our board of directors serve simultaneous one-year terms and may be re-elected. The term of our current directors expires on April 25, 2023. Our bylaws do not provide for a mandatory retirement age for directors.

The following table sets forth the name, age and position of each member of our board of directors. A brief biography of each follows the table.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Constantino de Oliveira Junior	54	Chairman
Joaquim Constantino Neto	58	Vice-Chairman
Ricardo Constantino	59	Director
Paulo Sergio Kakinoff <sup>(1)</sup>	48	Director
Marcela de Paiva Bonfim Teixeira <sup>(1)</sup>	39	Director
Germán Pasquale Quiroga Vilardo <sup>(1)</sup>	55	Director
Anmol Bhargava <sup>(1)</sup>	44	Director
Philipp Schiemer <sup>(1)</sup>	58	Director

(1) Independent director.

*Constantino de Oliveira Junior* has been a member of our board of directors since we were founded in 2001 and is currently the chairman of our board of directors. He served as our chief executive officer from 2001 to 2012. Mr. de Oliveira introduced the “low-cost, low-fare” concept in the Brazilian airline industry and was named “*Most Valuable Executive*” by the Brazilian newspaper *Valor Econômico* in 2001 and 2002. In 2003, he was elected the leading executive in the logistics sector by the readers of *Gazeta Mercantil*, a Brazilian financial newspaper, and in 2008, he was named a “*Distinguished Executive*” in the air transportation category at the Latin American Aeronautics Gallery awards, sponsored by IATA. From 1994 to 2000, he served as director of a land passenger transportation company. Mr. de Oliveira studied business administration at the *Universidade do Distrito Federal* and attended the Executive Program on Corporate Management for Brazil conducted by the Association for Overseas Technical Scholarships. He is also a member of our corporate governance and people policies committee, financial policy committee, risk policies committee and alliances committee. Mr. de Oliveira, together with his family, is one of our indirect controlling shareholders. For more information, see “Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders.”

*Joaquim Constantino Neto* has been a member of our board of directors since March 2004. Mr. Constantino Neto has also been the chief operating officer of Comporte Participações S.A. since 1994. From 1984 to 1990, he was in charge of operations of Empresas Reunidas Paulista de Transportes Ltda. Since 1990, he has served as the president of Breda Serviços, a bus transportation company. He is also a member of the board of directors of CMP Participações, a company that manages more than 2,000 buses in São Paulo and Paraná. Mr. Constantino Neto, together with his family, is one of our indirect controlling shareholders. For more information, see “Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders.”

*Ricardo Constantino* has been a member of our board of directors since March 2004. Mr. Constantino has been the chief technical and maintenance officer of Comporte Participações S.A. since 1994. He is also a member of the board of directors of BRVias S.A. Mr. Constantino, together with his family, is one of our indirect controlling shareholders. For more information, see “Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders.”

*Paulo Sergio Kakinoff* was our president and chief executive officer from July 2012 until June 2022. He served as an independent member of our board of directors from January 2010 to June 2012. He held the position of chief executive officer at Audi Brazil until June 2012, having worked for the Volkswagen Group for 18 years as the sales and marketing officer at Volkswagen Brasil and as the executive officer for South America at the Volkswagen Group’s head offices in Germany. Mr. Kakinoff also served as the vice president of the Brazilian Association of Importers of Motor Vehicles (ABEIVA) and was a member of the board of directors of Volkswagen Participações. Mr. Kakinoff serves as a member of the boards of directors of Porto Seguro S.A., Vamos Locação de Caminhões, Máquinas e Equipamentos S.A. and Tembici Participações S.A. He also serves as a member of the board of the non-profit organizations *Todos pela Educação* (focused on education) and *Atletas pelo Brasil* (focused on sports). He holds a bachelor’s degree in business administration from Mackenzie University, in São Paulo.

*Marcela de Paiva Bomfim Teixeira* has been a member of our board of directors since 2022. She holds a degree in business administration from Pontifícia Universidade Católica de Minas Gerais, a specialization degree in information management and technology from Instituto de Educação Tecnológica, a specialization degree in finance from Fundação Dom Cabral and a master’s degree in business administration focused on project management from Fundação Getúlio Vargas. She was a member of the fiscal council of Transnorte Energia S.A. from 2012 to 2016. Ms. Teixeira is pursuing an executive master’s degree in business administration at Fundação Dom Cabral and recently held an extension at HEC Paris Shanghai Module. In her 17 years of experience, Ms. Teixeira has worked for companies such as Usinas Siderúrgicas de Minas Gerais S.A. – Usiminas and Alupar Investimento S.A. and was previously a member of our fiscal council for two years.

*Germán Pasquale Quiroga Vilardo* has been a member of our board of directors since 2016. He was the founder and chief executive officer of TV1.com, chief information officer and chief marketing officer of Americanas.com, chief information officer and chief marketing officer of Cyrela Brasil Realty and founder, chief executive officer and member of the board of directors of Pontofrio.com, Nova Pontocom and various other e-commerce companies. He is a member of the board of directors of Centauro, Abrarec and Fecomércio. He is also a founding member of the board of directors of Cobasi Digital and was the founder of OMNI55 Consulting. Mr. Quiroga holds a bachelor’s degree in electronic engineering from the *Instituto de Engenharia Militar* and a master’s degree in digital systems from the Polytechnic School of the *Universidade de São Paulo* (USP).

*Anmol Bhargava* has been a member of our board of directors since 2022 and the vice president of global alliances and partnerships of American Airlines since May 2021. Mr. Bhargava joined American Airlines in 2006 and has served as managing director of joint business and alliances for the Atlantic and Pacific regions, chief financial officer of joint business and analytics, finance manager on the strategic alliances team and senior financial analyst. Previously, Mr. Bhargava worked at AkzoNobel. In 2001, Mr. Bhargava graduated from RV Engineering College in Bangalore, India and, in 2006, he earned a master's degree in business administration in strategy and finance from the University of Texas.

*Philipp Schiemer* joined our board of directors in April 2020. Mr. Schiemer is the president of Mercedes-Benz Brazil and Latin America and is certified as a senior advisor by the Brazilian Institute of Corporate Governance (*Instituto Brasileiro de Governança Corporativa*). He was the vice-president of product marketing at Mercedes-Benz in Stuttgart, Germany. From 2004 to 2009, he was the vice-president of sales at Mercedes-Benz Brazil. Mr. Schiemer was also president of the SAE Brazil congress and served as vice-president of the German-Brazilian Chamber of Commerce from January 2018 to December 2018, and, in January 2019, assumed the role of president. Mr. Schiemer studied business administration with a specialization in marketing and finance at the Corporate University Mercedes-Benz AG in Stuttgart, Germany.

Constantino de Oliveira Junior, Joaquim Constantino Neto and Ricardo Constantino are brothers and are together one of our controlling shareholders.

#### **Executive Officers**

Our executive officers have significant experience in the domestic and international passenger transportation industries, and we have been able to draw upon their extensive experience to develop our low-cost operating structure. Our executive officers are responsible for our day-to-day management.

Under our bylaws, we must have at least two and no more than seven executive officers that are elected by the board of directors for a one-year term. Any executive officer may be removed by the board of directors before the expiration of his term. The current term of all our executive officers ends in April 2023.

The following table sets forth the name, age and position of each of our executive officers. A brief biography of each follows the table.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Celso Guimarães Ferrer Junior	40	Executive President and Chief Executive Officer
Carla Patrícia Cabral da Fonseca	42	Executive Vice President
Richard F. Lark, Jr.	56	Executive Vice President, Chief Financial Officer and Investor Relations Officer
Eduardo José Bernardes Neto	49	Executive Vice President

*Celso Guimarães Ferrer Junior* has been our executive president since July 2022. He has been with GOL for 17 years and served as our vice president and chief planning officer from February 2015 to March 2019, when he became our vice president and chief operations officer until June 2022. He is also a pilot of Boeing 737-700, Boeing 737-800 Next Generation and Boeing 737-8 MAX aircraft. Mr. Ferrer holds a master's degree in business administration from INSEAD and holds a degree in economics from the *Universidade de São Paulo* and in international relations from the *Pontifícia Universidade Católica de São Paulo*.

*Carla Patrícia Cabral da Fonseca* has been our executive vice president since 2022 and is the chief executive officer of our Smiles business unit. She has worked with us for eight years. She was previously responsible for customer products and sales channels and was also an executive of Smiles' Argentina branch. Before joining us, she worked in the financial market for 10 years at Credicard and Citibank. Mrs. Fonseca holds a master's degree in business administration from Fundação Getúlio Vargas and a degree in marketing from Universidade Santo Amaro.

*Richard F. Lark, Jr.* has been our executive vice president, chief financial officer and investor relations officer since July 2016. Mr. Lark has been working with GOL for 20 years, as our chief financial officer from 2003 to 2008, as a member of our board of directors from 2008 to 2016 and as a member of our audit committee from 2013 to 2016. Mr. Lark served as a member of the advisory boards of the Kellogg Institute for International Studies at the University of Notre Dame, *Associação Vida Jovem*, *Casa Santa Teresinha* and as president of the American Society of São Paulo. He completed the Oxford University advanced management and leadership program, participated in the global executive leadership program at the Yale School of Management and holds a master's degree in business administration from the UCLA Anderson School of Management and a bachelor's degree in finance and business economics and philosophy from the University of Notre Dame. Mr. Lark is a member of our financial policy committee and risk policies committee.

*Eduardo José Bernardes Neto* has been our executive vice president and chief commercial officer since February 2015. Mr. Bernardes is responsible for sales, marketing, distribution, ancillary revenues and revenue management. He has been with GOL for 22 years, having joined our commercial area as an account manager in February 2001. Mr. Bernardes coordinated the opening of several of our national and international facilities. He was also a member of the board of directors of UATP from 2009 to 2016. Mr. Bernardes has a degree in business administration from *Faculdade Ibero-Americana* with a specialization in foreign trade.

## **B. Compensation**

Under our bylaws, our shareholders are responsible for establishing the aggregate amount we pay to the members of our board of directors and board of executive officers. Once our shareholders establish an aggregate amount of compensation for our board of directors and board of executive officers, the members of our board of directors are then responsible for setting individual compensation levels in compliance with our bylaws.

In 2022, the aggregate compensation, including cash and benefits-in-kind but excluding stock options, to the members of our board of directors and executive officers was R\$9.1 million.

### ***Stock Option Plan and Restricted Share Plan***

In 2020, our extraordinary shareholders' meeting approved our new stock option and restricted share plans. The plans aim to encourage management and employees to contribute to our success. They are managed by both our corporate governance and people policies committee and our board of directors.

Both the stock option plan and the restricted share plan relate only to our preferred shares. The number of outstanding options granted and restricted shares combined may not, at any time, exceed 5% of our preferred shares. Our corporate governance and people policies committee establishes each year the strike price of the options to be granted, which must be equal to the average price of the preferred shares recorded in the last 60 trading sessions prior to the grant date.

The vesting period of the stock options is three or four years. The stock options vesting in three years become vested at 20% as from the first year, an additional 30% as from the second year and the remaining 50% as from the third year. For stock option plans exercisable in four years, beneficiaries may exercise 20% in the first year, 20% in the second year, 30% in the third year and 30% in the fourth year. Restricted shares vest after three or four years.

In case of termination of the option holder, with or without cause (except in case of permanent disability or death), all unexercised options granted to the participant automatically expire. Options already vested on the termination date may be exercised within 90 days, in case of termination without cause, or on the termination date, in case of termination with cause or at the beneficiary's request.

In case of termination of the restricted share beneficiary without cause (except in case of permanent disability or death), restricted shares not yet unrestricted vest proportionally to the number of months since the award date, and, in case of termination with cause or at the beneficiary's request, all restricted shares awarded automatically expire. In 2019, we converted the restricted shares that had been granted in 2016 into stock options.

In the last three years, we granted 5,587,215 stock options, which represented 1.3% economic interest in our company or 1.8% of our preferred shares, as of December 31, 2022. Of the total options granted, 8,072,765 were outstanding as of December 31, 2022, which represented 1.9% economic interest in our company. In the last three years, 800,796 stock options were exercised.

Additionally, in the last three years, we granted 2,297,209 restricted shares, which represented 0.6% economic interest in our company or 0.7% of our preferred shares, as of December 31, 2022. As of December 31, 2022, we had 2,135,887 restricted shares outstanding, which represented 0.5% economic interest in our company. In 2022, we transferred 75,232 preferred shares as a result of the vesting of restricted shares.

For additional information on payments under our stock option plan and restricted share plan, see note 25 to our audited consolidated financial statements included elsewhere in this annual report.

### C. Board Practices

Our board of directors comprises eight members, led by chairman Constantino de Oliveira Junior, who has been the key figure and leader of GOL ever since its founding.

#### *Committees of the Board of Directors and Board of Executive Officers*

Our board of directors has the following committees: statutory audit committee, corporate governance and people policies committee, financial policy committee, alliances committee and risk policies committee, an accounting, tax and financial statements policies subcommittee and a fiscal board. Our board of executive officers has management, executive, budget, investment, corporate governance and risk management committees. Not all the members of our committees are members of our board of directors or of our board of executive officers, as in certain committees we appoint outside experts.

*Statutory Audit Committee.* Our statutory audit committee provides assistance to our board of directors on matters involving accounting, internal controls, financial reporting and compliance. It recommends the appointment of our independent auditors to our board of directors, reviews the compensation of our independent auditors and helps oversee their activities. It also evaluates the effectiveness of our internal financial and legal compliance controls. Our statutory audit committee performs the roles of an audit committee under U.S. laws. The members of our statutory audit committee are Germán Pasquale Quiroga Vilardo, Phillip Schiemer and Marcela de Paiva Bonfim Teixeira. All members meet the applicable independent membership requirements of the SEC and the New York Stock Exchange, or NYSE, as well as other NYSE requirements. Marcela de Paiva Bonfim Teixeira is the committee's "financial expert" within the meaning of the SEC rules under the U.S. Securities Exchange Act of 1934, or the Exchange Act.

*Financial Policy Committee.* Our financial policy committee is responsible for (i) approving our corporate finance policies, as well as monitoring and reviewing their effectiveness and implementation, and (ii) reviewing our financing plan. The members of our financial policy committee are Constantino de Oliveira Junior, Antonio Kandir, Paulo Kakinoff, Richard Lark and Celso Guimarães Ferrer Junior.

*Risk Policies Committee.* Our risk policies committee is responsible for (i) reviewing and approving our risk management mechanisms, (ii) approving and evaluating our risk policies and (iii) monitoring their implementation. The members of our risk policies committee are Constantino de Oliveira Junior, Richard Lark, Paulo Sergio Kakinoff, Antonio Kandir and Celso Guimarães Ferrer Junior.

*Corporate Governance and People Policies Committee.* Our corporate governance and people policies committee is responsible for (i) coordinating, implementing and reviewing our corporate governance practices and (ii) reviewing and recommending human resources policies and compensation to our board of directors. The members of our corporate governance and people policies committee are Constantino de Oliveira Junior, Paulo Kakinoff, Betânia Tanure de Barros and Celso Guimarães Ferrer Junior.

*Alliances Committee.* Our alliances committee is responsible for (i) evaluating opportunities for partnerships and alliances, and possible related investments, by us and partner airlines and (ii) maximizing the benefits of existing partnerships through the optimization of resources and opportunities. The members of our alliances committee are Constantino de Oliveira Junior, Celso Guimarães Ferrer Junior and Eduardo José Bernardes Neto.

*ESG Committees.* Our environmental committee, LGBTQIA+ committee, women's committee, race and ethnicity committee, accessibility committee and generations committee comprise external mentors and GOL employees that are responsible for creating a forum to generate discussions on relevant matters in order to increase awareness and foment respect and a commitment to diversity and inclusiveness.

*Accounting, Tax and Financial Statement Policy Subcommittee.* Our accounting, tax and financial statement policy subcommittee is responsible for reviewing, evaluating and monitoring our accounting policies and financial statements and recommending actions on these matters to the board of directors. The members of our accounting, tax and financial statement policy subcommittee are Marcos da Cunha Carneiro, Natan Szuster and Valdenise dos Santos Menezes.



#### D. Employees

We believe that our growth potential and the achievement of our results-oriented corporate goals are directly linked to our ability to attract and maintain the best professionals available in the airline business. We place great emphasis on our selection and training of enthusiastic employees with potential to add value to our business and who we believe fit in with and contribute to our business culture.

As of December 31, 2022, we had 14,816 total employees and 13,919 active employees, which does not consider interns, employees on maternity leave and employees on vacation. As of 2022, we have adopted a hybrid remote work arrangement comprising two in-person days and three remote days per week. This arrangement generates cost savings and we believe the flexibility improves our work environment and our employees' quality of life and work satisfaction.

We invest significant resources promoting the well-being of our employees, including by providing health care plan benefits and a dedicated human resources team to provide guidance to employees. We train our own pilots. We also provide extensive ongoing training for our flight attendants and customer service representatives. In addition to the required technical training, which follows the strictest international standards, we also provide comprehensive managerial training to our pilots and flight attendants through crew resource management and line oriented flight training programs, emphasizing the importance of resource management to provide the best service to our passengers.

In order to help retain our employees, we encourage open communication channels between our employees and management and offer career development opportunities in the company, as well as periodic evaluations. Our compensation strategy reinforces our determination to retain talented and highly motivated employees and is designed to align the interests of our employees with those of our shareholders. Our compensation packages include competitive salaries and participation in our profit sharing program. We have agreements with medical and insurance companies to offer affordable health plan options to our employees.

A national aviators' union represents Brazil's pilots and flight attendants, and other regional aviation unions represent ground employees of air transportation companies. Approximately one-third of our employees are members of unions. Negotiations regarding cost of living wages and salary increases are conducted annually between the workers' unions and a national association of airline companies. There is no salary differential or seniority pay escalation among our pilots. Work conditions and maximum work hours are regulated by government legislation and are not the subject of labor negotiations. Since the commencement of our operations, we have not had a work stoppage by our employees. We believe we have a good relationship with our employees and the unions that represent them and we comply with all collective bargaining agreements.

To motivate our employees and align their interests with our results of operations, we provide an annual profit sharing program to all of our employees. Under Brazilian law, companies may provide profit sharing programs that define mechanisms for distributing a portion of a company's profits based upon the achievement of pre-defined targets established by the company. Our annual profit sharing programs are negotiated with a commission formed by our employees and approved by labor unions for the benefit of all of our unionized and non-unionized employees. For the purposes of our profit sharing program, a portion of profit sharing distributions are based on the achievement of corporate profit targets and a portion of the distributions are based on the achievement of operational targets set for each of our departments. We have established a long-term incentive plan (stock option and restricted share plans) for our management and employees that vests over a three-year period. For more information on a share-based compensation, see "—B. Compensation—Stock Option Plan and Restricted Share Plan."

#### E. Share Ownership

The members of our board of directors and our board of executive officers directly own an aggregate of 1.15% of our preferred shares. See "Item 7. Major Shareholders and Related Party Transactions—A. Major Shareholders." MOBI FIA and PATH-Brazil LLC are directly controlled by Constantino de Oliveira Junior, the chairman of our board of directors, and his brothers Henrique Constantino, Joaquim Constantino Neto and Ricardo Constantino.

For a description of stock options granted to our board of directors and our executive officers, see "—B. Compensation—Stock Option Plan and Restricted Share Plan."

**ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS****A. Major Shareholders**

The following table sets forth information relating to the beneficial ownership of our common shares and preferred shares as of December 31, 2022, by each person known by us to beneficially own 5% or more of our common shares or preferred shares and all of our directors and executive officers as a group.

Each shareholder's percentage ownership in the following table is based on the 2,863,682,710 common shares and 336,833,571 preferred shares outstanding as of December 31, 2022:

	Common Shares		Preferred Shares <sup>(1)</sup>		Total Shares		Economic Interest
	Shares	(%)	Shares	(%)	Shares	(%)	(%)
MOBI <sup>(2)</sup>	2,863,682,150	100.00%	131,139,776	38.93%	2,994,821,926	93.57%	50.87%
PATH-Brazil LLC <sup>(2)</sup>	-	0.00%	10,846,688	3.22%	10,846,688	0.34%	2.59%
American Airlines	-	0.00%	22,224,513	6.60%	22,224,513	0.69%	5.31%
Air France – KLM	-	0.00%	4,246,620	1.26%	4,246,620	0.13%	1.01%
Executive officers and directors <sup>(3)</sup>	560	0.00%	3,604,500	1.07%	3,605,060	0.11%	0.86%
Treasury shares	-	0.00%	1,140,962	0.34%	1,140,962	0.04%	0.27%
Free float <sup>(4)</sup>	-	0.00%	163,630,534	48.58%	163,630,512	5.11%	39.08%
<b>Total</b>	<b>2,863,682,710</b>	<b>100.00%</b>	<b>336,833,571</b>	<b>100.00%</b>	<b>3,200,516,281</b>	<b>100.00%</b>	<b>100.00%</b>

(1) Preferred shares are entitled to a dividend 35 times the dividend paid per common share. See "Item 10. Additional Information—B. Memorandum and Articles of Association."

(2) MOBI FIA and PATH-Brazil LLC are directly controlled by Constantino de Oliveira Junior, the chairman of our board of directors, and his brothers Henrique Constantino, Joaquim Constantino Neto and Ricardo Constantino.

(3) Includes 140 shares owned by a member of our controlling family. Does not consider the shares indirectly owned by Constantino de Oliveira Junior, the chairman of our board of directors, through MOBI FIA and PATH-BRAZIL.

(4) In March 2019, we received notice from Bank of America Corporation, which operates the ADS lending facility in the context of the exchangeable senior notes, that it had acquired, through various subsidiaries, 33,863,549 preferred shares, representing 12.36% of our total preferred shares owned by MOBI, as a result of transactions relating to the ADS lending facility. See "—B. Related Party Transactions—ADS Lending Facility."

According to our internal share record, which contains information regarding the ownership of our shares and the ADSs as filed by the holders of such shares and ADSs, as of December 31, 2022, 39.9% of our free float was traded in the United States.

For information on recent changes to our shareholding structure, see "Item 4. Information on the Company—A. History and Development of the Company—Recent Developments."

**B. Related Party Transactions**

We have engaged in a number of transactions with related parties, none of which have involved the issuance of guarantees. Following is a description of our main related party transactions:

***Transportation and Consultancy Agreements with Entities Controlled by Our Controlling Shareholders***

We have exclusive bus transportation agreements with Expresso União Ltda. and Viação Piracicabana Ltda. for the transportation of our employees, our passengers and their luggage. We also have a contract with Pax Participações S.A. to provide consulting and advisory services and have signed a contract with Aller Participações and Limmat Participações S.A. to provide air cargo transportation services. These entities are controlled by our controlling shareholders.

In 2020, 2021 and 2022, GLA recorded expenses of R\$5.8 million, R\$4.7 million, and R\$6.5 million, respectively, under these agreements.

***ADS Lending Facility***

In 2019, in the context of the exchangeable senior notes, MOBI FIA lent up to 14,000,000 ADSs to Bank of America Corporation, which operates the ADS lending facility, in order to facilitate privately negotiated derivatives transactions or other hedging activities related to the exchangeable senior notes. The ADSs will be returned to MOBI FIA upon maturity of the exchangeable senior notes or upon termination of the ADS lending agreement that it entered into.

**Commercial Partnership Agreement with Pagol**

In 2022, we entered into agreements with Pagol Participações Sociárias Ltda, or Pagol.

One of these agreements, which is valid for a period of 10 years, contemplates our promoting Pagol's financial products to our customers, suppliers and employees, with the possibility of receiving commission income to be negotiated according to the mix of products offered.

Pursuant to this agreement, we also entered into an agreement for the intermediation of credit assignment operations, which agreement allows our suppliers to prepay their receivables with Pagol. In 2022, the total amount of these services was R\$3.7 million and there was no outstanding balance as of December 31, 2022.

In November 2022, we entered into an agreement pursuant to which Pagol purchases Smiles miles to offer to its customers. Pursuant to this agreement, which is initially valid for one year, Pagol pays for the Smiles miles purchased on a monthly basis.

**Commercial Partnership Agreement with Comporte**

In December 2022, we entered into an agreement with Comporte Participações S.A., or Comporte, pursuant to which Comporte purchased R\$70.0 million in Smiles miles, which amount was paid in December 2022, to offer to its customers. This agreement is initially valid for one year or until Comporte has offered all Smiles miles purchased, whichever occurs first.

**American Airlines Investment Agreement**

In 2022, we expanded our commercial cooperation with American Airlines and received an equity investment of R\$948.3 million (US\$200.0 million at the time) for 6.6% of our outstanding preferred shares as of December 31, 2022.

For additional information on our related party transactions, see note 23 to our audited consolidated financial statements included elsewhere in this annual report.

**C. Interests of Experts and Counsel**

Not applicable.

**ITEM 8. FINANCIAL INFORMATION****A. Consolidated Statements and Other Financial Information**

See "Item 18. Financial Statements."

**Legal Proceedings**

In the ordinary course of our business, we are party to various claims, which we believe are incidental to our operations, in large part related to consumer rights claims. We have established provisions for all amounts in dispute that represent a probable loss in the view of our legal advisors and in relation to those disputes that are covered by laws, administrative decrees, decrees or unfavorable court rulings.

As of December 31, 2022, we had provisions for civil proceedings of R\$165.5 million, provisions for labor proceedings of R\$425.7 million and provisions for tax proceedings of R\$224.0 million.

In 2007, we commenced an arbitration before the International Chamber of Commerce against the sellers of VRG and their controlling shareholders relating to a purchase price adjustment. In January 2011, the arbitral tribunal ruled in our favor against the sellers of VRG and their controlling shareholders. We brought enforcement proceedings in a court in the Cayman Islands, the jurisdiction of one of the defendants, to collect the award amount. In May 2022, the court ruled in our favor, confirming enforcement of the arbitral tribunal's ruling. In December 2022, we entered into an agreement pursuant to which we will receive US\$42.0 million as final settlement of the arbitration. As of December 31, 2022, we had not recorded this contingent asset.

We are party to proceedings relating to the applicability of tax on services (*imposto sobre serviços*), or ISS, in the amount of R\$34.3 million on revenue from certain of our activities related to agreements with partners from 2007 to 2010. Based on the opinion of our legal counsel, we believe that these proceedings represent a possible risk of loss. As of December 31, 2022, we had no provisions or judicial deposits for these proceedings.

We are party to proceedings relating to the applicability of a fine imposed by Brazilian customs authorities in the amount of R\$71.9 million for the alleged breach of certain rules regarding the temporary import of aircraft. Based on the opinion of our legal counsel, we believe that these proceedings represent a possible risk of loss. As of December 31, 2022, we had no provisions or judicial deposits for these proceedings.

In addition, we are questioning infraction notices regarding our goodwill tax deductions from BSSF Air Holdings, in the amount of R\$69.9 million. Although the outcome of these proceedings cannot be anticipated, our management understands that the final decisions in these proceedings will not have a material adverse impact on our financial position, operating results or cash flows. As of December 31, 2022, we had no provisions or judicial deposits for these proceedings.

We are party to proceedings relating to infraction notices regarding our goodwill tax deductions from GLA, in the amount of R\$96.5 million. Although the outcome of these proceedings cannot be anticipated, our management understands that the final decisions in these proceedings will not have a material adverse impact on our financial position, operating results and cash flows. In 2022, the superior court of tax appeals issued a decision in our favor, recognizing the deductibility of the goodwill amortization expense generated in the context of our acquisition of VRG. As of December 31, 2022, we had no provisions or judicial deposits for these proceedings.

In May 2018, Smiles received an infraction notice regarding the amortization of goodwill from the acquisition of shares of Smiles by GA Smiles Participações S.A. in December 2013, and the deduction of financial expenses in the context of an issuance of debentures by Smiles in June 2014. Based on the opinion of our legal counsel, R\$141.5 million represent a possible risk of loss. As of December 31, 2022, we had no provisions or judicial deposits for these proceedings.

GLA is discussing the non-occurrence of an additional 1% COFINS rate on imports of aircraft and parts, which would amount to R\$160.4 million as of December 31, 2022. Based on the opinion of GLA's legal counsel, we believe that these proceedings represent a probable risk of loss due to decisions by the superior courts that have considered the legality of charging an additional rate on imports carried out by airlines. As of December 31, 2021, we had R\$146.0 million in provisions relating to these proceedings.

In September 2020, a class action complaint was filed against us and senior management in a federal court in New York. The plaintiff claimed alleged losses resulting from alleged misleading disclosure. In March 2022, the court dismissed this case. As of December 31, 2022, we had no provisions related to this matter.

In 2021, Smiles received a tax notice, with respect to fiscal years 2016 and 2017, relating to the deductibility of the goodwill allocated as future profitability after the merger of GA Smiles Participações S.A. with Smiles S.A. in 2013. The total amount involved as of December 31, 2022 was R\$61.0 million. Based on the opinion of our legal counsel, we believe that this proceeding represents a possible risk of loss. As of the date of this annual report, we are presenting our defense in the administrative appeal. As of December 31, 2022, we had no provisions or judicial deposits for this proceeding.

In addition, in 2021, the Brazilian Federal Revenue Service filed administrative proceedings against us not approving our offsetting of social security contribution credits from August 2018 to November 2020. The total amount involved as of December 31, 2022 was R\$122.9 million. Based on the opinion of our legal counsel, we believe that these proceedings represent a possible risk of loss. As of the date of this annual report, we are presenting our defense in the administrative appeal. As of December 31, 2022, we had no provisions or judicial deposits for this proceeding.

In 2022, we, as successor of Smiles, received a notice of infraction related to the following in fiscal years 2017 to 2019: (i) deductibility of goodwill allocated as future profitability after the merger of GA Smiles Participações S.A. in December 2013 and (ii) offsetting of Webjet's tax loss. This notice of infraction involves a total amount of R\$534.7 million as of December 31, 2022. Based on the opinion of our legal counsel, we believe that this proceeding represents a possible risk of loss. As of December 31, 2022, we had no provisions or judicial deposits for this proceeding.

For more information on our legal proceedings and contingencies, see note 22.3 to our audited consolidated financial statements included elsewhere in this annual report.

#### ***Internal Control Programs, Compliance Programs and Investigation***

Since 2016, we have taken several measures to strengthen and expand our internal control and compliance programs, which include:

- hiring specialized companies to evaluate risks and review internal controls related to fraud and corruption;
- integrating the compliance and internal controls functions in the same department, which reports directly to our chief executive officer, and has independent access to our board of directors and statutory audit committee;
- monitoring transactions involving politically exposed persons;
- improving our supervision procedures of the execution of services hired from third parties;
- updating our hiring policies and the management of our contracts flows; and
- reviewing our code of ethics, manual of conduct and several compliance policies, including the mandatory training policy.

Our senior management has been constantly reinforcing our commitment towards improvement of our internal control and compliance programs to our employees, customers and suppliers.

In December 2016, we entered into an agreement with the Brazilian Federal Public Ministry, pursuant to which we agreed to pay R\$12.0 million in fines and make improvements to our compliance program. In turn, the Brazilian Federal Public Ministry agreed not to bring any criminal or civil suits related to activities that are the subject of the agreement. In addition, we paid R\$4.2 million in fines to the Brazilian tax authorities.

We voluntarily informed the U.S. Department of Justice, or the DOJ, the SEC and the CVM of the external independent investigation hired by us and of our agreement with the Brazilian Federal Public Ministry. The external independent investigation we hired was concluded in April 2017. It revealed that certain immaterial payments were made to politically exposed persons. None of our current employees, representatives or members of our board of directors or management knew of any illegal purpose behind any of the identified transactions or of any illicit benefit to us arising out of the investigated transactions.

In September 2022, we announced that we had finalized definitive agreements with the Brazilian Federal Public Ministry, the DOJ and the SEC for the settlement of their investigations. Under the settlement agreements, the authorities recognized our compliance program, internal controls and anti-corruption procedures. Additionally, (i) we agreed to pay US\$3.4 million to the Brazilian Federal Public Ministry, which will be deducted from the payments due to the DOJ and the SEC; (ii) the DOJ agreed to a three-year deferred prosecution agreement in which no compliance monitor will be required and we agreed to report annually during the same period regarding remediation and implementation of compliance measures related to our anti-corruption policies, procedures and practices; (iii) we agreed to pay US\$17.0 million to the DOJ and US\$24.5 million to the SEC in fines disgorgement, and pre-judgment interest related to certain payroll tax and fuel tax reductions in 2012 and 2013 that benefited us along with other airline companies. Of the total amount, US\$12.6 million was paid to the DOJ and the SEC in September 2022 and the remainder of payments will be due periodically over a two-year period; and (iv) we agreed to pay up to US\$3.4 million to the Brazilian Federal Public Ministry, which, as previously described, will be credited by the DOJ and the SEC and can be deducted from the payments we shall make to them.

#### ***Dividends and Dividend Policy***

##### *Amounts Available for Distribution*

At each annual shareholders' meeting, our board of directors is required to propose how our earnings for the preceding fiscal year are to be allocated. For purposes of Brazilian corporate law, a company's non-consolidated net income after federal income tax and social contribution for such fiscal year, net of any accumulated losses from prior fiscal years and amounts allocated to employees' and management's participation in earnings represents its "income" for such fiscal year. In accordance with Brazilian corporate law, an amount equal to the company's "income," as adjusted (the "distributable amount"), is available for distribution to shareholders in any particular year. The distributable amount will be reduced by (i) accumulated losses, (ii) amounts allocated to the legal reserve, (iii) amounts allocated to the statutory reserve, if any, (iv) amounts allocated to the contingency reserve, if any, (v) amounts allocated to the unrealized profits reserve (as discussed below) and (vi) amounts allocated to the reserve for investment projects (as discussed below), and increased by reversals of reserves recorded in prior years.

Our bylaws do not provide for statutory or contingency reserves. Under Brazilian corporate law and according to our bylaws, we are required to maintain a “legal reserve” to which we must allocate 5% of our “income” for each fiscal year until the amount of the reserve equals 20% of paid-in capital. We are not required to make any allocations to our legal reserve in respect of any fiscal year in which such reserve, when added to our capital reserves, exceeds 20% of our capital stock. We may charge accumulated losses, if any, against the legal reserve. The legal reserve can otherwise only be used to increase our capital. The legal reserve is subject to approval by shareholders voting at the annual shareholders’ meeting and may be transferred to capital but is not available for the payment of dividends in subsequent years. Our calculation of net income and allocations to reserves for any fiscal year are determined on the basis of our non-consolidated financial statements prepared in accordance with Brazilian corporate law.

Under Brazilian corporate law, a portion of a corporation’s “income” may be allocated for discretionary appropriations for expansion and other fixed or working capital investment projects, the amount of which is based on a capital budget previously presented by management and approved by shareholders in a general shareholders’ meeting. After completion of the relevant capital projects, the company may retain the appropriation until shareholders vote to transfer all or a portion of the reserve to capital or retained earnings. Brazilian corporate law provides that, if a project to which the reserve for investment projects account is allocated has a term exceeding one year, the budget related to the project must be submitted to the shareholders’ meeting each fiscal year until the relevant investment is completed.

Under Brazilian corporate law, the amount by which the mandatory distribution exceeds the “realized” portion of net income for any particular year may be allocated to the unrealized profits reserve and the mandatory distribution may be limited to the “realized” portion of net income. The “realized” portion of net income is the amount by which “income” exceeds the sum of (i) our net positive results, if any, from the equity method of accounting for earnings and losses of our subsidiaries and certain affiliates, and (ii) the profits, gains or income obtained on transactions maturing after the end of the following fiscal year. As amounts allocated to the unrealized income reserve are realized in subsequent years, such amounts must be added to the dividend payment relating to the year of realization.

Under Brazilian corporate law, any company may create a “statutory” reserve, which reserve must be described in the company’s bylaws, which authorize the allocation of a percentage of a company’s net income to the statutory reserve and must indicate the purpose and criteria for allocation and the maximum amount of the reserve. Brazilian corporate law provides that all discretionary allocations of “income,” including the unrealized profits reserve and the reserve for investment projects, are subject to approval by shareholders voting at the general shareholders’ meeting and may be transferred to capital or used for the payment of dividends in subsequent years. The fiscal incentive reserve and the legal reserve are also subject to approval by shareholders voting at the general shareholders’ meeting and may be transferred to capital or used to absorb losses, but are not available for the payment of dividends in subsequent years.

The amounts available for distribution may be further increased by a reversion of the contingency reserve for anticipated losses constituted in prior years but not realized. Allocations to the contingency reserve are also subject to approval by shareholders voting at the general shareholders’ meeting. The amounts available for distribution are determined on the basis of our non-consolidated statutory financial statements.

The balance of the profit reserve accounts, except for the contingency reserve and unrealized profits reserve, may not exceed share capital. If this happens, a shareholders’ meeting must resolve whether the excess will be applied to pay in the subscribed and unpaid capital, to increase and pay in the subscribed stock capital or to distribute dividends.

Pursuant to Brazilian corporate law, net income unallocated to the accounts mentioned above must be distributed as dividends.

### *Mandatory Distribution*

Brazilian corporate law generally requires that the bylaws of each Brazilian corporation specify a minimum percentage of the amounts available for distribution by such corporation for each fiscal year that must be distributed to shareholders as dividends, also known as the mandatory distribution.

The mandatory distribution is based on a percentage of adjusted non-consolidated net income, rather than a fixed monetary amount per share. If the bylaws of a corporation are silent about the mandatory distribution, the percentage is deemed to be 25%. Under our bylaws, we must distribute at least 25% of our adjusted non-consolidated net income for the preceding fiscal year as a mandatory annual dividend. Adjusted net income means the net income after any deductions for the legal reserve and contingency reserves and any reversals of the contingency reserves created in previous fiscal years. Brazilian corporate law, however, permits a publicly held company, such as us, to suspend the mandatory distribution of dividends in any fiscal year in which the board of directors reports to the shareholders' meeting that the distribution would be inadvisable in view of the company's financial condition. Suspension is subject to approval at the shareholders' meeting and review by members of the fiscal board, if in place. While Brazilian corporate law does not establish the circumstances in which payment of the mandatory dividend would be "inadvisable" based on the company's financial condition, it is generally agreed that a company need not pay the mandatory dividend if such payment threatens the existence of the company as a going concern or harms its normal course of operations. In the case of publicly held corporations, the board of directors must file a justification for such suspension with the CVM within five days of the relevant general shareholders' meeting. If the mandatory dividend is not paid and funds are available, those funds must be attributed to a special reserve account. If not absorbed by subsequent losses, those funds must be paid out as dividends as soon as the financial condition of the company permits.

The board of directors can also decide to make the mandatory dividend distribution in the form of interest attributable to shareholders' equity, which is deductible when calculating income and social contribution taxes.

### *Payment of Dividends*

We are required by Brazilian corporate law to hold an annual shareholders' meeting by no later than April 30 of each year, at which time, among other things, the shareholders have to decide on the payment of an annual dividend. Additionally, interim dividends may be declared by the board of directors. Any holder of record of shares at the time of a dividend declaration is entitled to receive dividends. Dividends on shares held through depositaries are paid to the depositary for further distribution to shareholders.

Under Brazilian corporate law, dividends are generally required to be paid to the holder of record on a dividend declaration date within 60 days following the date the dividend was declared, unless a shareholders' resolution sets forth another date of payment, which, in either case, must occur prior to the end of the fiscal year in which such dividend was declared. Pursuant to our bylaws, unclaimed dividends do not bear interest, are not monetarily adjusted and revert to us three years after dividends were declared. See "Item 10. Additional Information—B. Memorandum and Articles of Association—Description of Capital Stock."

Our board of directors may declare interim dividends or interest attributable to shareholders' equity based on income verified in semi-annual financial statements. The board of directors may also declare dividends based on financial statements prepared for shorter periods, provided that the total dividends paid in each six-month period do not exceed the capital reserves amount required by Brazilian corporate law. The board of directors may also pay interim dividends or interest attributable to shareholders' equity out of retained earnings or income reserves recorded in the last annual balance sheet. Any payment of interim dividends may be set off against the amount of mandatory dividends relating to the net income earned in the year in which the interim dividends were paid.

Our bylaws do not require that we adjust the amount of any dividend payment for inflation.

In general, shareholders who are not residents of Brazil must register their equity investment with the Central Bank to have dividends, sales proceeds or other amounts with respect to their shares eligible to be remitted outside Brazil. The preferred shares underlying the ADSs are held in Brazil by Banco Itaú S.A., also known as the custodian, as agent for the depositary, which is the registered owner on the records of the registrar, which is also Banco Itaú S.A., for our shares. The depositary registers the preferred shares underlying the ADSs with the Central Bank and may remit dividends, sales proceeds or other amounts with respect to registered preferred shares outside Brazil.

Payments of cash dividends and distributions, if any, are made in *reais* to the custodian on behalf of the depositary, which then converts such proceeds into U.S. dollars and causes such U.S. dollars to be delivered to the depositary for distribution to holders of ADSs. In the event that the custodian is unable to convert immediately the Brazilian currency received as dividends into U.S. dollars, the amount of U.S. dollars payable to holders of ADSs may be adversely affected by depreciation of the Brazilian currency that occurs before the dividends are converted. Under Brazilian corporate law, dividends paid to persons who are not Brazilian residents, including holders of ADSs, will not be subject to Brazilian withholding tax, except for dividends declared based on profits generated prior to December 31, 1995, which will be subject to Brazilian withholding income tax at varying tax rates. See “Item 10. Additional Information—E. Taxation—Material Brazilian Tax Considerations.”

Holders of ADSs have the benefit of the electronic registration obtained from the Central Bank, which permits the depositary and the custodian to convert dividends and other distributions or sales proceeds with respect to the preferred shares represented by ADSs into foreign currency and remits the proceeds outside Brazil. In the event the holder exchanges the ADSs for preferred shares, the holder will be entitled to continue to rely on the depositary’s registration for five business days after the exchange. Thereafter, in order to convert foreign currency and remit outside Brazil the sales proceeds or distributions with respect to the preferred shares, the holder must obtain a new registration in its own name that will permit the conversion and remittance of such payments. See “Item 10. Additional Information—B. Memorandum and Articles of Association—Description of Capital Stock—Regulation of Foreign Investment.”

Pursuant to Brazilian legislation, the federal government may impose temporary restrictions of foreign capital abroad in the event of a serious imbalance or an anticipated serious imbalance of Brazil’s balance of payments.

#### *Interest Attributable to Shareholders’ Equity*

Brazilian companies are permitted to pay “interest” to holders of equity securities and treat such payments as an expense for Brazilian income tax purposes and for social contribution purposes. This is in order to encourage equity investment, as opposed to indebtedness, to finance corporate activities. Payment of interest attributable to shareholders’ equity may be made at the discretion of our board of directors, subject to the approval of shareholders at a general shareholders’ meeting. The amount of any such notional “interest” payment to holders of equity securities is limited in respect of any particular year to the daily *pro rata* variation of the long-term interest rate (*Taxa de Juros de Longo Prazo*), or TJLP, as determined by the Central Bank from time to time, and may not exceed the greater of:

- 50% of net income (after deduction of social contribution on net profits but before taking into account the provision for corporate income tax and the interest attributable to shareholders’ equity) for the period in respect of which the payment is made; or
- 50% of the sum of retained profits and profit reserves as of the beginning of the year in respect of which such payment is made.

Payment of interest to a holder that is not domiciled in Brazil for Brazilian tax and regulatory purposes, or a “non-Brazilian holder,” is subject to withholding income tax at the rate of 15%, or 25% if the non-Brazilian holder is domiciled in a country or location that does not impose income tax or where the income tax rate is lower than 20%, or a Low or Nil Tax Jurisdiction, or where applicable local laws impose restrictions on the disclosure of the shareholding composition or the ownership of investments or the ultimate beneficial owner of the income derived from transactions carried out and attributable to a non-Brazilian holder. A reduced 17% threshold, as opposed to 20%, applies only to countries and regimes aligned with international standards of fiscal transparency in accordance with rules established by Brazilian tax authorities. These payments may be included, at their net value, as part of any mandatory dividend. To the extent payment of interest attributable to shareholders’ equity is so included, the corporation is required to distribute to shareholders an additional amount to ensure that the net amount received by them, after payment of the applicable withholding income tax, *plus* the amount of declared dividends, is at least equal to the mandatory dividend.

Pursuant to Brazilian legislation, the sum of the amount distributed as interest attributable to shareholders’ equity and as dividends must be at least equal to the mandatory dividend. For IFRS accounting purposes, interest attributable to shareholders’ equity is deducted from shareholders’ equity in a manner similar to a dividend. Any payment of interest in respect of preferred shares (including the ADSs) is subject to Brazilian withholding income tax at the rate of 15%, or 25% in the case of a shareholder domiciled in a Low or Nil Tax Jurisdiction or where applicable local laws impose restrictions on the disclosure of the shareholding composition or the ownership of investments or the ultimate beneficial owner of the income derived from transactions carried out and attributable to a non-Brazilian holder (see “Item 10. Additional Information—E. Taxation—Material Brazilian Tax Considerations”). If such payments are accounted for, at their net value, as part of any mandatory dividend, the tax is withheld and collected by the company on behalf of its shareholders, upon distribution of the interest. In case we distribute interest attributable to shareholders’ equity in any year, and that distribution is not accounted for as part of the mandatory distribution, Brazilian income tax withheld by the company would be borne by shareholders.



Under our bylaws, interest attributable to shareholders' equity may be treated as a dividend for purposes of the mandatory dividend.

#### *Dividend Policy*

We declare and pay dividends and/or interest attributable to shareholders' equity, as required by Brazilian corporate law and our bylaws. The distribution of dividends, including dividends in excess of the mandatory distribution, requires approval by the vote of the majority of the holders of our common shares. The amount of any distributions depends on many factors, including our results of operations, financial condition, cash requirements, prospects and other factors deemed relevant by our board of directors and shareholders. We have not distributed dividends in the last five years and, within the context of our tax planning, we may continue to determine that it is to our benefit to distribute interest on shareholders' equity. For more information, see "Item 3. Key Information—D. Risk Factors—Risks Relating to the ADSs and Our Preferred Shares—Holders of the ADSs and our preferred shares may not receive any dividends."

#### **B. Significant Changes**

Except as otherwise disclosed in our audited consolidated financial statements and in this annual report, there have been no significant changes in our business, financial condition or results of operations since December 31, 2022.

### **ITEM 9. THE OFFER AND LISTING**

#### **A. Offer and Listing Details**

In the United States, our preferred shares trade in the form of ADSs. Each ADS represents two preferred shares. The ADSs are issued by the depository pursuant to a deposit agreement. The ADSs commenced trading on the NYSE on June 24, 2004 under the ticker "GOL." Our preferred shares trade on the B3 under the ticker "GOLL4." As of December 31, 2022, the ADSs represented 19.4% of our preferred shares and 39.9% of our global public float.

#### **B. Plan of Distribution**

Not applicable.

#### **C. Markets**

##### *Trading on the B3*

All securities are traded on the B3, with the exception of electronically-traded public debt securities and privatization auctions, which are traded on the Rio de Janeiro Stock Exchange, and securities traded on over-the-counter markets. The B3 is one of the largest exchanges worldwide in terms of market value, the second largest in the Americas and the leading exchange in Latin America. The B3 has three special listing segments that adopt additional and more stringent corporate governance requirements: *Novo Mercado* and Special Corporate Governance Levels 1 and 2.

When shareholders trade in common and preferred shares on the B3, the trade is settled in three business days after the trade date without adjustment of the purchase price for inflation. The seller is ordinarily required to deliver the shares to the exchange on the second business day following the trade date. Delivery of and payment for shares are made through the facilities of the Central Depository (*Central Depositária*) of the B3.

The B3 is a for-profit listed company that has regulatory authority over its trading markets. Trading on the B3 is limited to member brokerage firms and a limited number of authorized nonmembers. The B3 has two open outcry trading sessions each day from 10:00 a.m. to 6:00 p.m., São Paulo time, for all securities traded on all markets. Trading is also conducted between 11:00 a.m. and 6:00 p.m., or between 10:00 a.m. and 5:00 p.m. during daylight savings time in the United States, on an automated system known as the Computer Assisted Trading System (*Sistema de Negociação Assistida por Computador*) on the B3 and on the National Electronic Trading System (*Sistema Eletrônico de Negociação Nacional*).

In order to better control volatility, the B3 adopted a “circuit breaker” system pursuant to which trading sessions may be suspended for a period of 30 minutes or one hour whenever the indices of the B3 fall below the limits of 10% or 15%, respectively, in relation to the index registered in the previous trading session.

The B3 is significantly less liquid than the NYSE or other major exchanges in the world. As of December 31, 2022, the aggregate market capitalization of the B3 was R\$4.2 trillion and the ten largest companies listed on the B3 represented approximately 46.3% of the total market capitalization of all listed companies. In contrast, as of December 31, 2022, the aggregate market capitalization of the NYSE was US\$27.7 trillion and the ten largest companies listed on the NYSE represented approximately 37.5% of the total market capitalization of all listed companies. Although any of the outstanding shares of a listed company may trade on the B3, in most cases fewer than half of the listed shares are actually available for trading by the public, the remainder being held by small groups of controlling persons, by government entities or by one principal shareholder. See “Item 3. Key Information—D. Risk Factors—Risks Relating to the ADSs and Our Preferred Shares—The relative volatility and illiquidity of the Brazilian securities markets, and securities issued by airlines in particular, may substantially limit your ability to sell the preferred shares underlying the ADSs at the price and time you desire.”

Trading on the B3 by a non-Brazilian holder, is subject to certain limitations under Brazilian foreign investment legislation. With limited exceptions, non-Brazilian holders may only trade on Brazilian stock exchanges in accordance with the requirements of Resolution No. 4,373, of the National Monetary Council (*Conselho Monetário Nacional*), or CMN, or Resolution No. 4,373. Resolution No. 4,373 requires that securities held by non-Brazilian holders be maintained in the custody of, or in deposit accounts with, financial institutions and be registered with a clearinghouse. Such financial institutions and clearinghouses must be duly authorized by the Central Bank and the CVM. In addition, Resolution No. 4,373 requires non-Brazilian holders to restrict their securities trading to transactions on Brazilian stock exchanges or qualified over-the-counter markets. With limited exceptions, non-Brazilian holders may not transfer the ownership of investments made under Resolution No. 4,373 to other non-Brazilian holders through a private transaction. See “Item 10. Additional Information—E. Taxation—Material Brazilian Tax Considerations—Taxation of Gains” for a description of certain tax benefits extended to non-Brazilian holders who qualify under Resolution No. 4,373.

#### **Corporate Governance Practices**

The B3’s three special listing segments, known as Level 1 and 2 of Differentiated Corporate Governance Practices and the *Novo Mercado* seek to foster a secondary market for securities issued by Brazilian companies and listed on the B3 by encouraging best practices of corporate governance. The listing segments were designed for the trading of shares issued by companies voluntarily undertaking to abide by corporate governance practices and disclosure requirements in addition to those already imposed by Brazilian law. These rules generally increase shareholders’ rights and enhance the quality of information provided to shareholders.

In May 2004, we entered into an agreement with the B3 to comply with the requirements of a Level 2 company. In addition, we have granted tag-along rights that entitle our preferred shareholders to receive 35 times the price paid per common share of controlling block shareholders in connection with a transaction resulting in a transfer of control of our company and we prepare quarterly financial statements in accordance with IFRS. We were included in the following indexes: (i) since 2005: IbrX-100 (*Índice Brasil*, Index Brazil), IGC (*Índice de Ações com Governança Corporativa Diferenciada*, Special Corporate Governance Index), ITAG (*Índice de Ações com Tag Along Diferenciado*, Special Tag Along Stock Index) and MSCI (Morgan Stanley Capital International Index), (ii) since 2006: IbrX-50 (*Índice Brasil 50*, Index Brazil 50) and (iii) since 2007: Índice B3.

#### **Regulation of the Brazilian Securities Market**

The Brazilian securities markets are regulated by the CVM, which also has regulatory authority over the stock exchanges, and by the Central Bank, which has, among other powers, licensing authority over brokerage firms and regulates foreign investment and foreign exchange transactions. The Brazilian securities markets are governed by Law No. 10,198 dated February 14, 2001, Law No. 10,303 dated October 31, 2001 and Law No. 10,411 dated February 26, 2002, which introduced new concepts and several changes to Law No. 6,385 dated December 7, 1976, as amended and supplemented, the principal law governing the Brazilian securities markets, through Brazilian corporate law and regulations issued by the CVM, the CMN and the Central Bank. These laws and regulations, among others, provide for disclosure requirements applicable to issuers of traded securities, criminal sanctions for insider trading and price manipulation, and protection of minority shareholders. They also provide for licensing and oversight of brokerage firms and governance of Brazilian stock exchanges. However, the Brazilian securities markets are not as highly regulated and supervised as U.S. securities markets.

Under Brazilian corporate law, a company is either publicly held (*companhia aberta*) or privately held (*companhia fechada*). All listed companies are registered with the CVM and are subject to reporting and regulatory requirements. A company registered with the CVM may trade its securities either on the B3 or in the Brazilian over-the-counter market. Shares of companies listed on the B3 may not simultaneously trade on the Brazilian over-the-counter market. The shares of a listed company may also be traded privately, subject to several limitations. To be listed on the B3, a company must apply for registration with the B3 and the CVM.

The trading of securities on the B3 may be halted at the request of a company in anticipation of a material announcement. Trading may also be suspended on the initiative of the B3 or the CVM, among other reasons, based on or due to a belief that a company has provided inadequate information regarding a significant event or has provided inadequate responses to inquiries by the CVM or the B3.

Trading on the B3 by non-residents of Brazil is subject to limitations under Brazilian foreign investment and tax legislation. The Brazilian custodian for the preferred shares underlying the ADSs must, on behalf of the depository for the ADSs, obtain registration from the Central Bank to remit U.S. dollars abroad for payments of dividends or any other cash distributions or upon the disposition of the shares and proceeds thereof. If you exchange your ADSs for preferred shares, you will be entitled to continue to rely on the custodian's electronic foreign capital registration for five business days after the exchange. Thereafter, you may not be able to obtain and remit abroad non-Brazilian currency upon the disposition of or distributions relating to the preferred shares and will be subject to a less favorable tax treatment on gains with respect to the preferred shares, unless you obtain a new electronic foreign capital registration in your own name. See "Item 10. Additional Information—B. Memorandum and Articles of Association—Description of Capital Stock—Regulation of Foreign Investment."

**D. Selling Shareholders**

Not applicable.

**E. Dilution**

Not applicable.

**F. Expenses of the Issue**

Not applicable.

**ITEM 10. ADDITIONAL INFORMATION**

**A. Share Capital**

Not applicable.

**B. Memorandum and Articles of Association**

We were formed on March 12, 2004 as a stock corporation (*sociedade anônima*) duly incorporated under the laws of Brazil with unlimited duration. We are registered with the São Paulo Commercial Registry (*Junta Comercial do Estado de São Paulo*) under NIRE 35.300.314.441.

## **Description of Capital Stock**

### *General*

As of December 31, 2022, our share capital comprised 2,863,682,710 common shares and 336,833,571 preferred shares, in each case with no par value.

### *Issued Share Capital*

Under our bylaws, our authorized capital as of December 31, 2022 was R\$6.0 billion, and can be increased by the issuance of preferred or common shares, after approval by our board of directors. Our shareholders must approve any capital increase that exceeds our authorized capital. Under our bylaws and Brazilian corporate law, if we issue additional shares in a private transaction, the existing shareholders have preemptive rights to subscribe for shares on a *pro rata* basis according to their holdings. See “—Preemptive Rights.”

### *Regulation of Foreign Investment*

There are no general restrictions on ownership of our preferred shares or common shares by individuals or legal entities domiciled outside Brazil, except for those regarding airline companies (see “Item 4. Information on the Company—B. Business Overview—Regulation of the Brazilian Civil Aviation Market”). However, the right to convert dividend payments and proceeds from the sale of preferred shares or common shares into foreign currency and to remit such amounts outside Brazil is subject to restrictions under foreign investment legislation which generally requires, among other things, the registration of the relevant investment with the Central Bank.

Foreign investors may register their investment under Resolution No. 4,373, which permits them to convert dividends, other distributions and sales proceeds received in connection with registered investments into foreign currency and to remit such amounts abroad. Resolution No. 4,373 affords favorable tax treatment to foreign investors who are not residents in a Low or Nil Tax Jurisdiction. See “E. Taxation—Material Brazilian Tax Considerations.”

Under Resolution No. 4,373, foreign investors may invest in almost all financial assets and engage in almost all transactions available in the Brazilian financial and capital markets, provided that certain requirements are fulfilled. In accordance with Resolution No. 4,373, the definition of foreign investor includes individuals, legal entities, mutual funds and other collective investment entities that are domiciled or headquartered abroad. Investors may not transfer ownership of investments made under Resolution No. 4,373 to other non-Brazilian holders through private transactions.

Pursuant to Resolution No. 4,373, foreign investors must:

- appoint at least one representative and a custodian in Brazil with powers to perform actions relating to the foreign investment;
- complete the appropriate foreign investor registration form;
- register as a foreign investor with the CVM;
- register the foreign investment with the Central Bank;
- appoint a tax representative in Brazil; and
- obtain a taxpayer identification number from the Brazilian federal tax authorities.

Amounts invested in our preferred shares by a non-Brazilian holder who qualifies under Resolution No. 4,373 and obtains registration with the CVM, or by the depository representing an ADS holder, are eligible for registration with the Central Bank. This registration (the amount so registered is referred to as registered capital) allows the remittance outside Brazil of foreign currency, acquired with the proceeds of distributions on, and amounts realized through, dispositions of our preferred shares. The registered capital per preferred share purchased in the form of an ADS, or purchased in Brazil and deposited with the depository in exchange for an ADS, will be equal to its purchase price (stated in U.S. dollars). The registered capital per preferred share withdrawn upon cancellation of an ADS will be the U.S. dollar equivalent of (i) the average price of a preferred share on the Brazilian stock exchange on which the most preferred shares were traded on the day of withdrawal or (ii) if no preferred shares were traded on that day, the average price on the Brazilian stock exchange on which the most preferred shares were traded in the 15 trading sessions immediately preceding such withdrawal. The U.S. dollar equivalent will be determined on the basis of the average rates quoted by the Central Bank on these dates.

A non-Brazilian holder of preferred shares may experience delays in effecting Central Bank registration, which may delay remittances abroad. This delay may adversely affect the amount in U.S. dollars received by the non-Brazilian holder.

A registration has been obtained in the name of the depository with respect to the ADSs and is maintained by the custodian on behalf of the depository. Pursuant to the registration, the custodian and the depository are able to convert dividends and other distributions we make with respect to our preferred shares represented by the ADSs into foreign currency and remit the proceeds outside Brazil. In the event that a holder of ADSs exchanges such ADSs for preferred shares, such holder will be entitled to continue to rely on the depository's registration for five business days after such exchange, following which such holder must seek to obtain its own registration with the Central Bank.

Thereafter, any holder of preferred shares may not be able to convert into foreign currency and remit outside Brazil the proceeds from the disposition of, or distributions with respect to, such preferred shares, unless the holder is a duly qualified investor under Resolution No. 4,373.

A holder of our preferred shares that does not qualify under Resolution No. 4,373 will be subject to less favorable Brazilian tax treatment than a holder of ADSs. Regardless of qualification under Resolution No. 4,373, residents in a Low or Nil Tax Jurisdiction are subject to less favorable tax treatment than other foreign investors. See "Taxation—Material Brazilian Tax Considerations."

Brazilian legislation provides that the federal government may impose temporary restrictions on remittances of foreign capital abroad in the event of a serious imbalance or an anticipated serious imbalance of Brazil's balance of payments. There can be no assurance that the Brazilian government will not impose restrictions on foreign repatriations, as it has done in the past. See "Item 3. Key Information—D. Risk Factors—Risks Relating to Brazil."

#### *Description of Preferred Shares*

According to our bylaws, our preferred shares are non-voting and have the right to receive dividends per share equal to 35 times the value of the dividends received per common share. However, under certain limited circumstances provided for under Brazilian corporate law and as described in this section, holders of our preferred shares may be entitled to vote. In the case of a liquidation, holders of our preferred shares would be entitled to receive distributions prior to the holders of our common shares and at a value of 35 times the value attributable to each common share.

According to our bylaws, holders of our preferred shares are entitled to be included in a public tender offer in case our controlling shareholder sells its controlling stake in us and the minimum price to be offered for each preferred share is 35 times the price paid per share of the controlling stake.

Under Brazilian law, the protections afforded to minority shareholders are different from those in the United States. In particular, judicial guidance with respect to shareholder disputes is less established under Brazilian law than U.S. law and there are different procedural requirements for bringing shareholder lawsuits, such as shareholder derivative suits. As a result, in practice it may be more difficult for our minority shareholders to enforce their rights against us or our directors or controlling shareholder than it would be for shareholders of a U.S. company.

#### *Redemption and Rights of Withdrawal*

Under Brazilian corporate law, a dissenting or non-voting shareholder has the right to withdraw from a company and be reimbursed for the value of the preferred or common shares held whenever a decision is taken at a general shareholders' meeting by a vote of shareholders representing at least 50% of the total outstanding voting capital to:

- create a new class of preferred shares or increase disproportionately an existing class of preferred shares relative to the other classes of shares, unless such action is provided for or authorized by our bylaws (our bylaws allow us to do so);
- modify a preference, privilege or condition of redemption or amortization conferred on one or more classes of preferred shares or create a new class with greater privileges than the existing classes of preferred shares;

- reduce the mandatory distribution of dividends;
- merge or consolidate us with another company;
- participate in a group of companies as defined in Brazilian corporate law and subject to the conditions set forth therein;
- change our corporate purpose, including a sale of our voting control to a third party;
- transfer all of our shares to another company or receive shares of another company in order to make the company whose shares were transferred a wholly owned subsidiary of such company, known as *incorporação de ações*;
- conduct a spin-off that results in (i) a change of our corporate purposes, except if the assets and liabilities of the spin-off company are contributed to a company that is engaged in substantially the same activities, (ii) a reduction in the mandatory dividend or (iii) any participation in a centralized group of companies, as defined under Brazilian corporate law; or
- dissolution of the company or terminating a state of liquidation.

In the event that the entity resulting from a merger, consolidation, *incorporação de ações* or spin-off of a listed company fails to become a listed company within 120 days of the shareholders' meeting at which such decision was taken, the dissenting or non-voting shareholders may also exercise their withdrawal right.

If there is a resolution to (i) merge or consolidate us with another company, (ii) conduct an *incorporação de ações*, (iii) participate in a group of companies, as defined under Brazilian corporate law, or (iv) acquire control of another company, withdrawal rights are exercisable only if our shares do not satisfy certain tests of liquidity and dispersal of the type or class of shares in the market at the time of the general meeting. Only holders of shares adversely affected by the changes in items (i) and (ii) above may withdraw their shares.

The right of withdrawal lapses 30 days after publication of the minutes of the relevant general shareholders' meeting that approved the corporate actions described above. In the case of the changes mentioned in items (i) and (ii) above, the resolution is subject to confirmation by the preferred shareholders, which must be obtained at a special meeting held within one year. In those cases, the 30-day term is counted from the date of publication of the minutes of the special meeting. We would be entitled to reconsider any action triggering appraisal rights within ten days following the expiration of such rights if the redemption of shares of dissenting or non-voting shareholders would jeopardize our financial stability. Shares to be purchased by us from the dissenting or non-voting shareholders exercising appraisal rights will be valued at an amount equal to the lesser of the portion attributable to such shares of our shareholders' equity as shown on the last balance sheet approved at a general shareholders' meeting (book value) and the portion attributable to such shares of the economic value of the company, pursuant to an appraisal report produced in accordance with the provisions of Brazilian corporate law. If more than 60 days have elapsed since the date of such balance sheet, dissenting shareholders may require that the book value of their shares be calculated on the basis of a new balance sheet. As a general rule, shareholders who acquire their shares after the first notice convening the general shareholders' meeting or after the relevant press release concerning the meeting is published will not be entitled to appraisal rights.

For purposes of the right of withdrawal, the concept of "dissenting shareholder" under Brazilian corporate law includes not only those shareholders who vote against a specific resolution, but also those who abstain from voting, who fail to attend the shareholders' meeting or who do not have voting rights.

#### *Preemptive Rights*

Each of our shareholders generally has a preemptive right to subscribe for shares or convertible securities in any capital increases in proportion to its shareholdings. A minimum period of 30 days, unless a shorter period is established by our board of directors, following the publication of notice of the capital increase is allowed for the exercise of the right and the right is negotiable. In the event of a capital increase which would maintain or increase the proportion of capital represented by preferred shares, holders of ADSs or preferred shares would have preemptive rights to subscribe only to newly issued preferred shares.

In the event of a capital increase which would reduce the proportion of capital represented by preferred shares, holders of ADSs or preferred shares would have preemptive rights to subscribe for preferred shares in proportion to their shareholdings and for common shares only to the extent necessary to prevent dilution of their equity participation. See "Item 3. Key Information—D. Risk Factors—Risks Relating to the ADSs and Our Preferred Shares—Holders of ADSs may be unable to exercise preemptive rights with respect to our preferred shares." Our bylaws provide that our board of directors may, within the limit of our authorized capital, withdraw preemptive rights to shareholders in connection with an increase in share capital through sale in stock exchanges, public offerings or public exchange offers. In addition, Brazilian corporate law provides that the grant or exercise of stock options pursuant to certain stock option plans is not subject to preemptive rights.

### *Voting Rights*

Each common share entitles its holder to one vote at our shareholders' meetings. Preferred shares have no voting rights, except that each preferred share entitles its holder to one vote at our shareholders' meeting to decide on certain specific matters, such as:

- any transformation of the company into another corporate type;
- any merger, consolidation or spin-off of the company;
- approval of any transactions between the company and its controlling shareholder or parties related to the controlling shareholder;
- approval of any valuation of assets to be delivered to the company in payment for shares issued in a capital increase;
- appointment of an expert to ascertain the fair value of the company in connection with any deregistration and delisting tender offer;
- changes to the rights attributable to preferred shares approved by shareholders on March 23, 2015;
- any changes to these voting rights; and
- approval of a change of our corporate purpose.

In case our controlling shareholder holds an economic interest in us equal to or less than 50%, the approval of the certain matters referred to above will depend on the prior approval by an extraordinary shareholders' meeting.

Holders of preferred shares are entitled to attend and participate in shareholders' meetings. Brazilian corporate law provides that non-voting shares, such as preferred shares, may acquire voting rights if the company fails to distribute fixed or minimum dividends in connection with such shares for three consecutive fiscal years and will retain such voting rights until the distribution of such fixed or minimum dividends. See "Item 3. Key Information—D. Risk Factors—Risks Relating to the ADSs and Our Preferred Shares—Holders of the ADSs and our preferred shares may not receive any dividends."

According to Brazilian corporate law, any change in the preferences or rights of our preferred shares, or the creation of a class of shares having priority over our preferred shares, unless such change is authorized by our bylaws, would require the approval of our preferred shareholders in a special shareholders' meeting in addition to approval by a majority of the holders of our outstanding voting shares. The holders of preferred shares would vote as a class at the special meeting.

Brazilian corporate law grants (i) holders of preferred shares without voting rights (or with restricted voting rights) representing 10% of the total issued capital stock and (ii) holders of our common shares that are not part of the controlling group, and represent at least 15% of the voting capital stock, the right to appoint a member to the board of directors, by voting at the annual shareholders' meeting. If none of the non-controlling holders of our common or preferred shares meets the respective thresholds described above, holders of our preferred or common shares representing at least 10% of our share capital would be able to combine their holdings to appoint one member and an alternate to our board of directors. Such rights may only be exercised by those shareholders who prove that they have held the required stake with no interruption during at least three months prior to our annual shareholders' meeting.

Holders of our common shares are entitled to certain rights that cannot be amended by changes in our bylaws or at a general shareholders' meeting, which include (i) the right to vote at general shareholders' meetings, (ii) the right to participate in distributions of dividends and interest attributable to shareholders' equity and to share in the remaining assets of the company in the event of liquidation, (iii) preemptive rights in certain circumstances and (iv) the right to withdraw from the company in certain cases. In addition to those rights, the bylaws or a majority of the voting shareholders may establish additional rights and, likewise, remove them. Level 2 of Differentiated Corporate Governance Practices provides for the grant of voting rights to holders of preferred shares in connection with certain matters, including corporate restructurings, mergers and related party transactions.

Controlling shareholders may nominate and elect a majority of the members of the board of directors of Brazilian companies. In a Brazilian company, management is not entitled to nominate directors for election by the shareholders. Non-controlling shareholders and holders of non-voting shares are entitled to elect representatives to the board, as described above. Holders of a threshold percentage of the voting shares may also request, up to 48 hours prior to any general shareholders' meeting, that the election of directors be subject to cumulative voting. The threshold percentage required for cumulative voting for a corporation such as ours is 5% of the outstanding shares. Shareholders who vote to elect a representative of the non-controlling shareholders may not cast cumulative votes to elect other members of the board.

Our bylaws also provide that if our controlling shareholder at any time holds an economic interest in us equal to or less than 35% and greater than 15%, at least 40% of the directors shall be independent and the preferred shareholders shall have the right to elect one of the independent directors. Also, if our controlling shareholder at any time holds an economic interest in us equal to or less than 15% and greater than 7.5%, at least 50% of the directors shall be independent and the preferred shareholders shall have the right to elect two of the independent directors. If our controlling shareholder at any time holds an economic interest in us equal to or less than 7.5%, at least 60% of the directors shall be independent and the preferred shareholders shall have the right to elect two of the independent directors.

#### *Conversion Right*

Our shareholders may, at any time, convert common shares into preferred shares, at the rate of 35 common shares to one preferred share, to the extent such shares are duly paid and provided that the amount of preferred shares does not exceed 50% of the total amount of shares outstanding. Any request for conversion must be delivered to our board of executive officers and, upon approval by our board of executive officers, must be confirmed by our board of directors at the first meeting after the date of the request for conversion. The conversion is subject to transfer restrictions, as explained below.

#### *Transfer Restrictions*

Our controlling shareholder, as established on March 23, 2015, must hold at least 15,731,925 of our preferred shares. Transfers of common shares owned by the controlling shareholder or of preferred shares resulting from the conversion of common shares are subject to the restrictions below:

- a) The transfer of common shares owned by the controlling shareholder or of preferred shares resulting from the conversion of common shares, in one or more private transactions, outside of an exchange or organized over-the-counter market, are only allowed, independently of the percentage of common shares or preferred shares subject to such transaction, if the acquirer of those common shares or preferred shares agrees not to transfer the acquired shares on an exchange or organized over-the-counter market for 12 months commencing on the date of the transaction. In these cases, the controlling shareholder cannot make a new private transfer, outside of a stock exchange or a block trade, of common shares or preferred shares resulting from the conversion of common shares for six months commencing on the date of the transaction.
- b) Any subsequent private transfer of the shares initially transferred by the controlling shareholder pursuant to the terms of item (a) above within the 12-month period can only occur if the new acquirer agrees not to transfer such shares on an exchange or organized over-the-counter market until the end of the 12 months commencing on the date that such shares were transferred by the controlling shareholder.
- c) Except in the case of an organized sale process, as provided below, the controlling shareholder cannot transfer, in any transaction on an exchange or organized over-the-counter market, a number of preferred shares that represents an economic interest greater than 3%. Any sale on an exchange or organized over-the-counter market automatically impedes the controlling shareholder from making a new transfer of preferred shares, on an exchange or organized over-the-counter market, for at least six months commencing on the date such sale occurs.



d) The transfer of preferred shares that represent an economic interest greater than 3% can only be made through a public offering registered with the CVM. In this case, the controlling shareholder will be subject only to the transfer restrictions that are part of the public offering.

All transfer restrictions above cease definitively and immediately upon (i) a public tender offer for the acquisition of shares as a result of the transfer of control of our company or (ii) the controlling shareholder holding an amount of shares in our company that represents an economic interest equal to or less than 15%.

#### *Special and General Meetings*

Unlike the laws governing corporations incorporated under the laws of the State of Delaware, Brazilian corporate law does not allow shareholders to approve matters by written consent obtained as a response to a consent solicitation procedure. All matters subject to approval by shareholders must be approved in a general shareholders' meeting, duly convened pursuant to the provisions of Brazilian corporate law. Shareholders may be represented at a shareholders' meeting by attorneys-in-fact who are (i) shareholders of the corporation, (ii) a Brazilian attorney, (iii) a member of management or (iv) a financial institution.

General and special shareholders' meetings may be called by publication of a notice in the *Diário Oficial do Estado de São Paulo* and in a newspaper of general circulation in our principal place of business at least 15 days prior to the meeting. Special meetings are convened in the same manner as general shareholders' meetings and may occur immediately before or after a general meeting.

At duly called and convened meetings, our shareholders are empowered to take any action regarding our business. Shareholders have the exclusive right, during our annual shareholders' meetings required to be held within 120 days of the end of our fiscal year, to approve our financial statements and to determine the allocation of our net income and the distribution of dividends related to the fiscal year immediately preceding the meeting. The members of our board of directors are generally elected at annual shareholders' meetings. However, according to Brazilian corporate law, they can also be elected at extraordinary shareholders' meetings. At the request of shareholders holding a sufficient number of shares, a fiscal board can be established and its members elected at any shareholders' meeting.

An extraordinary shareholders' meeting may be held concurrently with the annual shareholders' meeting and at other times during the year. Our shareholders may take the following actions, among others, exclusively at shareholders' meetings:

- election and dismissal of the members of our board of directors and our fiscal board (if installed);
- approval of the aggregate compensation of the members of our board of directors and board of executive officers, as well as the compensation of the members of the fiscal board (if installed);
- amendment to our bylaws;
- approval of our merger, consolidation or spin-off;
- approval of our dissolution or liquidation, as well as the election and dismissal of liquidators and the approval of their accounts;
- grants of stock awards and approval of stock splits or reverse stock splits;
- approval of stock option plans for our management and employees, as well as for the management and employees of other companies directly or indirectly controlled by us;
- approval, in accordance with the proposal submitted by our board of directors, of the distribution of our net income and payment of dividends;
- authorization to delist from the Level 2 of Differentiated Corporate Governance Practices and to become a private company, except if the cancellation is due to a breach of the Level 2 regulations by management, and to retain a specialized firm to prepare a valuation report with respect to the value of our shares, in any such events;
- approval of our management accounts and our financial statements;
- approval of any primary public offering of our shares or securities convertible into our shares; and

- deliberation upon any matter submitted by our board of directors.

#### *Anti-Takeover Provisions*

Our bylaws require any party that acquires our control to extend a tender offer for common and preferred shares held by non-controlling shareholders to the controlling shareholder. The price of the public tender offer must be (i) the price paid per share of the block of control, for the holders of our common shares, and (ii) equal to 35 times the price paid for the block of control for the owners of our preferred shares.

#### *Arbitration*

In connection with our listing on the Level 2 listing segment, we and our controlling shareholder, directors, officers and the members of our fiscal board have undertaken to refer to the B3 Arbitration Chamber any and all disputes, including between us and our shareholders, relating to or derived from the enforceability, validity, applicability, interpretation or breach of Brazilian corporate law, our bylaws, rules published by the CMN, the Brazilian Central Bank or the CVM and other rules applicable to the Brazilian capital markets in general, including Level 2 rules, the Level 2 listing agreement, Level 2 sanctions regulations and the rules of the B3 Arbitration Chamber. See “Item 9. The Offer and Listing—C. Markets.”

The mandatory arbitration provision has no impact on U.S. holders of our preferred shares or ADSs under the U.S. federal securities laws. The provision only impacts a U.S. holder of our preferred shares by requiring that any claims by such holder in Brazil under the Brazilian laws and regulations referred to above be subject to the mandatory arbitration provision. Therefore, if a U.S. holder of ADSs wants to bring such a claim, it would need to first unwind its ADSs in order to receive the underlying preferred shares, after which it could bring the claim to arbitration in Brazil.

#### *Going Private Process*

Pursuant to our bylaws, we may become a privately-held company only if we, our controlling shareholder or our group of controlling shareholders make a public tender offer for all outstanding shares.

According to the Level 2 regulations and our bylaws, the minimum price of the shares in the public tender offer required to be made in case we go private must be equivalent to the economic value determined in the appraisal report prepared by a specialized and independent company, with renowned expertise, to be selected at the annual shareholders’ meeting from among the three companies suggested by the board of directors.

In addition to the requirements set out in the Level 2 regulations and our bylaws, according to Brazilian corporate law, our registration as a publicly held company with shares traded on stock exchanges will be canceled only if we or our direct or indirect controlling shareholder make a public tender offer for the total outstanding shares in the market (which may be the same tender offer required by Level 2 regulations and our bylaws), at a fair value, for a price at least equal to our valuation, determined based on the following criteria, separately or jointly adopted: (i) shareholders’ equity book value, shareholders’ equity at market price, (ii) discounted cash flow, (iii) multiple comparisons and (iv) market price of our shares or any other criteria accepted by the CVM. Shareholders holding at least 10% of our outstanding shares may require our management to review the price offered for the shares and, in this event, our management shall call a special shareholders’ meeting to determine whether to perform another valuation using the same or a different valuation method. Such request must be made within 15 days following the disclosure of the price to be paid for the shares in the public tender offer, and shall be duly justified. The shareholders who make such request, as well as those who vote in its favor, must reimburse us for any costs involved in preparing the new valuation if the valuation price is lower than or equal to the original valuation price. If the new valuation price is higher than the original valuation price, the public tender offer must be made at the new valuation price.

#### *Delisting from Differentiated Corporate Governance Practices Level 2*

We may, at any time, delist our shares from the Level 2 segment, provided that this is approved by shareholders representing the majority of our voting share capital at an annual shareholders’ meeting and that we provide written notice to the B3 at least 30 days in advance. If we decide to delist from the Level 2 segment, in order to make our shares available to be traded outside the Level 2 segment, our controlling shareholder must conduct a public tender offer for the acquisition of our shares within the legal timeframe, based on the economic value calculated in the appraisal report prepared by a specialized and independent company, to be selected at an annual shareholders’ meeting from among three companies suggested by the board of directors. The public tender offer notice must be communicated to the B3 and immediately disclosed to the market after the shareholder’s meeting during which the delisting was approved. If the delisting from the Level 2 segment is a result of the cancellation of our registration as a publicly held company, our controlling shareholder must follow the other requirements applicable to going private.

Delisting from the Level 2 segment does not imply the cancellation of the trading of our shares on the B3.

If our share control is transferred within the 12 months subsequent to delisting from the Level 2, the selling controlling shareholder and the buyer must offer to buy from our other shareholders their shares at the price and conditions provided to the selling controlling shareholder, adjusted for inflation.

After delisting from the Level 2 segment, we may not request the listing of our shares on the Level 2 segment for two years subsequent to the cancellation, except if there is a subsequent change of our share control.

#### *30% Tender Offer*

Any person or group of persons that acquires or becomes the beneficial owner of our shares that represents an economic interest in us equal to or greater than 30%, independent of whether the shareholder was a shareholder of our company prior to the specific transaction that results in the ownership of these shares, must launch a public tender offer for the acquisition of all of our outstanding shares.

#### *Form and Transfer*

Because our preferred shares are in registered book-entry form, Banco Itaú S.A., as registrar, must effect any transfer of shares by an entry made in its books, in which it debits the share account of the transferor and credits the share account of the transferee. When our shares are acquired or sold on a Brazilian stock exchange, the transfer is effected on the records of our registrar by a representative of a brokerage firm or the stock exchange's clearing system. Transfers of shares by a foreign investor are executed in the same way by that investor's local agent on the investor's behalf except that, if the original investment were registered with the Central Bank pursuant to Resolution No. 4,373, the foreign investor should also seek amendment through its local agent, if necessary, of the electronic registration to reflect the new ownership. The B3 operates a clearinghouse. The fact that such shares are subject to custody with the relevant stock exchange will be reflected in our registry of shareholders. Each participating shareholder will, in turn, be registered in the register of our beneficial shareholders that is maintained by the B3's clearinghouse and will be treated in the same way as registered shareholders.

#### **C. Material Contracts**

Our material contracts are directly related to our operating activities, such as contracts related to aircraft leasing and fuel supply as well as contracts related to our concession to operate as a commercial airline. We do not have material contracts that are not related to our operating activities.

#### *Aircraft General Terms Agreement between The Boeing Company and GAC*

In 2004 and 2012, we entered into an agreement, as amended, with Boeing for the purchase of aircraft, installation of buyer furnished equipment provided by us, customer support services and product assurance. In addition to the aircraft supplied, Boeing provides flight training programs and operations engineering support.

#### *Commercial Sale Promise Agreement between Petrobras Distribuidora and GLA*

In 2015, we entered into a commercial sale promise agreement for the purchase of fuel from Petrobras Distribuidora. We agreed to purchase fuel from Petrobras Distribuidora in all of the airports where Petrobras Distribuidora maintains aircraft fueling facilities. Petrobras Distribuidora, in turn, agreed to provide us with all of our fuel needs in the supplying airports.

#### **D. Exchange Controls**

The right to convert dividend or interest payments and proceeds from the sale of shares into foreign currency and to remit such amounts outside Brazil is subject to restrictions under foreign investment legislation which generally requires, among other things, that the relevant investments have been registered with the Central Bank and the CVM. Such restrictions on the remittance of foreign capital abroad may hinder or prevent the custodian for our preferred shares represented by the ADSs or the holders of our preferred shares from converting dividends, distributions or the proceeds from any sale of these preferred shares into U.S. dollars and remitting the U.S. dollars abroad. Holders of the ADSs could be adversely affected by delays in, or refusal to grant any, required government approval to convert Brazilian currency payments on the preferred shares underlying the ADSs and to remit the proceeds abroad.

Resolution No. 4,373 of the National Monetary Council provides for the issuance of depositary receipts in foreign markets in respect of shares of Brazilian issuers. The ADS program was approved under Resolution No. 1,927, Annex V, revoked by Resolution No. 4,373 and the CVM prior to the issuance of the ADSs. Accordingly, the proceeds from the sale of ADSs by ADR holders outside Brazil are not subject to Brazilian foreign investment controls, and holders of the ADSs are entitled to favorable tax treatment under certain circumstances. See “E. Taxation—Material Brazilian Tax Considerations.”

#### **E. Taxation**

The following discussion addresses the material Brazilian and U.S. federal income tax consequences of acquiring, holding and disposing of our preferred shares or the ADSs.

This discussion is not a comprehensive discussion of all the tax considerations that may be relevant to a decision to purchase our preferred shares or the ADSs and is not applicable to all categories of investors, some of which may be subject to special rules, and does not specifically address all of the Brazilian and U.S. federal income tax considerations applicable to any particular holder. It is based upon the tax laws of Brazil and the United States as in effect on the date of this annual report, which are subject to change, possibly with retroactive effect, and to differing interpretations. Each prospective purchaser is urged to consult its own tax advisor about the particular Brazilian and U.S. federal income tax consequences to it of an investment in our preferred shares or the ADSs. This discussion is also based upon the representations of the depositary and on the assumption that each obligation in the deposit agreement between us, the depositary bank and the registered holders and beneficial owners of the ADSs, and any related documents, will be performed in accordance with its or their terms.

Although there is no income tax treaty between Brazil and the United States, the tax authorities of the two countries have had discussions that may culminate in such a treaty. We cannot assure you, however, as to whether or when a treaty will enter into force or how it will affect holders of our preferred shares or the ADSs.

#### ***Material Brazilian Tax Considerations***

The following discussion summarizes the material Brazilian tax consequences of acquiring, owning and disposing of our preferred shares or the ADSs for any holder that is not considered domiciled in Brazil, or a non-Brazilian holder, for purposes of Brazilian taxation.

#### ***Taxation of Dividends***

Dividends, including dividends in kind, paid by us to the depositary in respect of the preferred shares underlying the ADSs or to a non-Brazilian holder of preferred shares will not be subject to Brazilian withholding income tax, provided that such amounts are related to profits earned after January 1, 1996. Dividends paid from profits earned before January 1, 1996 may be subject to Brazilian withholding income tax at variable rates, according to the tax legislation applicable to each year before 1996.

In this context, it should be noted that Law No. 11,638, dated December 28, 2007, or Law 11,638, significantly altered Brazilian corporate law in order to further align the Brazilian generally accepted accounting standards with the IFRS. Nonetheless, Law No. 11,941 dated May 27, 2009, introduced the Transitory Tax Regime, or the RTT, in order to render neutral, from a tax perspective, all the changes brought by Law 11,638. Under the RTT, for tax purposes, legal entities should observe the accounting methods and criteria as they were effective as of December 31, 2007.

Profits determined pursuant to Law 11,638, or the IFRS Profits, may differ from the profits calculated pursuant to the accounting methods and criteria as effective as of December 31, 2007, or the 2007 Profits.

While it was a general market practice to distribute exempted dividends with reference to the IFRS Profits, on September 16, 2013, Normative Ruling No. 1,397, issued by the Brazilian tax authorities, established that legal entities should distributed dividends according to the 2007 Profits.

According to the Brazilian tax authorities', any profits paid in excess of the 2007 Profits, or the Excess Dividends, to non-resident beneficiaries should be subject to the following rules of taxation: (i) 15% withholding income tax, or the WHT, in case of case of beneficiaries domiciled abroad, but not in Low or Nil Tax Jurisdiction (as defined below), and (ii) 25% WHT, in case of beneficiaries domiciled in Low or Nil Tax Jurisdiction (as defined below).

In order to mitigate potential disputes on the subject, Law No. 12,973, dated May 13, 2014, revoked the RTT and introduced a new set of tax rules, or the New Tax Regime, including new provisions related to the Excess Dividends. Under the New Tax Regime: (i) Excess Dividends related to profits assessed from 2008 to 2013 are exempt; (ii) there will be potential disputes concerning the Excess Dividends related to 2014 profits, unless a company voluntarily elects to apply the New Tax Regime in 2014; and (iii) once the New Tax Regime is mandatory and has completely replaced the RTT, on 2015, dividends should be considered fully exempt.

#### *Taxation of Gains*

According to Law No. 10,833, dated December 29, 2003, or Law 10,833, capital gains realized on the disposition of assets located in Brazil by a non-Brazilian holder are subject to taxation in Brazil, regardless of whether the sale or the disposition is made by a non-Brazilian holder to another non-Brazilian resident or to a Brazilian resident.

With respect to the disposition of preferred shares, as they are assets located in Brazil, the non-Brazilian holder will be subject to income tax on the gains assessed, following the rules described below, regardless of whether the disposition is conducted in Brazil or with a Brazilian resident.

With respect to the ADSs, arguably the gains realized by a non-Brazilian holder on the disposition of ADSs to another non-Brazilian resident are not taxed in Brazil, based on the argument that ADSs would not constitute assets located in Brazil for purposes of Law 10,833. However, we cannot assure you how Brazilian courts would interpret the definition of assets located in Brazil in connection with the taxation of gains realized by a non-Brazilian holder on the disposition of ADSs to another non-Brazilian resident. As a result, gains on a disposition of ADSs by a non-Brazilian holder to a Brazilian resident, or even to a non-Brazilian holder in the event that courts determine that ADSs would constitute assets located in Brazil, may be subject to income tax in Brazil according to the rules described below for the ADSs or according to the disposition of common shares, whenever applicable. It is important to clarify that, for purposes of Brazilian taxation, the income tax rules on gains related to disposition of preferred shares or ADSs vary depending on the domicile of the non-Brazilian holder, the form by which such non-Brazilian holder has registered its investment with the Central Bank and/or how the disposition is carried out, as described below.

The deposit of preferred shares in exchange for ADSs may be subject to Brazilian tax on capital gains at rates ranging from 15% to 22.5%, or 25% in the case of investors domiciled in a Low or Nil Tax Jurisdiction, as defined below, if the acquisition cost of the preferred shares is lower than (i) the average price per preferred share on a Brazilian stock exchange on which the greatest number of such shares were sold on the day of deposit or (ii) if no preferred shares were sold on that day, the average price on the Brazilian stock exchange on which the greatest number of preferred shares were sold in the 15 trading sessions immediately preceding such deposit. In such case, the difference between the acquisition cost and the average price of the preferred shares calculated as described above, may be considered to be a capital gain subject to taxation. In some circumstances, there may be arguments to sustain that such taxation is not applicable in the case of a non-Brazilian holder that is a 4,373 Holder (as defined below) and is not resident in a Low or Nil Tax Jurisdiction, as defined below.

The withdrawal of ADSs in exchange for preferred shares should not be considered as giving rise to a capital gain subject to Brazilian income tax, provided that on the receipt of the underlying preferred shares, the non-Brazilian holder complies with the regulatory rules observed in respect to the registration of the investment before the Central Bank.

Gains assessed on the disposition of the preferred shares carried out on the Brazilian stock exchange (which includes the transactions carried out on the organized over-the-counter market) are:

- exempt from income tax, when assessed by a non-Brazilian holder that (i) has registered its investment in Brazil with the Central Bank under the rules of Resolution No. 4,373, or 4,373 Holder, and (ii) is not resident in a Low or Nil Tax Jurisdiction, as defined below; or

- subject to income tax at a rate of 15% in any other case, including the gains assessed by a non-Brazilian holder that is not a 4,373 Holder and/or is a resident in a Low or Nil Tax Jurisdiction, as defined below. In these cases, a withholding income tax of 0.005% shall be applicable and can be offset with the eventual income tax due on the capital gain.

Any other gains assessed on the disposition of the preferred shares that are not carried out on the Brazilian stock exchange are subject to income tax at rates ranging from 15% to 22.5%, except for a resident of a Low or Nil Tax Jurisdiction, as defined below, which, in this case, is subject to income tax at a rate of 25%. If these gains are related to transactions conducted on the Brazilian non-organized over-the-counter market with intermediation, the withholding income tax of 0.005% shall also be applicable and can be offset against the eventual income tax due on the capital gain.

In the case of a redemption of preferred shares or ADSs or a capital reduction by a Brazilian corporation, the positive difference between the amount received by the non-Brazilian holder and the acquisition cost of the preferred shares or ADSs redeemed is treated as capital gain derived from the sale or exchange of shares not carried out on a Brazilian stock exchange market and is therefore subject to income tax at the rate of 15%, or 25%, as the case may be.

As a general rule, the gains realized as a result of a disposition transaction of preferred shares or ADSs are determined by the difference between the amount realized on the sale or exchange of the shares or ADSs and their acquisition cost.

There can be no assurance that the current preferential treatment for non-Brazilian holder of ADSs and 4,373 Holder of preferred shares will continue.

Any exercise of preemptive rights relating to the preferred shares or ADSs will not be subject to Brazilian income tax. Any gain on the sale or assignment of preemptive rights relating to preferred shares or the ADSs by a non-Brazilian holder will be subject to Brazilian income taxation according to the same rules applicable to the sale or disposition of preferred shares.

#### *Distributions of Interest Attributable to Shareholders' Equity*

In accordance with Law No. 9,249, dated December 26, 1995, as amended, Brazilian corporations may make payments to shareholders characterized as distributions of interest on the company's shareholders' equity as an alternative to making dividend distributions. Such interest is calculated by reference to the TJLP as determined by the Central Bank from time to time and, for tax purposes, cannot exceed the greater of:

- 50% of net income (after the deduction of social contribution on profits and before taking such distribution and the provision for corporate income tax into account) for the period in respect of which the payment is made; or
- 50% of the sum of retained profits and profits reserves, as of the date of the beginning of the period in respect of which the payment is made.

Distributions of interest attributable to shareholders' equity in respect of the preferred shares paid to shareholders who are non-Brazilian holders, including non-Brazilian holders of ADSs, are subject to Brazilian withholding income tax at the rate of 15%, or 25% in case of a resident of a Low or Nil Tax Jurisdiction, as defined below, or where applicable local laws impose restrictions on the disclosure of the shareholding composition or the ownership of investments or the ultimate beneficial owner of the income derived from transactions carried out and attributable to a non-Brazilian holder. The distribution of interest attributable to shareholders' equity may be determined by our board of directors. We cannot assure you that our board of directors will not determine that future distributions of profits may be made by means of interest attributable to shareholders' equity instead of by means of dividends.

The amounts paid as distribution of interest attributable to shareholders' equity are deductible for corporate income tax and social contribution on net profit purposes, both of which are taxes levied on our profits, as far as the limits and rules described above are observed by us.

#### *Low or Nil Taxation Jurisdictions*

On June 4, 2010, Brazilian tax authorities enacted Normative Ruling No. 1,037 listing (i) the countries and jurisdictions considered as Low or Nil Tax Jurisdiction or where the local legislation does not allow access to information related to the shareholding composition of legal entities, to their ownership or to the identity of the effective beneficiary of the income attributed to non-residents and (ii) the privileged tax regimes, which definition is provided by Law No. 11,727, of June 23, 2008. On December 12, 2014 the Brazilian Revenue Service issued Rule 488 reducing the concept of Tax Favorable Jurisdictions to those that tax the income below the rate of 17% (previous concept adopted a 20% maximum rate for that purpose), which will probably result in an amendment to the list provided under Normative Ruling No. 1,037. However, please note that Rule 488 does not apply to 4,373 Holders.

Although we believe that the best interpretation of the current tax legislation could lead to the conclusion that the above mentioned "privileged tax regime" concept should apply solely for purposes of Brazilian transfer pricing and thin capitalization rules, we cannot assure you whether subsequent legislation or interpretations by the Brazilian tax authorities regarding the definition of a "privileged tax regime" provided by Law No. 11,727 will also apply to a Non-Brazilian Holder on payments of interest attributable to shareholders' equity.

Notwithstanding the above, we recommend that you consult your own tax advisors regarding the consequences of the implementation of Law No. 11,727, Normative Ruling No. 1,037 and Rule 488. If the Brazilian tax authorities determine that the concept of "privileged tax regime" applies to withholding taxes levied on payments made to a non-Brazilian Holder, the WHT applicable to such payments could be assessed at a rate up to 25.0%.

#### *Other Relevant Brazilian Taxes*

There are no Brazilian federal inheritance, gift or succession taxes applicable to the ownership, transfer or disposition of preferred shares or ADSs by a non-Brazilian holder. Gift and inheritance taxes, however, may be levied by some states of Brazil on gifts made or inheritances bestowed by the non-Brazilian holder to individuals or entities resident or domiciled within such states in Brazil. There are non-Brazilian stamp, issue, registration or similar taxes or duties payable by a non-Brazilian holder of preferred shares or ADSs.

#### *Tax on Foreign Exchange Transactions*

Pursuant to Decree No. 6,306/07, the conversion into foreign currency or the conversion into Brazilian currency of the proceeds received or remitted by a Brazilian entity from a foreign investment in the Brazilian securities market, including those in connection with the investment by a non-Brazilian holder in the preferred shares and ADSs may be subject to the tax on foreign exchange transactions, or IOF/Exchange. Currently applicable rate for most foreign currency exchange transactions is 0.38%. However, currency exchange transactions carried out for the inflow of funds in Brazil by a 4,373 Holder are subject to IOF/Exchange at (i) 0% rate in case of variable income transactions carried out on the Brazilian stock, futures and commodities exchanges, as well as in the acquisitions of shares of Brazilian publicly-held companies in public offerings or subscription of shares related to capital contributions, provided that the issuer company has registered its shares for trading in the stock exchange (ii) 0% for the outflow of resources from Brazil related to these type of investments, including payments of dividends and interest attributable to shareholders' equity and the repatriation of funds invested in the Brazilian market. Furthermore, the IOF/Exchange is currently levied at a 0% rate on the withdrawal of ADSs into shares. In any case, the Brazilian government is permitted to increase at any time the rate to a maximum of 25%, but only in relation to future transactions.

#### *Tax on Bonds and Securities Transactions*

Pursuant to Decree 6,306/07, the Tax on Bonds and Securities Transactions, or IOF/Bonds, may be imposed on any transactions involving bonds and securities even if the transactions are performed on a Brazilian stock exchange. The rate of IOF/Bonds applicable to transactions involving preferred or common shares is currently zero. In particular, the IOF/Bonds also levies at a zero percent rate on the transfer of shares traded on the Brazilian stock exchange with the purpose of the issuance of depositary receipts to be traded outside Brazil. The Brazilian government may increase such rate up to 1.5% per day, but only with respect to future transactions.

### *Registered Capital*

The amount of an investment in preferred shares held by a non-Brazilian holder who qualifies under Resolution No. 4,373 and obtains registration with the CVM, or by the depository, as the depository representing such holder must be registered with the Central Bank. Such registration allows the remittance from Brazil of any proceeds of distributions on the shares, and amounts realized with respect to disposition of such shares. The registered capital for preferred shares purchased in the form of ADSs or purchased in Brazil, and deposited with the depository in exchange for ADSs will be equal to their purchase price (in U.S. dollars) to the purchaser. The registered capital for preferred shares that are withdrawn upon surrender of ADSs, as applicable, will be the U.S. dollar equivalent of the average price of preferred shares, as applicable, on a Brazilian stock exchange on which the greatest number of such preferred shares, as applicable, was sold on the day of withdrawal. If no preferred shares, as applicable, were sold on such day, the registered capital will refer to the average price on the Brazilian stock exchange on which the greatest number of preferred shares, as applicable, were sold in the 15 trading sessions immediately preceding such withdrawal. The U.S. dollar value of the preferred shares, as applicable, is determined on the basis of the average rate quoted by the Central Bank on such date or, if the average price of preferred shares is determined under the last preceding sentence, the average of such average quoted rates on the same 15 dates used to determine the average price of the preferred shares.

A non-Brazilian holder of preferred shares may experience delays in effecting such Central Bank registration, which may delay remittances abroad. Such a delay may adversely affect the amount, in U.S. dollars, received by the non-Brazilian holder.

### *Material U.S. Federal Income Tax Consequences*

The following discussion describes the material U.S. federal income tax consequences of purchasing, holding and disposing of our preferred shares or the ADSs. This discussion applies only to beneficial owners of ADSs or preferred shares that are U.S. Holders (as defined below). This discussion is based on the U.S. Internal Revenue Code of 1986, as amended, or the Code, its legislative history, existing final, temporary and proposed Treasury Regulations, administrative pronouncements by the U.S. Internal Revenue Service, or the IRS, and judicial decisions. This summary does not describe any state, local or non-U.S. tax law considerations or any aspect of U.S. federal tax law (such as estate tax, gift tax, alternative minimum tax or Medicare tax on net investment income) other than income taxation. U.S. Holders should consult their own tax advisors regarding these matters.

This discussion does not purport to address all U.S. federal income tax consequences that may be relevant to a particular U.S. Holder and you are urged to consult your own tax advisor regarding your specific tax situation. This discussion applies only to U.S. Holders who hold preferred shares or ADSs as "capital assets" (generally, property held for investment) within the meaning of Section 1221 of the Code and does not address the tax consequences that may be relevant to U.S. Holders in special tax situations including, for example:

- insurance companies;
- tax-exempt organizations;
- broker-dealers;
- traders in securities that elect to mark to market;
- regulated investment companies;
- real estate investment trusts;
- banks or other financial institutions;
- investors liable for alternative minimum tax;
- partnerships and other pass-through entities;
- U.S. Holders whose functional currency is not the U.S. dollar;
- U.S. expatriates;
- U.S. Holders that hold our preferred shares or ADSs as part of a hedge, straddle, conversion or other integrated transaction;



- a “controlled foreign corporation”;
- U.S. Holders that receive our preferred shares or ADSs as compensation;
- certain taxpayers who file applicable financial statements required to recognize income when the associated revenue is reflected on such financial statements; or
- U.S. Holders that own, directly, indirectly or constructively, 10% or more of the total combined voting power, if any, of our voting stock, or 10% or more of the total value of shares of all classes of our stock.

Except where specifically described below, this discussion assumes that we are not a passive foreign investment company, or PFIC, for U.S. federal income tax purposes. See “—Passive Foreign Investment Company Rules.”

You are a “U.S. Holder” if you are a beneficial owner of preferred shares or ADSs and, for U.S. federal income tax purposes, you are:

- a citizen or an individual resident of the United States;
- a corporation created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income tax regardless of its source; or
- a trust if a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have the authority to control all substantial decisions of the trust (or otherwise if the trust has a valid election in effect under current Treasury regulations to be treated as a U.S. person).

If a partnership (or any other entity taxable as a partnership for U.S. federal income tax purposes) holds preferred shares or ADSs, the U.S. federal income tax treatment of a partner will generally depend upon the status of the partner and upon the status and activities of the partnership. A partnership that holds our preferred shares or ADSs and partners in such partnerships should consult their own tax advisors regarding the U.S. federal income tax consequences of the purchase, ownership and disposition of our preferred shares or ADSs.

For U.S. federal income tax purposes, a U.S. Holder of an ADS will generally be treated as the beneficial owner of the preferred shares represented by the ADS. See “—Distributions on Preferred Shares or ADSs.”

#### *Distributions on Preferred Shares or ADSs*

Cash distributions (including amounts withheld to pay Brazilian withholding taxes and distributions of notional interest payments on shareholders’ equity, but excluding distributions in redemption of the preferred shares treated as exchanges or sales under the Code) made by us to or for the account of a U.S. Holder with respect to preferred shares or ADSs generally will be taxable to such U.S. Holder as ordinary dividend income when such distribution is paid, actually or constructively, out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes). Distributions in excess of our current or accumulated earnings and profits will be treated first as a non-taxable return of capital reducing such U.S. Holder’s adjusted tax basis in the preferred shares or ADSs. Any distribution in excess of such U.S. Holder’s adjusted tax basis will be treated as capital gain and will be long-term capital gain if the U.S. Holder held the preferred shares or ADSs for more than one year. We do not intend to maintain calculations of our earnings and profits under U.S. federal income tax principles and, unless and until such calculations are made, U.S. Holders should assume all distributions are made out of earnings and profits and constitute dividend income. As used below, the term “dividend” means a distribution that constitutes a dividend for U.S. federal income tax purposes.

A U.S. Holder will be entitled, subject to a number of complex limitations and conditions (including a minimum holding period requirement), to claim a U.S. foreign tax credit in respect of any Brazilian withholding taxes imposed on dividends received on preferred shares or ADSs. U.S. Holders who do not elect to claim a foreign tax credit with regard to any eligible foreign income taxes paid or accrued during the taxable year may instead claim a deduction in respect of such withholding taxes. Dividends received with respect to the preferred shares or ADSs will be treated as foreign source income, which may be relevant in calculating such U.S. Holder’s U.S. foreign tax credit limitation. For purposes of the U.S. foreign tax credit limitation, foreign source income is separated into different “baskets,” and the credit for foreign taxes on income in any basket is limited to the U.S. federal income tax allocable to such income. Dividends paid with respect to our preferred shares or ADSs should generally constitute “passive category” income for most U.S. Holders. The rules relating to the determination of the foreign tax credit are complex, recent U.S. regulations have imposed additional requirements that must be met for a foreign tax to be creditable, and you should consult your tax advisors regarding the availability of a foreign tax credit in your particular circumstances.

The U.S. Treasury has also expressed concern that intermediaries in connection with depository arrangements may be taking actions that are inconsistent with the claiming of foreign tax credits by U.S. persons who are holding depository shares. Accordingly, investors should be aware that the discussion above regarding the ability to credit Brazilian withholding tax on dividends and the availability of the reduced tax rate for dividends received by certain non-corporate holders described below could be affected by actions taken by parties to whom the ADSs are released and the IRS.

Dividends paid by us generally will not be eligible for the dividends received deduction available under the Code to certain U.S. corporate shareholders. Subject to the above-mentioned concerns by the U.S. Treasury and certain exceptions for short-term and hedged positions, the U.S. dollar amount of dividends received by certain U.S. Holders (including individuals), with respect to the ADSs will be subject to taxation at a reduced rate if the dividends represent "qualified dividend income." Dividends paid on the ADSs will be treated as qualified dividend income if (i) the ADSs are readily tradable on an established securities market in the United States, (ii) the U.S. Holder meets the holding period requirement for the ADSs (generally more than 60 days during the 121-day period that begins 60 days before the ex-dividend date), and (iii) we were not in the year prior to the year in which the dividend was paid, and are not in the year in which the dividend is paid, a PFIC.

The ADSs are listed on the NYSE, and should qualify as readily tradable on an established securities market in the United States so long as they are so listed and traded. However, no assurances can be given that the ADSs will be or will remain readily tradable. Subject to the discussion of PFIC rules below, based upon the nature of our current and projected income, assets and activities, we do not believe the preferred shares or the ADSs have been (for our 2022 taxable year), nor do we expect them to be (for our current taxable year), shares of a PFIC for U.S. federal income tax purposes.

Based on existing guidance, it is not entirely clear whether dividends received with respect to the preferred shares (to the extent not represented by ADSs) will be treated as qualified dividends, because the preferred shares are not themselves listed on a U.S. exchange. In addition, the U.S. Treasury Department has announced its intention to promulgate rules pursuant to which holders of ADSs or preferred stock and intermediaries through whom such securities are held will be permitted to rely on certifications from issuers to establish that dividends are treated as qualified dividends. Because such procedures have not yet been issued, we are not certain that we will be able to comply with them. U.S. Holders of ADSs and preferred shares should consult their own tax advisors regarding the availability of the reduced dividend tax rate in the light of their own particular circumstances.

The amount of any cash distribution paid in Brazilian currency will equal the U.S. dollar value of the distribution, calculated by reference to the exchange rate in effect at the time the distribution is received by the depository (in the case of ADSs) or by the U.S. Holder (in the case of preferred shares held directly by such U.S. Holder), regardless of whether the payment is in fact converted to U.S. dollars at that time. A U.S. Holder should not recognize any foreign currency gain or loss in respect of such distribution if such Brazilian currency is converted into U.S. dollars on the date received. If the Brazilian currency is not converted into U.S. dollars on the date of receipt, however, gain or loss may be recognized upon a subsequent sale or other disposition of the Brazilian currency. Such foreign currency gain or loss, if any, generally will be U.S. source ordinary income or loss.

Because our preferred shares will not be treated as "preferred stock" for purposes of Section 305 of the Code, distributions to U.S. Holders of additional shares of our "non-preferred stock" or preemptive rights relating to such "non-preferred stock" with respect to their preferred shares or ADSs that are made as part of a *pro rata* distribution to all shareholders in most instances will not be subject to U.S. federal income tax. However, if the holders of ADSs are restricted in their ability to participate in the exercise of preemptive rights, the distribution of preemptive rights may give rise to a deemed distribution to holders of the preferred shares under Section 305 of the Code. Any deemed distribution will be taxable as a dividend to the extent of our earnings and profits as discussed above.

#### *Sale or Exchange or Other Taxable Disposition of Preferred Shares or ADSs*

Deposits and withdrawals of preferred shares by U.S. Holders in exchange for ADSs will not result in the realization of gain or loss for U.S. federal income tax purposes.

A U.S. Holder who owns preferred shares or ADSs during any taxable year that we are a PFIC in excess of certain *de minimis* amounts and fails to qualify for certain other exemptions would be required to file IRS Form 8621. In addition, under certain circumstances, regulations also require a "United States person" (as such term is defined under the Code) that indirectly owns preferred shares through another United States person to file Form 8621 for a taxable year during which such indirect shareholder is treated as receiving an excess distribution in connection with the ownership or disposition of the preferred shares, or reports income pursuant to a mark-to-market election, as described below among other circumstances. U.S. Holders should consult their own tax advisors regarding the application of the PFIC rules to our preferred shares or ADSs and the application of the recently enacted legislation to their particular situation.

If a Brazilian tax is withheld on the sale, exchange or other taxable disposition of a preferred share or ADS, the amount realized by a U.S. Holder will include the gross amount of the proceeds of that sale, exchange or other taxable disposition before deduction of the Brazilian tax. Capital gain or loss, if any, realized by a U.S. Holder on the sale, exchange or other taxable disposition of a preferred share or ADS generally will be treated as U.S. source income or loss for U.S. foreign tax credit purposes. Under U.S. regulations, non-United States withholding tax imposed on such U.S. source gain may not constitute a creditable tax. Consequently, in the case of a sale, exchange or other taxable disposition of a preferred share or ADS that is subject to Brazilian tax imposed on the gain (or, in the case of a deposit, in exchange for an ADS or preferred share, as the case may be, that is not registered pursuant to Resolution No. 4,373, on which a Brazilian capital gains tax is imposed (see above under “—Material Brazilian Tax Considerations—Taxation of Gains”)), the U.S. Holder may not be able to benefit from the foreign tax credit for that Brazilian tax. Alternatively, if available, the U.S. Holder may take a deduction for the Brazilian tax if it does not elect to claim a foreign tax credit for any creditable foreign income taxes paid or accrued during the taxable year. A U.S. Holder should consult its tax advisors regarding the proper treatment of gain or loss, as well as the availability of a foreign tax credit, in its particular circumstances.

#### *Passive Foreign Investment Company Rules*

In general, a foreign corporation is a PFIC with respect to a U.S. Holder if, for any taxable year in which the U.S. Holder holds stock in the foreign corporation, at least 75% of its gross income is passive income or at least 50% of the value of its assets (determined on the basis of a quarterly average) produce passive income or are held for the production of passive income. In determining whether a foreign corporation is a PFIC, a *pro rata* portion of the income and assets of each corporation in which it owns, directly or indirectly, at least 25% interest (by value) is taken into account. For this purpose, passive income generally includes, among other things, dividends, interest, rents, royalties and gains from the disposition of investment assets (subject to various exceptions). Based upon the nature of our current and projected income, assets and activities, we do not believe the preferred shares or ADSs are, nor do we expect them to be, shares of a PFIC for U.S. federal income tax purposes. However, the determination of whether the preferred shares or ADSs constitute shares of a PFIC is a factual determination made annually and thus may be subject to change. Because these determinations are based on the nature of our income and assets from time to time, and involve the application of complex tax rules, no assurances can be provided that we will not be considered a PFIC for the current or any past or future tax year.

If, contrary to the discussion above, we are treated as a PFIC, a U.S. Holder would be subject to special rules (and may be subject to increased U.S. federal income tax liability and form filing requirements) with respect to (i) any gain realized on the sale, exchange or other disposition of preferred shares or ADSs and (ii) any “excess distribution” made by us to the U.S. Holder (generally, any distribution during a taxable year in which distributions to the U.S. Holder on the preferred shares or ADSs exceed 125% of the average annual distributions the U.S. Holder received on the preferred shares or ADSs during the preceding three taxable years or, if shorter, the U.S. Holder’s holding period for the preferred shares or ADSs). Under those rules, (a) the gain or excess distribution would be allocated ratably over the U.S. Holder’s holding period for the preferred shares or ADSs, (b) the amount allocated to the taxable year in which the gain or excess distribution is realized and to taxable years before the first day on which we became a PFIC would be taxable as ordinary income, (c) the amount allocated to each prior year in which we were a PFIC would be subject to U.S. federal income tax at the highest tax rate in effect for that year and (d) the interest charge generally applicable to underpayments of U.S. federal income tax would be imposed in respect of the tax attributable to each prior year in which we were a PFIC.

In general, if we are treated as a PFIC, the rules described above can be avoided by a U.S. Holder that elects to be subject to a mark-to-market regime for stock in a PFIC. A U.S. Holder may elect mark-to-market treatment for its preferred shares or ADSs, provided the preferred shares or ADSs, for purposes of the PFIC rules, constitute “marketable stock” as defined in U.S. Treasury regulations. The ADSs will be “marketable stock” for this purpose if they are regularly traded on the NYSE, other than in *de minimis* quantities on at least 15 days during each calendar quarter. A U.S. Holder electing the mark-to-market regime generally would compute gain or loss at the end of each taxable year as if the preferred shares or ADSs had been sold at fair market value. Any gain recognized by the U.S. Holder under mark-to-market treatment, or on an actual sale, would be treated as ordinary income, and the U.S. Holder would be allowed an ordinary deduction for any decrease in the value of preferred shares or ADSs as of the end of any taxable year, and for any loss recognized on an actual sale, but only to the extent, in each case, of previously included mark-to-market income not offset by previously deducted decreases in value. Any loss on an actual sale of preferred shares or ADSs would be a capital loss to the extent in excess of previously included mark-to-market income not offset by previously deducted decreases in value. A U.S. Holder’s adjusted tax basis in preferred shares or ADSs would increase or decrease by gain or loss taken into account under the mark-to-market regime. A mark-to-market election is generally irrevocable. If we are determined to be a PFIC, a U.S. Holder may be treated as indirectly holding any subsidiary of ours that is itself a PFIC (a lower-tier PFIC) and may be subject to the PFIC rules on indirect distributions or sales of the lower-tier PFIC, even if the U.S. Holder does not receive of the proceeds of such distribution or sales. In addition, a mark-to-market election with respect to preferred shares or ADSs would not apply to any lower-tier PFIC, and a U.S. Holder would not be able to make such a mark-to-market election in respect of its indirect ownership interest in that lower-tier PFIC. Consequently, the PFIC rules could apply with respect to income of a lower-tier PFIC, the value of which would already have been taken into account indirectly via mark-to-market adjustments in respect of preferred shares or ADSs.

If we are deemed to be a PFIC for a taxable year, dividends on the ADSs would not be “qualified dividend income” subject to preferential rates of United States federal income tax, as described above. See “—Distributions on Preferred Shares or ADSs.”

#### *U.S. Backup Withholding and Information Reporting*

In general, dividends on preferred shares or ADSs, and payments of the proceeds of a sale, exchange or other taxable disposition of preferred shares or ADSs, paid within the United States or through certain U.S.-related financial intermediaries to a U.S. Holder are subject to information reporting and may be subject to backup withholding of U.S. federal income tax at a current rate of 24% unless the U.S. Holder (i) is a corporation or other exempt recipient or (ii) provides an accurate taxpayer identification number and certifies that it is a U.S. person and that no loss of exemption from backup withholding has occurred.

Backup withholding is not an additional tax. The amount of any backup withholding tax from a payment to a U.S. Holder will be allowed as a credit against the U.S. Holder’s U.S. federal income tax liability, provided that the required information is timely furnished to the IRS. You generally may obtain a refund of any amounts withheld under the backup withholding rules that exceed your U.S. federal income tax liability by timely filing a refund claim with the IRS.

#### *“Specified Foreign Financial Asset” Reporting*

Owners of “specified foreign financial assets” with an aggregate value in excess of US\$50,000 (and in some circumstances, a higher threshold) may be required to file an information report with respect to such assets with their U.S. federal income tax returns. “Specified foreign financial assets” generally include any financial accounts maintained by foreign financial institutions as well as any of the following, but only if they are not held in accounts maintained by financial institutions: (i) stocks and securities issued by non-U.S. persons, (ii) financial instruments and contracts held for investment that have non-U.S. issuers or counterparties and (iii) interests in foreign entities. U.S. Holders should consult their own tax advisors regarding the application of the information reporting rules to our preferred shares or the ADSs and the application of this legislation to their particular situation.

#### *Other Brazilian Taxes*

You should note that any Brazilian IOF/Exchange or IOF/Bonds tax may not be treated as a creditable foreign tax for U.S. federal income tax purposes, although you may be entitled to deduct such taxes, subject to applicable limitations under the Code. You should consult your tax advisors regarding the U.S. federal income tax consequences of these taxes.

#### **F. Dividends and Paying Agents**

Not applicable.

**G. Statement by Experts**

Not applicable.

**H. Documents on Display**

We are subject to the informational requirements of the Exchange Act. Accordingly, we are required to file reports and other information with the SEC, including annual reports on Form 20-F and reports on Form 6-K. You may inspect and copy reports and other information to be filed with the SEC at the public reference facilities maintained by the SEC at 100 F Street, N.W., Washington D.C. 20549 and at the SEC's regional offices at 500 West Madison Street, Suite 1400, Chicago, Illinois 60661 and 233 Broadway, New York, New York 10279. Copies of the materials may be obtained from the Public Reference Room of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. The public may obtain information on the operation of the SEC's Public Reference Room by calling the SEC in the United States at +1 (800) SEC-0330. In addition, the SEC maintains an internet website at <http://www.sec.gov>, from which you can electronically access the registration statement and its materials, annual reports on Form 20-F and reports on Form 6-K.

As a foreign private issuer, we are not subject to the same disclosure requirements as a domestic U.S. registrant under the Exchange Act. For example, we are not required to prepare and issue quarterly reports. However, we furnish our shareholders with annual reports containing financial statements audited by our independent auditors and make available to our shareholders quarterly reports containing unaudited financial data for the first three quarters of each fiscal year. We furnish quarterly financial statements with the SEC within two months of the end of the first three quarters of our fiscal year, and we file annual reports on Form 20-F within the time period required by the SEC, which is currently four months from December 31, the end of our fiscal year.

We will send the depositary a copy of all notices that we give relating to meetings of our shareholders or to distributions to shareholders or the offering of rights and a copy of any other report or communication that we make generally available to our shareholders. The depositary will make all these notices, reports and communications received from us available for inspection by registered holders of the ADSs at its office. The depositary will mail copies of those notices, reports and communications to you if we ask the depositary to do so and furnish sufficient copies of materials for that purpose.

We also file financial statements and other periodic reports with the CVM, located at Rua Sete de Setembro, 111, Rio de Janeiro, State of Rio de Janeiro, 20050-901, Brazil.

**I. Subsidiary Information**

Not applicable.

**ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

For this information, see note 30 to our audited consolidated financial statements included elsewhere in this annual report.

**ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES****American Depositary Shares**

In the United States, our preferred shares trade in the form of ADSs. Each ADS represents two preferred shares, issued by the depositary pursuant to a deposit agreement. The depositary is The Bank of New York Mellon, with its principal executive office located at 240 Greenwich Street, New York, NY 10286. As an ADS holder, we do not treat you as one of our shareholders and you do not have shareholder rights. Brazilian law governs shareholder rights. The depositary is the holder of the preferred shares underlying your ADSs. As a registered holder of ADSs, you have ADS holder rights.

**Fees and Expenses**

The following table summarizes the fees and expenses payable by holders of ADSs:

<b>Persons depositing preferred shares or ADS holders must pay:</b>	<b>For:</b>
US\$5.00 (or less) per 100 ADSs (or portion of 100 ADSs)	Issuance of ADSs, including issuances resulting from a distribution of preferred shares or rights or other property
	Cancellation of ADSs for the purpose of withdrawal, including if the deposit agreement terminates
US\$0.05 (or less) per ADS (to the extent not prohibited by the rules of any stock exchange on which the ADSs are listed for trading)	Any cash distribution to you
A fee equivalent to the fee that would be payable if securities distributed to you had been preferred shares and the shares had been deposited for issuance of ADSs	Distribution of securities distributed to holders of deposited securities which are distributed by the depositary to ADS holders
US\$0.05 (or less) per ADS per calendar year	Depositary services
Registration or transfer fees	Transfer and registration of preferred shares on our preferred share register to or from the name of the depositary or its agent when you deposit or withdraw preferred shares.
Expenses of the depositary in converting foreign currency to U.S. dollars	
Expenses of the depositary	Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement)
Taxes and other governmental charges the depositary or the custodian have to pay on any ADSs or preferred share underlying ADSs, for example, stock transfer taxes, stamp duty or withholding taxes	As necessary
Any charges incurred by the depositary or its agents for servicing the deposited securities	No charges of this type are currently made in the Brazilian market

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may collect any of its fees by deduction from any cash distribution payable (or by selling a portion of securities or other property distributable) to ADS holders that are obligated to pay those fees. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

From time to time, the depositary may make payments to us to reimburse us for costs and expenses generally arising out of establishment and maintenance of the ADS program, waive fees and expenses for services provided to us by the depositary or share revenue from the fees collected from ADS holders. In performing its duties under the deposit agreement, the depositary may use brokers, dealers, foreign currency dealers or other service providers that are owned by or affiliated with the depositary and that may earn or share fees, spreads or commissions.

The depositary may convert currency itself or through any of its affiliates and, in those cases, acts as principal for its own account and not as agent, advisor, broker or fiduciary on behalf of any other person and earns revenue, including, without limitation, transaction spreads, that it will retain for its own account. The revenue is based on, among other things, the difference between the exchange rate assigned to the currency conversion made under the deposit agreement and the rate that the depositary or its affiliate receives when buying or selling foreign currency for its own account. The depositary makes no representation that the exchange rate used or obtained in any currency conversion under the deposit agreement will be the most favorable rate that could be obtained at the time or that the method by which that rate will be determined will be the most favorable to ADS holders, subject to the depositary's obligations under the deposit agreement. The methodology used to determine exchange rates used in currency conversions is available upon request.

**Payment of Taxes**

The depositary may deduct the amount of any taxes owed from any payments made to ADS holders. It may also sell deposited securities, by public or private sale, to pay any taxes owed. ADS holders will remain liable if the proceeds of the sale are not sufficient to pay the taxes. If the depositary sells deposited securities, it will, if appropriate, reduce the number of ADSs to reflect the sale and pay to you any proceeds, or send to you any property, remaining after it has paid the taxes.

**Reimbursement of Fees**

The Bank of New York Mellon, as depositary, has agreed to reimburse us for expenses we incur that are related to establishment and maintenance expenses of the ADS program. The depositary has agreed to reimburse us for our continuing annual stock exchange listing fees. The depositary has also agreed to pay the standard out-of-pocket maintenance costs for the ADSs, which comprise the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend checks, electronic filing of U.S. federal tax information, mailing required tax forms, stationery, postage, facsimile and telephone calls. It has also agreed to reimburse us annually for certain investor relationship programs or special investor relations promotional activities. In certain instances, the depositary has agreed to provide additional payments to us based on any applicable performance indicators relating to the ADS facility. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not necessarily tied to the amount of fees the depositary collects from investors.

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect its annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them. The depositary may collect any of its fees by deduction from any cash distribution payable (or by selling a portion of securities or other property distributable) to ADS holders that are obligated to pay those fees. The depositary may generally refuse to provide fee-attracting services until its fees for those services are paid.

**Reimbursement of Fees Incurred in 2022**

In 2022, we received reimbursement of fees from the depositary for standard out-of-pocket maintenance costs for the ADSs (consisting of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend checks, electronic filing of U.S. federal tax information, mailing required tax forms, stationery, postage, facsimile and telephone calls), any applicable performance indicators relating to the ADS facility, underwriting fees and legal fees.

**PART II****ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES**

None.

**ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS**

None.

**ITEM 15. CONTROLS AND PROCEDURES*****Disclosure Controls and Procedures***

Disclosure controls and procedures are designed to ensure that we are able to collect the information we are required to disclose in the reports we file with the SEC, and to process, summarize and disclose this information within the time periods specified in the rules of the SEC. As of the end of the period covered by this annual report, our management, with the participation of our chief executive officer and chief financial officer and together with other members of our management, assessed the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act) and have concluded that our disclosure controls and procedures as of December 31, 2021 were effective in ensuring that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosures.

***Management's Annual Report on Internal Control over Financial Reporting***

Our management is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rule 13a-15(f) of the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance to our management and board of directors regarding the preparation and fair presentation of published financial statements. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements.

Our management, with participation of the chief executive officer and chief financial officer, under the oversight of our board of directors, evaluated the effectiveness of our internal control over financial reporting as of December 31, 2022. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework (2013), or COSO 2013. Based on this assessment, management believes that, as of December 31, 2022, our internal control over financial reporting was not effective based on those criteria.

Management has identified material weaknesses in our identification, design and execution of certain controls on our business and financial reporting processes and systems related to the information produced by us that supports underlying data used in the execution of internal controls to address the requirements of the COSO 2013 criteria. These material weaknesses did not result in a material misstatement in our consolidated financial statements as of and for the year ended December 31, 2022.

***Remediation Plan for Material Weaknesses in Internal Control over Financial Reporting***

In 2023, we are working to remediate the material weaknesses in our identification, design and execution of certain controls on our business and financial reporting processes and systems related to the information produced by us that supports underlying data used in the execution of internal controls to address the requirements of the COSO 2013 criteria. We expect to remediate these material weaknesses in 2023. Attestation Report of the Independent Registered Public Accounting Firm.

***Attestation Report of the Independent Registered Public Accounting Firm***

The effectiveness of internal control over financial reporting as of December 31, 2022 has been audited by Ernst & Young Auditores Independentes S/S Ltda., or EY, the independent registered public accounting firm that also audited our consolidated financial statements as of and for the year then ended.

**ITEM 16. RESERVED****ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT**

Our board of directors has determined that Marcela de Paiva Bonfim Teixeira, a member of our statutory audit committee, is an audit committee financial expert, as defined by SEC rules, and meets the applicable independence requirements of the SEC and the NYSE listing standards. For a discussion of the role of our statutory audit committee, see "Item 6. Directors, Senior Management and Employees—C. Board Practices—Committees of the Board of Directors and Board of Executive Officers—Statutory Audit Committee."



**ITEM 16B. CODE OF ETHICS**

Our board of directors has adopted a code of ethics applicable to our directors, officers and employees, including our chief executive officer and chief financial officer. Our code of ethics can be found at [www.voegol.com.br](http://www.voegol.com.br) under the heading "Investor Relations." Information contained on our website is not incorporated by reference into, and is not to be considered a part of, this annual report.

**ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The following table sets forth by category of service the total fees for services performed by our principal accountants, EY for SEC purposes and Grant Thornton for purposes of Brazilian laws and regulations until April 2022, in 2021 and 2022:

	2021	2022
	<i>(in thousands of R\$)</i>	
Audit fees	5,815.6	6,270.9
Audit-related fees	1,825.2	858.8
Tax fees	-	-
All other fees	-	-
<b>Total</b>	<b>7,640.8</b>	<b>7,129.7</b>

**Audit Fees**

Audit fees include the audit of our consolidated annual financial statements and internal controls, the audit of our IFRS financial statements, review of our quarterly reports and required statutory audits and regulatory filings, such as the *Formulário de Referência*, and the issuance of comfort letters.

**Audit-Related Fees**

Audit-related fees include fees for assurance and related services that are reasonably related to the performance of the audit or reviews of our audited consolidated financial statements and are not reported under "audit fees."

**Tax Fees**

There were no tax advisory services provided by our principal accountants in 2021 and 2022.

**All Other Fees**

There were no other services provided by our principal accountants in 2021 and 2022.

**Pre-Approval Policies and Procedures**

Our statutory audit committee approves all audit, audit-related services, tax services and other services provided by our principal accountant. Any services provided by our principal accountant that are not specifically included within the scope of the audit must be pre-approved by our statutory audit committee in advance of any engagement. Pursuant to Rule 2-01 of Regulation S-X, audit committees are permitted to approve certain fees for audit-related services, tax services and other services pursuant to a *de minimis* exception prior to the completion of an audit engagement. In 2021 and 2022, none of the fees paid to EY were approved pursuant to the *de minimis* exception.

**ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES**

None.

**ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

None.

**ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT**

Not applicable.

**ITEM 16G. CORPORATE GOVERNANCE*****Significant Differences between Our Corporate Governance Practices and NYSE Corporate Governance Standards***

We are subject to the NYSE corporate governance listing standards. As a foreign private issuer, the standards applicable to us are considerably different than the standards applied to U.S. listed companies. Under the NYSE rules, we are required only to: (i) have an audit committee or audit board, pursuant to an applicable exemption available to foreign private issuers, that meets certain requirements, as discussed below, (ii) provide prompt certification by our chief executive officer of any material non-compliance with any corporate governance rules and (iii) provide a brief description of the significant differences between our corporate governance practices and the NYSE corporate governance standards required to be followed by U.S. listed companies. Following is a discussion of the significant differences between our corporate governance practices and those required of U.S. listed companies.

***Majority of Independent Directors***

The NYSE rules require that a majority of the board of directors comprise independent directors. Independence is defined by various criteria, including the absence of a material relationship between the director and the listed company. Brazilian law does not have a similar requirement. Under Brazilian law, neither our board of directors nor our management is required to test the independence of directors before their election to the board. However, both Brazilian corporate law and the CVM have established requirement that directors meet certain qualifications and regarding compensation and duties and responsibilities of, as well as the restrictions applicable to, a company's executive officers and directors. While our directors meet the qualification requirements of Brazilian corporate law and the CVM, we do not believe that a majority of our directors would be considered independent under the NYSE test for director independence. Brazilian corporate law requires that our directors be elected by our shareholders at a general shareholders' meeting. All of our directors are elected by our controlling shareholder and four of our directors represent our controlling shareholder.

***Executive Sessions***

NYSE rules require that non-management directors meet at regularly scheduled executive sessions without management present. Brazilian corporate law does not have a similar provision. According to Brazilian corporate law, up to one-third of the members of the board of directors can be elected from management. There is no requirement that non-management directors meet regularly without management. As a result, the non-management directors on our board do not typically meet in executive sessions.

***Fiscal Board***

Under Brazilian corporate law, the fiscal board is a corporate body independent of management and independent auditors. The fiscal board may be either permanent or non-permanent, in which case it is appointed by shareholders to act during a specific fiscal year. A fiscal board is not equivalent to, or comparable with, a U.S. audit committee. The primary responsibility of the fiscal board is to review management's activities and the company's financial statements, and to report its findings to the company's shareholders. Brazilian corporate law requires fiscal board members to receive as remuneration at least 10% of the average annual amount paid to the company's executive officers. Brazilian corporate law requires a fiscal board to comprise a minimum of three and a maximum of five members and their respective alternates.

Under Brazilian corporate law, the fiscal board may not include members that (i) are on our board of directors, (ii) are on our board of executive officers, (iii) are employed by us or a controlled company, (iv) are spouses or relatives of any member of our management up to the third degree, (v) hold any position at any of our competitors or have any conflicting interest with us or (vi) were forbidden by the CVM to hold a public office position. Our bylaws provide for a non-permanent fiscal board to be elected only by our shareholders' request at a general shareholders' meeting. In April 2019, at the request of preferred shareholders representing 6.11% of our preferred shares, we installed a fiscal board, which comprises, as of the date of this annual report, the following members: Carla Andrea Furtado Coelho, Marcelo Amaral Moraes and Renato Chiodaro.

### ***Audit Committee***

NYSE rules require that listed companies have an audit committee that (i) comprises a minimum of three independent directors who are all financially literate, (ii) meets the SEC rules regarding audit committees for listed companies, (iii) has at least one member who has accounting or financial management expertise and (iv) is governed by a written charter addressing the committee's required purpose and detailing its required responsibilities. However, as a foreign private issuer, we only need to comply with the requirement that our audit committee meet the SEC rules regarding audit committees for listed companies to the extent compatible with Brazilian corporate law. Our statutory audit committee provides assistance to our board of directors on matters involving accounting, internal controls, financial reporting and compliance. Our statutory audit committee recommends the appointment of our independent auditors to our board of directors and reviews the compensation of our independent auditors and helps oversee their activities. It also evaluates the effectiveness of our internal financial and legal compliance controls.

Our statutory audit committee also performs the roles of an audit committee under U.S. laws. The members of our statutory audit committee, as of the date of this annual report, are Germán Pasquale Quiroga Vilardo, Phillip Schiemer and Marcela de Paiva Bonfim Teixeira. All members meet the applicable independent membership requirements of the SEC and NYSE, as well as other NYSE requirements. Marcela de Paiva Bonfim Teixeira is the committee's "financial expert" within the meaning of the SEC's rules under the Exchange Act.

### ***Nomination/Corporate Governance and Compensation Committees***

NYSE rules require that listed companies have a nomination/corporate governance committee and a compensation committee composed entirely of independent directors and governed by a written charter addressing the committee's required purpose and detailing its required responsibilities. Required responsibilities for the nomination/corporate governance committee include, among other things, identifying and selecting qualified board member nominees and developing a set of corporate governance principles applicable to the company. Required responsibilities for the compensation committee include, among other things, reviewing corporate goals relevant to the chief executive officer's compensation, evaluating the chief executive officer's performance, approving the chief executive officer's compensation levels and recommending to the board non-chief executive officer compensation, incentive compensation and equity based plans.

We are not required under applicable Brazilian law to have a nomination/corporate governance committee or compensation committee. Under Brazilian corporate law, the total amount available for compensation of our directors and executive officers and for profit-sharing payments to our executive officers is established by our shareholders at the general shareholders' meeting. Our board of directors is then responsible for determining the individual compensation and profit-sharing of each executive officer, as well as the compensation of our board and committee members. In making such determinations, our board of directors reviews the performance of the executive officers, including the performance of our chief executive officer, who typically excuses himself from discussions regarding his performance and compensation.

Our corporate governance and people policies committee is responsible for the coordination, implementation and periodic review of best corporate governance practices and for monitoring and keeping our board of directors informed of legislation and market recommendations addressing corporate governance. It also reviews and recommends to our board of directors human resources policies, forms of compensation, including salary, bonus and stock options, to be paid to our employees, as well as analyzes management's career and succession plans. The committee comprises up to five members elected by our board of directors for a one-year term, with reelection permitted, comprising our chief executive officer and the chairman and two members of our board of directors, and two outside specialists. Our corporate governance and people policies committee comprises Constantino de Oliveira Junior, Paulo Sergio Kakinoff, Betânia Tanure de Barros and Celso Guimarães Ferrer Junior.

### ***Shareholder Approval of Equity Compensation Plans***

NYSE rules require that shareholders be given the opportunity to vote on all equity compensation plans and material revisions thereto, with limited exceptions. Under Brazilian corporate law, shareholders must approve all stock option plans. In addition, any issuance of new shares that exceeds our authorized share capital is subject to shareholder approval.

**Corporate Governance Guidelines**

NYSE rules require that listed companies adopt and disclose corporate governance guidelines. We have not adopted any formal corporate governance guidelines beyond those required by applicable Brazilian law. We have adopted and observe a disclosure policy, which requires the public disclosure of all relevant information pursuant to guidelines set forth by the CVM, as well as an insider trading policy, which, among other things, establishes black-out periods and requires insiders to inform management of all transactions involving our securities.

**Code of Business Conduct and Ethics**

NYSE rules require that listed companies adopt and disclose a code of business conduct and ethics for directors, officers and employees and promptly disclose any waivers of the code for directors or officers. Applicable Brazilian law does not have a similar requirement. We have adopted a code of ethics applicable to our officers, directors and employees worldwide, including at the subsidiary level. We believe this code addresses the matters required to be addressed pursuant to the NYSE rules. For a further discussion of our code of ethics, see "Item 16B. Code of Ethics."

**Internal Audit Function**

NYSE rules require that listed companies maintain an internal audit function to provide management and the audit committee with ongoing assessments of the company's risk management processes and system of internal control. Our internal audit and compliance department was created in 2004 under the supervision of our chief executive officer and our statutory audit committee and is responsible for our compliance with the requirements of Section 404 of the U.S. Sarbanes-Oxley Act of 2002 regarding internal control over financial reporting. The internal audit department reports to our board of directors and our statutory audit committee.

**ITEM 16H. MINE SAFETY DISCLOSURE**

Not applicable.

**PART III****ITEM 17. FINANCIAL STATEMENTS**

See "Item 18. Financial Statements."

**ITEM 18. FINANCIAL STATEMENTS**

See our audited consolidated financial statements beginning on Page F-1 of this annual report.

**ITEM 19. EXHIBITS**

- [1.1](#) [Bylaws of the registrant \(English translation\), incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2015, as filed on April 28, 2016.](#)
- [2.1](#) [Form of Amended and Restated Deposit Agreement among the registrant, The Bank of New York Mellon, as depository, and the Holders from time to time of American Depositary Shares issued thereunder, including the form of American Depositary Receipts, incorporated herein by reference from the Registration Statement on Form F-6/A, filed April 14, 2017, file No. 333-217150.](#)
- [2.2](#) [Description of the registrant's securities registered under Section 12 of the Exchange Act, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2019, as filed on June 29, 2020.](#)

- [4.1](#) [Agreement, dated April 15, 2015, between GOL Linhas Aéreas S.A. \(formerly VRG Linhas Aéreas S.A.\) and Petrobras Distribuidora S.A., including Amendment 1 thereto, dated January 15, 2016, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2015, as filed on April 28, 2016.](#)
- [4.2](#) [Amendments 2 through 4 to Agreement of April 15, 2015, dated April 20, 2016, August 16, 2016 and October 6, 2016, between GOL Linhas Aéreas S.A. \(formerly VRG Linhas Aéreas S.A.\) and Petrobras Distribuidora S.A., incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2016, as filed on May 1, 2017.+](#)
- [4.3](#) [Amendments 6 through 8 to Agreement of April 15, 2015, dated June 6, 2019, June 12, 2019 and July 18, 2019, between GOL Linhas Aéreas S.A. and Petrobras Distribuidora S.A., incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2019, as filed on June 29, 2020.+](#)
- [4.4](#) [Amendments 13 through 14 to Agreement of April 15, 2015, dated December 3, 2021 and January 18, 2022, between GOL Linhas Aéreas S.A. and Petrobras Distribuidora S.A., incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2021, as filed on March 16, 2022.+](#)
- [4.5](#) [Aircraft Purchase Agreement, dated October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2012, as filed on April 30, 2013.](#)
- [4.6](#) [Supplemental Agreements 1 and 2 to the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2013, as filed on April 28, 2014.](#)
- [4.7](#) [Supplemental Agreements 3 through 5 to the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2015, as filed on April 28, 2016.](#)
- [4.8](#) [Supplemental Agreements 7 and 8 to the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2016, as filed on May 1, 2017.+](#)
- [4.9](#) [Supplemental Agreements 9, 10 and 11 to the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2019, as filed on March 14, 2019.+](#)
- [4.10](#) [Supplemental Agreement 12 to the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2019, as filed on June 29, 2020.+](#)
- [4.11](#) [Letter Agreement, dated March 20, 2020, supplementing the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2019, as filed on June 29, 2020.+](#)

<a href="#">4.12</a>	<a href="#">Addendum to the Letter Agreement of March 20, 2020, dated June 23, 2020, supplementing the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2020, as filed on March 26, 2021.+</a>
<a href="#">4.13</a>	<a href="#">Amendment 1 to the Letter Agreement of March 20, 2020, dated November 24, 2020, supplementing the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2020, as filed on March 26, 2021.+</a>
<a href="#">4.14</a>	<a href="#">Supplemental Agreement 13, dated July 26, 2021, and Amended and Restated Supplemental Agreement, dated July 31, 2021, to the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2021, as filed on March 16, 2022.+</a>
<a href="#">4.15</a>	<a href="#">Supplemental Agreement 14, dated November 10, 2021, to the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2021, as filed on March 16, 2022.+</a>
<a href="#">4.16</a>	<a href="#">Amendments 2 through 3 to the Letter Agreement of March 20, 2020, dated March 11, 2021 and July 26, 2021, supplementing the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company, incorporated herein by reference from our Annual Report on Form 20-F for the year ended December 31, 2021, as filed on March 16, 2022.+</a>
<a href="#">4.17</a>	<a href="#">Supplemental Agreement 15, dated January 28, 2022, to the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company,*+</a>
<a href="#">4.18</a>	<a href="#">Letter Agreement, dated February 25, 2022, supplementing and amending the Aircraft Purchase Agreement of October 1, 2012, between GAC Incorporated and The Boeing Company,*+</a>
<a href="#">8.1</a>	<a href="#">List of Subsidiaries.*</a>
<a href="#">12.1</a>	<a href="#">Section 302 Certification of Chief Executive Officer.*</a>
<a href="#">12.2</a>	<a href="#">Section 302 Certification of Chief Financial Officer.*</a>
<a href="#">13.1</a>	<a href="#">Section 906 Certification of Chief Executive Officer.*</a>
<a href="#">13.2</a>	<a href="#">Section 906 Certification of Chief Financial Officer.*</a>
<a href="#">15.1</a>	<a href="#">Consent of Ernst &amp; Young Auditores Independentes S/S Ltda.*</a>
101.INS	XBRL Instance Document.*
101.SCH	XBRL Taxonomy Extension Schema.*
101.CAL	XBRL Taxonomy Extension Scheme Calculation Linkbase.*
101.DEF	XBRL Taxonomy Extension Scheme Definition Linkbase.*
101.LAB	XBRL Taxonomy Extension Scheme Label Linkbase.*
101.PRE	XBRL Taxonomy Extension Scheme Presentation Linkbase.*
*	Filed herewith.
+	Certain portions of the exhibit have been omitted from the public filing pursuant to a request for confidential treatment.

**SIGNATURE**

The Company hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on Form 20-F on its behalf.

**GOL LINHAS AÉREAS INTELIGENTES S.A.**

By: /s/ Celso Guimarães Ferrer Junior

Name: Celso Guimarães Ferrer Junior

Title: Chief Executive Officer

By: /s/ Richard F. Lark, Jr.

Name: Richard F. Lark, Jr.

Title: Chief Financial Officer

Dated: March 21, 2023

## Consolidated Financial Statements

GOL Linhas Aéreas Inteligentes S.A.

December 31, 2022

with report of independent registered public accounting firm

---

F-1



**Gol Linhas Aéreas Inteligentes S.A.**

Financial Statements

December 31, 2022

**Contents**

Report of independent registered public accounting firm	03
Consolidated statements of financial position	08
Consolidated statements of operations	10
Consolidated statements of comprehensive income (loss)	11
Consolidated statements of changes in equity	12
Consolidated statements of cash flows	13
Notes to the consolidated financial statements	15

Auditor Data Elements	Year ended	
	December 31, 2022, December 31, 2021 and December 31, 2020	31-Dec-19
Auditor Name	Ernst & Young Auditores Independentes S.S.	KPMG Auditores Independentes Ltda.
Auditor Location	São Paulo, Brazil	São Paulo, Brazil
Auditor Firm ID	1448	1124



## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of  
**Gol Linhas Aéreas Inteligentes S.A.**

### Opinion on the Financial Statements

We have audited the accompanying consolidated statements of financial position of Gol Linhas Aéreas Inteligentes S.A. (the Company) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board – IASB.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated March 21, 2023 expressed an adverse opinion thereon.

### The Company's Ability to Continue as a Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1.3 to the financial statements, the Company has suffered recurring losses from operations, has a working capital deficiency, and has stated that substantial doubt exists about the Company's ability to continue as a going concern. Management's evaluation of the events and conditions and management's plans regarding these matters are also described in Note 1.3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.



### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matters**

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### Passenger transportation revenue

##### *Description of the Matter*

At December 31, 2022, the Company's passenger transportation revenue was R\$14,621 million. As discussed in Note 4.17.1 to the consolidated financial statements, passenger revenue is recognized when air transportation is provided. The passenger transportation revenue recognition process is highly dependent on information technology (IT) systems and internal controls. This process also takes into consideration other complex aspects that may affect revenue recognition, such as recording of tickets sold but not used, credits to passengers related to unused tickets, accounting for the performance obligation of the Company's loyalty program, among others.

Auditing the passenger transportation revenue, including the information reliant on the IT systems impacted by the material weakness, was complex and required performance of incremental audit procedures. Significant judgment was required to design and execute our audit procedures and to assess the sufficiency of the procedures performed and evidence obtained.



#### *How We Addressed the Matter in Our Audit*

To test the passenger transportation revenue, our audit procedures included, among others, designing and performing incremental audit procedures to test the underlying records of transaction data obtained from the IT systems impacted by the material weakness; executing data analytics, including correlation analysis; performing tests of details; tracing transactions to cash receipts and testing the reconciliation of accounting records to transactional data. We also assessed the Company's disclosures in respect of its passenger transportation revenue in Note 27 to the consolidated financial statements.

#### Provision for aircraft and engine return

##### *Description of the Matter*

At December 31, 2022, the Company's provision for aircraft and engine return related to lease return costs for aircraft and engines under lease arrangements totaled R\$2,601 million. As described in Note 4.15.1 to the consolidated financial statements, certain lease arrangements contain provisions for the Company's obligations to fulfill certain return conditions at the end of lease terms. The Company estimates lease return costs for aircraft and engines taking into account the anticipated aircraft and engines' utilization patterns, the historical experience of actual return costs incurred and anticipated return costs.

Auditing the Company's provision for aircraft and engine return involved complex auditor judgment due to the estimation uncertainty of the anticipated aircraft and engines' utilization patterns and anticipated return costs used by management to quantify the provision.

#### *How We Addressed the Matter in Our Audit*

To test the Company's provision for aircraft and engine return, our audit procedures included, among others, evaluating the estimation used by the Company to determine the provision by testing a sample of lease arrangements with return condition clauses; comparing management's plans for future utilization of aircraft and engines against the respective historical utilization patterns. Additionally, we evaluated the reasonableness of the Company's anticipated return costs estimation process by reviewing the market price information applied by the Company as part of the estimation of the provision for aircraft and engine return.

/s/ Ernst & Young Auditores Independentes S/S Ltda.

We have served as the Company's auditor since 2020.

São Paulo, Brazil

March 21, 2023



São Paulo Corporate Towers  
Av. Presidente Juscelino Kubitschek, 1.909  
Vila Nova Conceição  
04543-011 - São Paulo – SP - Brasil  
  
Tel: +55 11 2573-3000  
ey.com.br

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of  
**Gol Linhas Aéreas Inteligentes S.A.**

### Opinion on Internal Control Over Financial Reporting

We have audited Gol Linhas Aéreas Inteligentes S.A.'s internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, because of the effect of the material weaknesses described below on the achievement of the objectives of the control criteria, Gol Linhas Aéreas Inteligentes S.A. (the Company) has not maintained effective internal control over financial reporting as of December 31, 2022, based on the COSO criteria.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. The following material weaknesses have been identified and included in management's assessment. Management has identified material weaknesses related to the identification, design and execution of relevant controls on business, financial reporting processes and information technology general controls (ITGC) related to the information produced by entity that support underlying data used in the execution of internal controls, to fully address the requirements of the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's consolidated statements of financial position as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2022, and the related notes. This material weakness was considered in determining the nature, timing and extent of audit tests applied in our audit of the 2022 consolidated financial statements, and this report does not affect our report dated March 21, 2023, which expressed an unqualified opinion thereon that included an explanatory paragraph regarding the Company's ability to continue as a going concern.

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

EY | 1  
Uma empresa-membro da Ernst & Young Global Limited



We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

#### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young Auditores Independentes S/S Ltda.

São Paulo, Brazil

March 21, 2023

EY | 2  
Uma empresa-membro da Ernst & Young Global Limited



### Consolidated statements of financial position

December 31, 2022 and December 31, 2021  
(In thousands of Reais - R\$)

Assets	Note	2022	2021
<b>Current assets</b>			
Cash and cash equivalents	5	169,035	486,258
Financial investments	6	404,113	291,363
Trade receivables	7	887,734	850,683
Inventories	8	438,865	269,585
Deposits	9	380,267	191,184
Advance to suppliers and third parties	10	302,658	270,342
Recoverable taxes	11	195,175	176,391
Derivative assets	30.2	16,250	4,936
Other credits and amounts		199,446	147,299
<b>Total current assets</b>		<b>2,993,543</b>	<b>2,688,041</b>
<b>Non-current assets</b>			
Financial investments	6	19,305	82,326
Deposits	9	2,279,503	1,757,842
Advance to suppliers and third parties	10	49,698	76,138
Recoverable taxes	11	53,107	72,976
Deferred taxes	12	77,251	75,799
Derivative assets	30.2	13,006	109,124
Other credits and amounts		33,187	41,718
Property, plant and equipment	13	9,588,696	7,675,170
Intangible assets	14	1,862,989	1,823,209
<b>Total non-current assets</b>		<b>13,976,742</b>	<b>11,714,302</b>
<b>Total</b>		<b>16,970,285</b>	<b>14,402,343</b>

The accompanying notes are an integral part of these consolidated financial statements.


**Consolidated statements of financial position**

 December 31, 2022 and December 31, 2021  
 (In thousands of Reais - R\$)

Liabilities and equity (deficit)	Note	2022	2021
<b>Current liabilities</b>			
Loans and financing	15	1,126,629	634,614
Leases	16	1,948,258	2,057,687
Suppliers	17	2,274,503	1,820,056
Suppliers - factoring	18	29,941	22,733
Salaries, wages and benefits		600,451	374,576
Taxes payable	19	258,811	122,036
Landing fees		1,173,158	911,174
Advance ticket sales	20	3,502,556	2,670,469
Mileage program	21	1,576,849	1,298,782
Advances from customers		354,904	237,092
Provisions	22	634,820	477,324
Derivatives liabilities	30.2	519	-
Other liabilities		379,848	455,251
<b>Total current liabilities</b>		<b>13,861,247</b>	<b>11,081,794</b>
<b>Non-current liabilities</b>			
Loans and financing	15	10,858,262	11,265,416
Leases	16	9,258,701	8,705,297
Suppliers	17	45,451	78,914
Salaries, wages and benefits		285,736	25,919
Taxes payable	19	265,112	24,414
Landing fees		218,459	277,060
Mileage program	21	292,455	318,349
Provisions	22	2,894,983	3,109,998
Deferred taxes	12	36,354	411
Derivatives liabilities	30.2	17	-
Other liabilities		312,323	568,449
<b>Total non-current liabilities</b>		<b>24,467,853</b>	<b>24,374,227</b>
<b>Equity (deficit)</b>			
Capital stock	23.1	4,040,397	4,039,112
Advances for future capital increase		-	3
Treasury shares	23.2	(38,910)	(41,514)
Capital reserves		1,178,568	208,711
Equity valuation adjustments		(770,489)	(1,053,082)
Accumulated losses		(25,768,381)	(24,206,908)
<b>Total deficit</b>		<b>(21,358,815)</b>	<b>(21,053,678)</b>
<b>Total liabilities and deficit</b>		<b>16,970,285</b>	<b>14,402,343</b>

The accompanying notes are an integral part of these consolidated financial statements.





## Consolidated statements of operations

Fiscal year ended on December 31, 2022, 2021 and 2020

(In thousands of Reais - R\$, except Basic and Diluted income (loss) per share)

	Note	2022	2021	2020
<b>Net revenue</b>				
Passenger		14,153,076	6,880,135	5,783,323
Mileage program, cargo and other		1,045,649	553,249	588,494
<b>Total net revenue</b>	27	<b>15,198,725</b>	<b>7,433,384</b>	<b>6,371,817</b>
Salaries, wages and benefits		(2,278,823)	(2,034,069)	(1,765,628)
Aircraft fuel		(6,288,371)	(2,631,900)	(2,025,701)
Landing fees		(777,349)	(456,006)	(411,065)
Aircraft, traffic and mileage servicing		(922,366)	(915,373)	(723,244)
Passenger service expenses		(882,842)	(549,517)	(389,998)
Sales and marketing		(817,404)	(406,553)	(324,185)
Maintenance, materials and repairs		(461,612)	(2,200,678)	(335,868)
Depreciation and amortization		(1,720,134)	(1,335,813)	(1,870,552)
Other income (expenses), net		(492,710)	(738,070)	523,019
<b>Total operating costs and expenses</b>		<b>(14,641,611)</b>	<b>(11,267,979)</b>	<b>(7,323,222)</b>
Equity pick up method		-	-	(439)
<b>Income (Loss) before financial income (expenses), exchange rate variation, net and income tax and social contribution</b>		<b>557,114</b>	<b>(3,834,595)</b>	<b>(951,844)</b>
<b>Financial income (expenses)</b>				
Financial income	28	116,517	48,794	187,990
Financial expenses	28	(3,516,884)	(2,201,045)	(1,951,111)
Derivative financial instruments	28	(2,626)	198,752	(73,781)
<b>Total financial income (expenses)</b>		<b>(3,402,993)</b>	<b>(1,953,499)</b>	<b>(1,836,902)</b>
<b>Loss before exchange rate variation, net and income tax and social contribution</b>		<b>(2,845,879)</b>	<b>(5,788,094)</b>	<b>(2,788,746)</b>
Monetary and foreign exchange rate variation, net	28	1,328,204	(1,588,133)	(3,028,547)
<b>Loss before income tax and social contribution</b>		<b>(1,517,675)</b>	<b>(7,376,227)</b>	<b>(5,817,293)</b>
<b>Income tax and social contribution</b>				
Current		(9,302)	(48,862)	(95,537)
Deferred		(34,496)	241,285	17,579
<b>Total income (loss) taxes</b>	12	<b>(43,798)</b>	<b>192,423</b>	<b>(77,958)</b>
<b>Loss for the year</b>		<b>(1,561,473)</b>	<b>(7,183,804)</b>	<b>(5,895,251)</b>
<b>Net income (loss) attributable to:</b>				
Equity holders of the parent company		(1,561,473)	(7,221,538)	(5,988,128)
Non-controlling interest shareholders		-	37,734	92,877
<b>Basic and diluted loss</b>				
	24			
Per common share		(0.109)	(0.545)	(0.481)
Per preferred share		(3.822)	(19.157)	(16.831)

The accompanying notes are an integral part of these consolidated financial statements.


**Consolidated statements of comprehensive income (loss)**

Fiscal year ended on December 31, 2022, 2021 and 2020

(In thousands of Reais - R\$)

	2022	2021	2020
<b>Loss for the year</b>	<b>(1,561,473)</b>	<b>(7,183,804)</b>	<b>(5,895,251)</b>
<b>Other comprehensive income (loss) - items that are or may be reclassified subsequently to profit or loss</b>			
Actuarial income (loss) from post-employment benefits, net of income tax and social contribution	(17,514)	41,524	13,921
Cash flow hedge, net of income tax and social contribution	305,448	392,275	(781,033)
Cumulative adjustment of conversion into subsidiaries	(5,341)	739	1,010
<b>Total</b>	<b>282,593</b>	<b>434,538</b>	<b>(766,102)</b>
<b>Total comprehensive loss for the year</b>	<b>(1,278,880)</b>	<b>(6,749,266)</b>	<b>(6,661,353)</b>
<b>Comprehensive income (loss) attributable to:</b>			
Equity holders of the parent company	(1,278,880)	(6,787,271)	(6,754,221)
Non-controlling interest shareholders	-	38,005	92,868

The accompanying notes are an integral part of these consolidated financial statements.



**Consolidated statements of changes in equity**  
Fiscal year ended on December 31, 2022, 2021 and 2020  
(In thousands of Reais - R\$)

	Capital reserves						Equity valuation adjustments			Effects from changes in the equity investments	Accumulated losses	Deficit attributable to equity holders of the parent company	Non-controlling interests	Total
	Capital stock	Advances for future capital increase	Treasury shares	Premium on transfer of shares	Special premium reserve of subsidiary	Share-based compensation	Cash flow hedge reserve	Post-employment benefits	Cumulative adjustment of conversion into subsidiaries					
<b>Balances as of December 31, 2019</b>	<b>3,008,178</b>	<b>584</b>	<b>(102,543)</b>	<b>17,497</b>	<b>83,229</b>	<b>124,550</b>	<b>(530,043)</b>	<b>(41,045)</b>	-	<b>759,335</b>	<b>(10,996,413)</b>	<b>(7,676,671)</b>	<b>571,254</b>	<b>(7,105,417)</b>
Other comprehensive loss, net	-	-	-	-	-	-	(781,033)	14,376	564	-	-	(766,093)	(9)	(766,102)
Net income (loss) for the year	-	-	-	-	-	-	-	-	-	-	(5,988,128)	(5,988,128)	92,877	(5,895,251)
<b>Total comprehensive income (Expenses) for the year</b>	-	-	-	-	-	-	<b>(781,033)</b>	<b>14,376</b>	<b>564</b>	-	<b>(5,988,128)</b>	<b>(6,754,221)</b>	<b>92,868</b>	<b>(6,661,353)</b>
Stock options exercised	1,258	(584)	-	-	-	-	-	-	-	-	-	674	-	674
Advances for future capital increase	-	1,180	-	-	-	-	-	-	-	-	-	1,180	-	1,180
Treasury shares transferred	-	-	40,328	-	-	(40,328)	-	-	-	-	-	-	-	-
Share-based payments expense	-	-	-	-	-	22,298	-	-	-	-	-	22,298	1,132	23,430
Effects of the change in interest in investment	-	-	-	-	-	-	-	-	477	(829)	-	(352)	352	-
Interest on shareholders' equity distributed by Smiles	-	-	-	-	-	-	-	-	-	-	-	-	(25,573)	(25,573)
<b>Balances as of December 31, 2020</b>	<b>3,009,436</b>	<b>1,180</b>	<b>(62,215)</b>	<b>17,497</b>	<b>83,229</b>	<b>106,520</b>	<b>(1,311,076)</b>	<b>(26,669)</b>	<b>564</b>	<b>759,812</b>	<b>(16,985,370)</b>	<b>(14,407,092)</b>	<b>640,033</b>	<b>(13,767,059)</b>
Other comprehensive income (loss), net	-	-	-	-	-	-	392,275	41,524	468	-	-	434,267	271	434,538
Net income (loss) for the year	-	-	-	-	-	-	-	-	-	-	(7,221,538)	(7,221,538)	37,734	(7,183,804)
<b>Total comprehensive income (loss) for the year</b>	-	-	-	-	-	-	<b>392,275</b>	<b>41,524</b>	<b>468</b>	-	<b>(7,221,538)</b>	<b>(6,787,271)</b>	<b>38,005</b>	<b>(6,749,266)</b>
Share-based payments expense	-	-	-	-	-	21,578	-	-	-	-	-	21,578	263	21,841
Stock options exercised	2,103	(1,177)	-	-	-	-	-	-	-	-	-	926	-	926
Capital increase	420,734	-	-	-	-	-	-	-	-	-	-	420,734	-	420,734
Treasury shares sold	-	-	867	(279)	-	-	-	-	-	-	-	588	-	588
Treasury shares transferred	-	-	19,834	(6,198)	-	(13,636)	-	-	-	-	-	-	-	-
Interest on shareholders' equity distributed by Smiles	-	-	-	-	-	-	-	-	-	-	-	-	(236,992)	(236,992)
Acquisition of interest from non-controlling shareholders	606,839	-	-	-	744,450	-	-	-	(909,980)	-	-	441,309	(441,309)	-
Redemption of preferred shares	-	-	-	-	(744,450)	-	-	-	-	-	-	(744,450)	-	(744,450)
<b>Balances as of December 31, 2021</b>	<b>4,039,112</b>	<b>3</b>	<b>(41,514)</b>	<b>11,020</b>	<b>83,229</b>	<b>114,462</b>	<b>(918,801)</b>	<b>14,855</b>	<b>1,032</b>	<b>(150,168)</b>	<b>(24,206,908)</b>	<b>(21,053,678)</b>	-	<b>(21,053,678)</b>
Other comprehensive income (loss), net	-	-	-	-	-	-	305,448	(17,514)	(5,341)	-	-	282,593	-	282,593
Loss for the year	-	-	-	-	-	-	-	-	-	-	(1,561,473)	(1,561,473)	-	(1,561,473)
<b>Total comprehensive loss for the year</b>	-	-	-	-	-	-	<b>305,448</b>	<b>(17,514)</b>	<b>(5,341)</b>	-	<b>(1,561,473)</b>	<b>(1,278,880)</b>	-	<b>(1,278,880)</b>
Share-based payments expense	-	-	-	-	-	26,184	-	-	-	-	-	26,184	-	26,184
Stock options exercised (Note 23.1)	1,285	(3)	-	-	-	-	-	-	-	-	-	1,282	-	1,282
Capital increase (Note 23.1)	-	-	-	946,261	-	-	-	-	-	-	-	946,261	-	946,261
Treasury shares sold	-	-	37	(21)	-	-	-	-	-	-	-	16	-	16
Treasury shares transferred	-	-	2,567	(1,516)	-	(1,051)	-	-	-	-	-	-	-	-
<b>Balances on December 31, 2022</b>	<b>4,040,397</b>	<b>-</b>	<b>(38,910)</b>	<b>955,744</b>	<b>83,229</b>	<b>139,595</b>	<b>(613,353)</b>	<b>(2,659)</b>	<b>(4,309)</b>	<b>(150,168)</b>	<b>(25,768,381)</b>	<b>(21,358,815)</b>	<b>-</b>	<b>(21,358,815)</b>

The accompanying notes are an integral part of these consolidated financial statements.



**Consolidated statements of cash flows**  
Fiscal year ended on December 31, 2022, 2021 and 2020  
(In thousands of Reais - R\$)

	2022	2021	2020
Loss for the year	(1,561,473)	(7,183,804)	(5,895,251)
<b>Adjustments to reconcile the net loss to cash generated from operating activities</b>			
Depreciation - aeronautical ROU	1,085,629	673,205	813,952
Depreciation and amortization - others	634,505	662,608	1,056,600
Provision for expected credit losses	3,268	1,233	1,095
Provision for inventory obsolescence	4,876	687	702
Provision for reduction of deposits	(37,005)	13,574	186,856
Provision for loss on prepayment from suppliers	(1,091)	(4,364)	31,486
Adjustment to present value of assets and liabilities	239,777	65,818	63,493
Deferred taxes	34,496	(241,285)	(17,579)
Equity pickup	-	-	439
Disposals of property, plant and equipment and intangible assets	68,276	3,881	96,594
Sale-leaseback gains	(140,368)	(5,913)	(551,942)
Termination of obligation due to lease agreement amendment	(176,667)	(27,701)	(104,109)
Provisions and contingencies	278,382	2,408,648	230,101
Actuarial losses from post-employment benefits	-	-	10,677
Foreign exchange and monetary variation, net	(1,327,272)	1,462,918	3,114,032
Interest, costs, discounts and premiums on loans and financing and leases	2,409,208	1,776,717	1,545,847
Result of derivatives recognized in profit or loss	172,506	(131,144)	357,404
Provision for labor obligations	-	-	227,710
Share-based payments	26,184	21,841	23,430
Other provisions	(7,731)	(6,096)	(7,416)
	<b>1,705,500</b>	<b>(509,177)</b>	<b>1,184,121</b>
<b>Changes in operating assets and liabilities:</b>			
Financial investments	(98,500)	50,832	(6,320)
Trade receivables	(44,458)	(111,571)	498,901
Inventories	(174,156)	(74,634)	2,873
Deposits	(307,819)	159,896	(52,016)
Advance to suppliers and third parties	(4,785)	66,354	(238,627)
Recoverable taxes	1,085	255,992	(21,543)
Variable and short-term leases	2,399	16,652	18,731
Suppliers	445,787	241,800	392,236
Suppliers - factoring	7,208	22,733	(143,010)
Advance from ticket sales	832,087	619,670	84,651
Mileage program	252,173	36,169	400,288
Advances from customers	117,812	209,195	11,473
Salaries, wages and benefits	485,692	65,825	(289,050)
Landing fees	203,383	280,276	179,619
Taxes obligation	378,030	83,430	82,716
Derivatives	(53,200)	128,415	(779,462)
Provisions	(444,358)	(507,158)	(301,297)
Other assets and liabilities, net	(163,543)	418,228	444,990
Interest paid	(971,008)	(704,409)	(619,557)
Income tax and social contribution paid	(557)	(42,956)	(95,781)
<b>Net cash flows from operating activities</b>	<b>2,168,772</b>	<b>705,562</b>	<b>753,936</b>
Financial investments in subsidiary - Smiles	-	594,300	171,634
Advances for property, plant and equipment acquisition, net	(92,811)	(319,927)	(96,537)
Acquisition of property, plant and equipment	(645,056)	(315,995)	(501,416)
Return of advance for property, plant and equipment acquisition	-	-	73,600
Sale-leaseback transactions received	69,819	14,584	448,482
Acquisition of intangible assets	(119,462)	(152,584)	(63,993)
<b>Net cash flows from (used in) investing activities</b>	<b>(787,510)</b>	<b>(179,622)</b>	<b>31,770</b>



**Consolidated statements of cash flows**  
 Fiscal year ended on December 31, 2022, 2021 and 2020  
 (In thousands of Reais - R\$)

Loans and financing issued, net of costs	110,000	2,893,170	2,933,529
Loans and financing payments	(373,764)	(1,533,575)	(3,748,239)
Payments of leases liabilities - aeronautical ROU	(2,317,125)	(1,431,689)	(1,017,599)
Payments of leases liabilities - others	(40,216)	(17,596)	(41,093)
Treasury shares sold	16	588	-
Capital increase	947,543	420,734	1,180
Shares to be issued	-	926	674
Dividends and interest on shareholders' equity paid to non-controlling interests	-	(260,131)	(63,949)
Acquisition of interest from non-controlling shareholders	-	(744,450)	-
<b>Net cash flows used in financing activities</b>	<b>(1,673,546)</b>	<b>(672,023)</b>	<b>(1,935,497)</b>
Foreign exchange variation on cash held in foreign currencies	(24,939)	(30,489)	167,196
<b>Net decrease in cash and cash equivalents</b>	<b>(317,223)</b>	<b>(176,572)</b>	<b>(982,595)</b>
Cash and cash equivalents at the beginning of the year	486,258	662,830	1,645,425
Cash and cash equivalents at the end of the year	169,035	486,258	662,830

Transactions that do not affect cash are presented in Note 31 of these financial statements.

The accompanying notes are an integral part of these consolidated financial statements.



**Notes to the financial statements**

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

**1. Operating context**

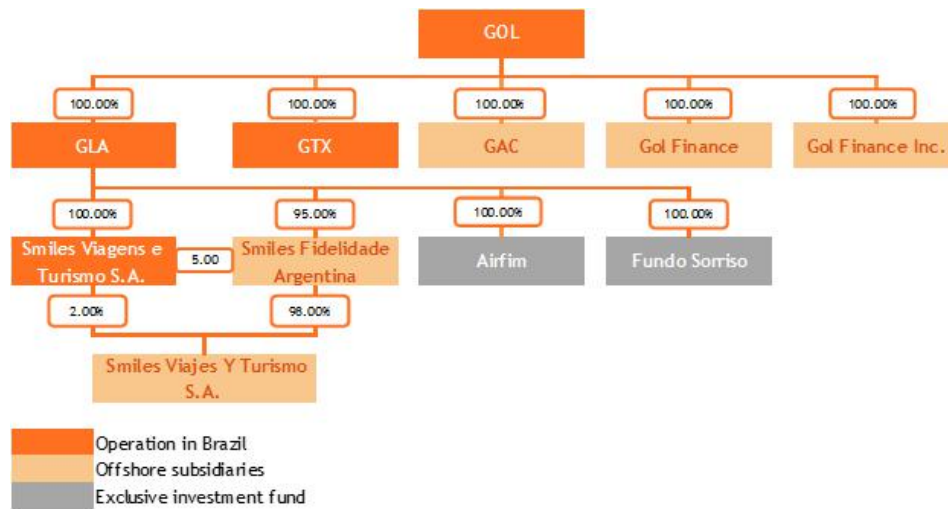
Gol Linhas Aéreas Inteligentes S.A. (“Company” or “GOL”) is a limited liability company incorporated on March 12, 2004 under Brazilian laws. The Company’s bylaws states that the corporate purpose is exercising the equity control of GOL Linhas Aéreas S.A. (“GLA”), which provides scheduled and non-scheduled air transportation services for passengers and cargo, maintenance services for aircraft and components, develops frequent-flyer programs, among others.

The Company’s shares are traded on B3 S.A. - Brasil, Bolsa, Balcão (“B3”) and on the New York Stock Exchange (“NYSE”) under the ticker GOLL4 and GOL, respectively. The Company adopts B3’s Special Corporate Governance Practices Level 2 and is part of the Special Corporate Governance (“IGC”) and Special Tag Along (“ITAG”) indexes, created to distinguish companies that commit to special corporate governance practices.

The Company’s official headquarters are located at Praça Comandante Linneu Gomes, s/n, portaria 3, prédio 24, Jardim Aeroporto, São Paulo, Brazil.

**1.1. Corporate structure**

The corporate structure of the Company and its subsidiaries, on December 31, 2022, is shown below:





## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The Company's equity interest in the capital stock of its subsidiaries, on December 31, 2022, is presented below:

Entity	Incorporation date	Location	Principal Activity	Type of control	% of interest in the capital stock in the capital stock	
					2022	2021
GAC	March 23, 2006	Cayman Islands	Aircraft acquisition	Direct	100.00	100.00
Gol Finance Inc.	March 16, 2006	Cayman Islands	Fundraising	Direct	100.00	100.00
Gol Finance	June 21, 2013	Luxembourg	Fundraising	Direct	100.00	100.00
GLA	April 9, 2007	Brazil	Flight transportation	Direct	100.00	100.00
GTX	February 8, 2021	Brazil	Equity in companies	Direct	100.00	100.00
Smiles Viagens	August 10, 2017	Brazil	Tourism agency	Indirect	100.00	100.00
Smiles Fidelidade Argentina (a)	November 7, 2018	Argentina	Loyalty program	Indirect	100.00	100.00
Smiles Viajes y Turismo (a)	November 20, 2018	Argentina	Tourism agency	Indirect	100.00	100.00
AirFim	November 7, 2003	Brazil	Investment fund	Indirect	100.00	100.00
Fundo Sorriso	July 14, 2014	Brazil	Investment fund	Indirect	100.00	100.00

(a) Companies with functional currency in Argentine pesos (ARS).

The subsidiaries GAC Inc., GOL Finance and GOL Finance Inc. are entities created for the specific purpose of continuing financial operations and related to the Company's fleet. They do not have their own governing body and decision-making autonomy. Therefore, their assets and liabilities are consolidated in the parent company.

GTX S.A., direct subsidiary by the Company, is pre-operational and its corporate purpose is to manage its own assets and have an interest in the capital of other companies.

Smiles Viagens e Turismo S.A. ("Smiles Viagens"), has as main purpose intermediating travel organization services by booking or selling airline tickets, accommodation, tours, among others. The subsidiaries Smiles Fidelidade Argentina and Smiles Viajes Y Turismo S.A., both headquartered in Buenos Aires, Argentina, have the purpose to promote Smiles Program's operations and the sale of airline tickets in this country.

The investment funds Airfim and Fundo Sorriso, controlled by GLA, have the characteristic of an exclusive fund and act as an extension to carry out operations with derivatives and financial investments, so that the Company consolidates the assets and liabilities of this fund.

### 1.2. Impacts and measures taken by the management regarding Covid-19 and the Russian invasion of Ukraine

The first days of 2022 featured a significant growth in Covid-19 cases, with the "Omicron" variant, which led to flights cancelled by several companies in Brazil and worldwide. Through its flexible business model based on a single type of fleet, GOL did not see any operational impact in the period, with regularity above 99% and market leadership in domestic routes.

In February 2022, Russia launched a military invasion of Ukraine, severely escalating the existing conflict between these countries and generating impacts of reduction in global investments and in the supply of oil production due to the sanctions imposed by the international community on Russia. As a consequence, Brent and WTI oil, as well as the differentials for Heating Oil and Jet Fuel distillates rose sharply during the year 2022, higher than the previous period and resulted in the historical record level of aviation kerosene prices for the third quarter of 2022, as seen in the increase in costs. In view of this increase, the Company uses its capacity management to optimize the pricing of its fares, increase productivity and mitigating cost increase, in addition to evaluating protection strategies of future exposure and participate in sectoral negotiations in order to mitigate the impact on the operating margin.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The results of the period demonstrate a consistent recovery in demand, with plans to return to pre-pandemic levels in the coming quarters, with the Company having increased the domestic offer, measured by the ASK, at 40.2% on this period compared to the same period in 2021 and observed an increase of 36.7% in domestic demand, measured by RPK following the same comparison.

In order to keep up with the resumption of demand and increase its positioning in the regional market, the Company, in addition to inaugurating new routes in this market, also signed agreements with new partners and expanded frequencies on previously operated routes.

### 1.2.1 Impacts on the financial statements

Throughout 2022, the operational network resumed and the offer normalized at levels close to 2019, having reached in the fourth quarter of 2022 86% of the supply equivalent to the same period of 2019. However, the result for the period bears the impacts of the pandemic period that led to a reduction in the network.

In the preparation of this financial statement, the Management considered the most recent forecasts available, duly reflected in the Company's business plans.

### 1.3. Capital structure and net working capital

On December 31, 2022, the Company's negative consolidated net working capital reached R\$10,867,704 (R\$8,393,753 negative on December 31, 2021). This is mainly due to an increased advance ticket sales and frequent-flyer program, on December 31, 2022, these obligations totaled R\$5,079,405 (R\$3,969,251 on December 31, 2021), which are expected to be substantially carried out with the Company's services.

On December 31, 2022, the Company also had a negative shareholders' equity position attributed to the controlling shareholders, totaling R\$21,358,815 (R\$21,053,678 negative on December 31, 2021). The variation observed is mainly due to loss for the period, partially offset by the capital increase carried out in the context of the investment agreement with American Airlines (see Note 1.4).

The Company is highly sensitive to the macroeconomic scenario and Brazilian Real's volatility, as approximately 93.7% of the indebtedness (loans and financing and leases) is linked to US dollars ("US\$") and 47.8% of costs are also linked to US dollars, while the capacity to adjust ticket prices charged to its customers in order to offset the U.S. dollar appreciation is dependent on capacity (offer) and ticket prices practiced by the competitors.

Over the past five years, Management has taken many measures to adapt the size of its fleet to demand, matching the supply of seats to demand and thus keeping high load factors, reducing costs and adjusting its capital structure, with highlight to the issuance of Senior Secured Amortizing Notes, in the amount of US\$ 196 million (Note 1.9) in 2022, and in 2023 the closing of the transaction related to the issuance of Senior Secured Notes due in 2028, in the amount of US\$ 1.4 billion (Note 1.7 and 33.2). These measures will lead to an improvement in the Company's capital structure and liquidity.

Our financial statements have been prepared on an accounting base of continuity, which includes the continuity of operations, realization of assets and compliance with liabilities and commitments in the usual course of business, in compliance with the business plan prepared by Management, reviewed and approved, by GOL's Board of Directors.





## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

Although there is still significant uncertainty about how long it will take for the airline industry to recover, and this leads to a material uncertainty about our ability to remain in operation, on December 31, 2022, the financial statements do not include any adjustments that may result from the inability to continue operating.

### 1.4. American Airlines investment agreement

In the year ended December 31, 2022, GOL and American Airlines formalized an agreement to expand their commercial cooperation, with an investment of R\$948,320, paid up in cash by American Airlines for 22,224,513 preferred shares of the Company.

As of this transaction, American Airlines has the right to appoint a member to the Company's Board of Directors for the next 3 years, having appointed Mr. Anmol Bhargava.

The exclusive codeshare agreement furthers the relationship between the two airlines, with more travel opportunities for passengers and improving the customer experience and GOL's competitive position on routes that connect North and South America. The investment agreement, in addition to the terms of confidentiality, exclusivity and cooperation, provides for certain restrictions on changes in the Company's capital.

### 1.5. Acceleration of fleet transformation

In the fiscal year ended December 31, 2022, the Company received 15 Boeing 737-MAX aircraft, and continued the fleet transformation plan to replace Boeing 737 NG aircraft with Boeing 737-MAX aircraft.

The Boeing 737-MAX consumes around 15% less fuel and produces around 16% less carbon and 40% less noise, besides having a longer flight range when compared to Boeing 737-NG aircraft.

With the demand's recovery, the advanced vaccination in several states and markets, operations close to resuming pre-pandemic levels and significantly higher macroeconomic variables linked to costs due to the exchange rate and mainly the aviation fuel price, there is an increased need to advance the replacement of the current fleet of 737 NG.

In addition, the Company managed to obtain agreements to acquire new 737 MAX aircraft with more favorable conditions compared to the pre-pandemic period, due to new facility lines to finance these aircraft and balance the Company's financing portfolio.

Due to the advanced fleet transformation, the Company will return 737-NG aircraft, with relevant future disbursements estimated, as disclosed in Note 23.2, which may be compensated with deposits disclosed in Note 12.

### 1.6. Landmark cargo and logistics services agreement

In April 2022, the Company signed a 10-year cargo service agreement with Mercado Livre. This agreement provides for a dedicated cargo fleet with 6 (six) Boeing 737-800 BCFs, allowing including another 6 cargo aircraft by 2025. During the year ended December 31, 2022, the Company received 2 cargo aircraft, having started operations in September of 2022.

GOL's agreement with Mercado Livre is part of the Company's investment to meet the needs of the growing Brazilian e-commerce market. As a result, the Company plans to expand its services and significantly increase the available cargo carrying capacity in tons in 2023 to generate additional revenue.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 1.7. Agreement between the Controlling Shareholder and Main investors of Avianca

On May 11, 2022, the Company received a mail from its controlling shareholder MOBI Fundo de Investimento em Aço Investimento no Exterior (“MOBI FIA”) notifying that a Master Contribution Agreement was signed with the main shareholders of Investment Vehicle 1 Limited (“Avianca Holding”), including Kingsland International Group S.A., Elliott International L.P. and South Lake One LLC.

Under the Master Contribution Agreement, MOBI FIA will contribute with its shares in GOL and major investors in Avianca Holding will contribute with their shares in Avianca Holding to create a privately held company, incorporated under the laws of England and Wales. GOL and Avianca will continue to operate independently and keep their brands and cultures.

On March 1<sup>st</sup>, 2023, the Company's controlling shareholder, MOBI FIA, announced the completion of the corporate transaction provided for in the Master Contribution Agreement, on this date transferred to Abra Group Limited, a company incorporated under the laws of England and Wales (“Abra”) all shares issued by the Company held by MOBI FIA. On March 3, 2023 the Company announced the closing of the private placement with Abra's investors and concurrently the Company completed the closing of Abra's private investment in the Company through Senior Secured Notes due 2028 which will be issued in the amount of US\$1.4 billion.

The Master Contribution Agreement provides that the main investors of Avianca and other parties to the Master Contribution Agreement will contribute their shares issued by Avianca to Abra, in exchange for common shares issued by Abra, which is expected to be completed by the end of the March. The parties to the Master Contribution Agreement will enter into a Shareholders' Agreement to govern their rights and obligations as shareholders of Abra, with MOBI FIA (and, indirectly, the Constantino brothers) and the Major Investors of Avianca becoming co-controllers of Abra.

### 1.8. Acquisition of MAP Transportes Aéreos

On June 8, 2021, GOL signed an agreement to acquire MAP Transportes Aéreos Ltda., a domestic Brazilian airline with routes to regional destinations from Congonhas Airport in São Paulo, considering the Company's commitment to expand the air transportation demand and rationally consolidate in the domestic market as the country's economy recovers from Covid-19.

On December 30, 2021, through SG Order 1929/2021, the Administrative Council for Economic Defense (CADE) approved the operation without restrictions. The conclusion of the transaction is subject to other precedent conditions, which have not yet been fulfilled. Therefore, on December 31, 2022, there are no impacts on the Company's Financial Statements.

MAP may be acquired for R\$28 million, to be paid only after meeting all precedent conditions, through 100,000 preferred shares (GOLL4) at R\$28.00 per share and R\$25 million in cash in 24 monthly installments. At closing, the Company will assume up to R\$100 million in MAP's financial commitments.

This transaction should bring as main benefits: (i) expanded new routes; (ii) higher seat supply to historically under-offered markets; and (iii) improved efficient operations.

### 1.9. Issuance of Senior Secured Amortizing Notes

On December, 2022 GOL, through its subsidiary GOL Finance, issued Senior Secured Amortizing Notes bearing 5.00% p.a. and maturing in 2026 (series A) and Subordinated Secured Amortizing Notes bearing 3.00% p.a. and maturing in 2025 (series B), in a total volume of US\$196 million.

The Notes were issued in exchange for full compliance, at 100% of face value, with certain lease payment obligation for aircraft that are under deferral arrangements, among other obligations that participating aircraft lessors have elected to exchange for Notes.

The Notes have an average grace period of 12 months. After the grace period, the Series A Notes will be amortized in ten equal quarterly installments and the Series B Notes will be amortized in nine equal quarterly installments and will be contractually subordinated to the Series A Notes. The Notes may be redeemed by GOL at any time at face value and are guaranteed by a fiduciary assignment of receivables unencumbered by GOL Linhas Aéreas S.A. (“GLA”).



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 1.10. Compliance program

On September 15, 2022, the Company entered into an agreement with the Comptroller General of the Union of Brazil ("CGU"), with the United States Department of Justice ("DoJ") and with the U.S. Securities and Exchange Commission ("SEC") to terminate investigations into payments made by GOL between 2012 and 2013 to politically exposed persons, including Brazilian government officials, as a result of a December 2016 GOL report to the SEC and to the Securities and Exchange Commission ("CVM").

Pursuant to the agreements entered into, the authorities acknowledged the *Compliance* program, internal controls, and Company's anti-corruption procedures: (a) GOL agreed to pay the full amount of US\$3.4 million to CGU to be deducted from payments due to the DoJ and SEC as described below; (b) the DoJ has agreed by the filing of the indictment, whereby it was determined that no compliance monitoring will be required and that the company agreed to report annually, for three years, to the DoJ remediation and implementation of *Compliance* measures related to anti-corruption policies, procedures and practices; (c) GOL agreed to pay US\$17.0 million to the DoJ and US\$24.5 million to the SEC in penalties and interest for the early judgment related to the reduction of payroll tax and fuel tax between 2012 and 2013 that benefited the Company along with other companies and airlines. Of which US\$20.25 million has been paid to the DoJ and SEC, with US\$12.6 being paid in September 2022 and US\$7.65 in December 2022. The balance will be paid in the next two years; and (d) the payment of US\$3.4 million by GOL to CGU which, as described above, will be credited by the DoJ and the SEC and may be deducted from the payments due to them.

### 2. Management's statement, basis for preparing and presenting the financial statements

The Company's financial statements were prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

The Company's financial statements were prepared using the Brazilian Real ("R\$") as the functional and presentation currency. Figures are expressed in thousands of Brazilian reais, except when stated otherwise. The items disclosed in foreign currencies are duly identified, when applicable.

The preparation of the Company's financial statements requires Management to make judgments, use estimates, and adopt assumptions affecting the stated amounts of revenues, expenses, assets, and liabilities. However, the uncertainty inherent in these judgments, assumptions, and estimates could give rise to results that require a material adjustment of the book value of certain assets and liabilities in future reporting fiscal years.

The Company is continually reviewing its judgments, estimates, and assumptions.

The Management, when preparing these financial statements, used the following disclosure criteria: (i) regulatory requirements; (ii) relevance and specificity of the information on the Company's operations to users; (iii) the informational needs of users of financial statements; and (iv) information from other entities in the same industry, mainly in the international market.

The Management confirms that all the material information in these financial statements are being demonstrated and corresponds to the information used by the Management in the development of its business management activities.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The financial statements have been prepared based on historical cost, with the exception of the following material items recognized in the statements of financial positions:

- cash, cash equivalents and financial investments measured at fair value;
- derivative financial instruments measured at fair value; and
- investments accounted for using the equity method.

The Company's financial statements as of December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020 have been prepared assuming that it will continue as going concern, realizing assets, and settling liabilities in the normal course of business. See details in Note 1.3, regarding significant uncertainty about our ability to continue as a going concern.

The Company revised aggregations in the presentation of Financial Results, net as of December 31, 2022, and accordingly reclassified the same items in the Consolidated statements of operations and in the respective Notes of December 31, 2021 and December 31, 2020, in order to improve the comprehensibility of the information and comparability between the periods, in accordance with to IAS 1.

### 3. Approval of consolidated statements

The approval and authorization for the issuance of these financial statements took place at the Board of Directors' meeting held on March 21, 2023.

### 4. Summary of significant accounting practices

#### 4.1. Consolidation

The Company consolidates all entities over which it has control, control is obtained when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to direct the relevant activities of the investee.

It is usually assumed that a majority of voting rights results in control. To support this assumption, and when the Company holds less than a majority of the voting rights of an investee, the Company considers all relevant facts and circumstances when assessing if it has power over an investee. The Company reassesses if it has control of an investee if facts and circumstances indicate changes in one or more elements of control listed above.

The consolidation of a subsidiary starts when the Company obtains control over the subsidiary. It ends when the Company loses control over the subsidiary. The change in equity interest in a subsidiary, without losing control, is accounted for as an equity transaction.

Accounting practices were uniformly applied to all consolidated companies, consistent with those used by the parent company and adopted in the previous year. All transactions and balances between GOL and its subsidiaries were eliminated in the consolidation, as well as the unrealized profits or losses from these transactions, including charges and taxes. The income (expenses) and each component of other comprehensive income (expenses) are attributed to both the shareholders of the parent company and to the non-controlling shareholders, even if doing so results in a loss to non-controlling shareholders.

#### 4.2. Cash and cash equivalents

The Company classifies in this group the balances of cash, automatic bank deposits, financial investments, and securities with immediate liquidity, which, according to analyzes, are readily convertible into a known amount of cash with an insignificant risk of change in value. Financial investments classified in this group, due to their very nature, are measured at fair value through income (expenses) and will be used by the Company in a short period of time.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.3. Financial investments

In the presentation and measurement of financial assets, the Company considers the provisions of IFRS 9 - "Financial Instruments", which establishes that financial assets must be initially measured at fair value less costs directly linked to their acquisition. In turn, the subsequent measurement is divided into two categories:

#### 4.3.1. Amortized cost

Financial investments are measured at amortized cost when both of the following conditions are met:

- the Company plans to hold the financial asset to collect the contractual cash flows; and
- the contractual cash flows represent only the payments of interest and principal ("SPPI").

#### 4.3.2. Fair value

Financial investments measured at fair value are divided into two categories:

- through comprehensive income (expenses): this category is applicable when both of the following conditions are met: (i) the Company plans to hold the financial asset to collect the contractual cash flows and sell the asset; and (ii) the contractual cash flows represent SPPI;
- through profit or loss: considered a residual category, that is, if the Company does not plan to hold the financial asset to collect the contractual cash flows and/or sell the asset, it must be measured at fair value through profit or loss. The Company may also choose, upon initial recognition, to designate the financial asset as measured at fair value through profit or loss, to eliminate or significantly reduce measurement or recognition inconsistencies, called "accounting mismatch". The financial instruments designated at fair value through profit or loss are to eliminate or significantly reduce an accounting mismatch, thus appraised at market value.

Financial Investments assigned as guarantees linked to short- and long-term financial instruments, deposits for leasing operations and other passive operations are disclosed in Note 6.

### 4.4. Trade receivables

They are measured based on the invoiced figure, net of allowance for expected loss, and approximate the fair value given their short-term nature. In compliance with IFRS 9 - "Financial Instruments", the allowance for expected loss on trade receivables accounts was measured through a simplified approach, using historical data, projecting the expected loss over the contractual life, by segmenting the receivables portfolio into groups that have the same receipt pattern and according to the respective maturity terms. In addition, for certain cases, the Company carries out individual analyzes to assess the receipt risks.

### 4.5. Inventories

Inventory balances mainly include materials for maintenance and replacement of parts. Inventories are measured at the average acquisition cost plus expenses such as non-recoverable taxes and customs expenses incurred in the acquisition and transportation expenses until the current location of the items. Provisions for inventory obsolescence are recorded for those items that have no expectation of realization.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.6. Income tax and social contribution

#### 4.6.1. Current taxes

In Brazil, includes income tax (“IRPJ”) and social contribution on profit (“CSLL”), which are calculated monthly based on the taxable income, after offsetting tax losses and negative social contribution base, limited to 30% of the taxable income, applying the rate of 15% plus an additional 10% for the IRPJ and 9% for the CSLL.

#### 4.6.2. Deferred taxes

Deferred taxes represent credits and debits on IRPJ’s tax losses and negative CSLL bases, as well as temporary differences between the tax and accounting bases. Deferred tax and contribution assets and liabilities are classified as non-current.

An impairment loss on these assets is recognized when the Company’s internal studies indicate that the future use of these credits is not probable.

Deferred tax assets and liabilities are shown net if there is an enforceable legal right to offset tax liabilities against tax assets. However, for presentation purposes, if related to taxes levied by the same tax authority under the same taxable entity, the balances of tax assets and liabilities that do not meet the legal criterion of realization are disclosed separately. Deferred tax assets and liabilities were measured at the rates that are expected to be applicable in the period in which the asset is realized, or the liability is settled, based on the tax rates and legislation in force on the date of the financial statements.

The forecast of future taxable income on tax losses and negative social contribution base is prepared based on the business plans and are reviewed and approved annually by the Company’s Board of Directors.

### 4.7. Rights and obligations with derivative financial instruments

Variations in interest rates, foreign exchange rates and aviation fuel prices expose the Company and its subsidiaries to risks that may affect their financial performance. To mitigate such risks, the Company, through its subsidiaries, contracts derivative financial instruments that may or may not be designated for hedge accounting and, if designated, are classified as cash flow hedge.

Derivatives financial instruments are measured at fair value at recognition and at subsequent reporting dates.

#### 4.7.1. Derivative financial instruments not designated as hedge accounting

The Company may contract derivative financial instruments that are not designated for hedge accounting when the Risk Management’s purposes do not require such classification. Transactions not designated as hedge accounting have the change in their fair value accounted for directly in the financial income (expenses).



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.7.2. Derivative instruments classified as cash flow hedge

The instruments designated as cash flow hedge have the purpose of protecting future income (expenses) from changes in interest rates, fuel prices and in foreign exchange. The actualness of the variations is estimated based on statistical methods of correlation and by the proportion between the hedge's gains and losses and the variation of the costs and expenses protected. The actual variations in fair value are recorded in the shareholders' equity in "Other comprehensive income", up to the recognition of the result of the hedged object. The inefficiencies found in each reporting period are recognized in the financial income (expenses). The hedge transactions recorded in "Other comprehensive income" are net of tax effects.

### 4.7.3. Derecognition and write-off of derivative financial instruments

The hedge accounting is discontinued prospectively when the Company and its subsidiaries (i) cancel the protection relationship; (ii) the derivative instrument expires or is sold, terminated or executed, (iii) when there is low predictability of realization of the hedge's object, or (iv) when it no longer qualifies as hedge accounting. If the operation is discontinued, any gains or losses previously recognized in "Other comprehensive income" and year-to-date in the shareholders' equity up to that date are immediately recognized in the result for the year.

## 4.8. Deposits

### 4.8.1. Deposits for the maintenance of aircraft and engines

Refer to payments made in US dollars to lessors for the future maintenance of aircraft and engines. The realization of these assets occurs, substantially, in the use of the deposit for payment to the workshop when the maintenance is carried out or through the receipt of financial resources, according to the negotiations carried out with the lessors. The exchange rate change of these payments is recognized as an expense or income in the financial income (expenses). The Management regularly assesses the impairment of these deposits based on the eligibility of the application of such amounts in future maintenance events and believes that the figures reflected in the balance sheet are realizable.

Some of the agreements foresee that, if there are no maintenance events with the possibility of using the deposits, the deposits for this operation are not refundable. Such amounts are retained by the lessor and represent payments made according to the use of the components until the return date. Accordingly, the amounts in this category are recognized directly in the income (expenses) for the fiscal year under "Maintenance, material and repairs", considering the regular impairment test or when the asset is returned.

### 4.8.2. Court deposits

In the course of the lawsuits brought against the Company and on which the legitimacy of the claims is questioned, the Company may be required to make appeals and/or judicial deposits to continue its defense strategy. These amounts are monetarily restated, mostly by inflation indexes, and are characterized as not immediately available resources by the Company, pending a judicial decision.

### 4.8.3. Deposits in guarantee and collateral for lease agreements

Deposits and guarantees are denominated in U.S. dollars and updated monthly by the foreign exchange rates. Deposits are refundable to the Company at the end of the lease agreements or offset against future obligations formalized upon return of the leased asset.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.9. Property, plant and equipment

Property, plant and equipment, including rotables (spare parts), are recorded at acquisition and/or construction cost. Interest and financial charges directly related to the acquisition, construction or production of a good that necessarily requires significant time to complete are capitalized as part of the cost of the corresponding asset.

Every item of the property, plant and equipment that has a significant cost in relation to the total asset is depreciated separately. The estimated economic useful life of property, plant and equipment, for purposes of depreciation, is shown in Note 13.

The estimated market price at the end of its useful life is the premise used to set the residual value of the Company's property, plant and equipment. The residual value and useful life of the assets are reviewed annually by the Company. Any variation due to changes in the expectation of using such items results in prospective changes.

The book value of the property, plant and equipment is analyzed to verify possible impairment loss when facts or changes in circumstances indicate that the book value is greater than the estimated recoverable amount. The book value of the aircraft is annually tested for impairment, even if there are no circumstances that indicate losses.

An item of property, plant and equipment is written-off after disposal or when there are no future economic benefits resulting from the continued use of the asset. Any gains or losses on the sale or write-off of an item are established by the difference between the amount received on the sale and the book value of the asset and are recognized in the income (expenses).

Additionally, the Company adopts the following treatment for the groups below:

#### 4.9.1. Prepayments for aircraft acquisition

Refers to prepayments in U.S. dollars made to Boeing for the acquisition of 737-MAX aircraft. Prepayments are converted at the historical rate.

#### 4.9.2. Lease agreements

Lease agreements are recognized, measured, presented and disclosed in accordance with IFRS 16 - "Leases". The Company adopts exemptions for lessees, set forth in the standard, for short-term leases and "low value" assets.

##### 4.9.2.1. Right-of-use assets

The Company recognizes the right-of-use assets on the starting date of the lease (that is, on the date when the underlying asset is available for use). The cost of right-of-use assets includes the amount of recognized lease liabilities, initial direct costs incurred and lease payments made up to the starting date, less any lease incentives received. The initial measurement of a right-of-use asset also includes an estimate of the costs to be incurred by the Company when returning the underlying asset, restoring the underlying asset to the condition required by the lease terms and conditions. The Company incurs an obligation for these costs, either on the start date or due to using the underlying asset during the term of the contract.

After the start date, the right-of-use are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any new remeasurements of lease liabilities. Right-of-use assets are depreciated on a straight-line basis over the shortest period between the lease term and the estimated useful lives of the assets. In certain cases, if the ownership of the leased asset is transferred to the Company at the end of the lease term or if the cost represents the exercise of a call option, depreciation is calculated using the estimated useful life of the asset.





## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.9.2.2. Lease liabilities

On the lease's start date, the Company recognizes lease payments to be made during the lease term, according to the agreement schedule, measured at the present value. Lease payments include: (i) fixed payments (including fixed payments in-substance) less any lease incentives receivable; (ii) variable lease payments that depend on an index or rate and; (iii) expected amounts to be paid under residual value guarantees. Lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payment of fines for terminating the lease, if the lease term reflects the exercise of the option to terminate the lease by the Company.

When calculating the present value of lease payments, the Company uses its incremental loan rate on the starting date when the interest rate implied by the lease cannot be immediately determined.

Variable lease payments that do not depend on an index or rate recognized as expenses in the period in which the event or condition that generates these payments occurs.

After the start date, the value of the lease liability is increased to reflect the time elapsed and, therefore, the increase in interest and reduced for the lease payments made. In addition, the book value of lease liabilities is remeasured if there is a change in leases, considering changes in the lease term, changes in lease payments (for example, changes in future payments resulting from a change in an index or rate used to determine such lease payments) or changes in the valuation of a call option on the underlying asset.

The Company reassess the lease liability whenever certain events occur and recognizes the remeasured balance of the lease liability as an adjustment to the right-of-use asset. However, if the book value of the right-of-use asset is reduced to zero and there is a further reduction in the measured lease liability, the Company recognizes any remaining balance of the remeasured in income (expenses).

### 4.9.2.3. Sale-leaseback transactions

Sale-leaseback transactions occur when the Company sells an asset and leases it back. These transactions are initially analyzed within the scope of IFRS 15 - "Revenue from Contracts with Customers" with the aim of verifying whether the performance obligation has been met, and therefore accounting for the sale of the asset.

Once this requirement has been met, the calculation to recognize the result of sale-leaseback transactions uses the fair value of the negotiated asset as a reference. For new goods, the source of information to obtain the fair value is the market price for items of a similar nature, considering the good's conditions. If the item already belongs to Gol, the calculation for fair value intelligence is carried out using an internal methodology, based on the methodology applied in the market.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

After the fair value is defined, gains or losses are initially calculated based on the difference between the fair value and the book value of the assets and subsequently adjusted according to the proportionality of the right of use transferred to the lessor (the latter being the actual value recognized in the result as income or loss).

The proportionality calculation is carried out considering the present value of the lease payments adjusted by the advances or additional financing.

### 4.9.3. Capitalization of expenses with major maintenance of engines, aircraft, landing gear and APU (auxiliary power units)

Expenses with major maintenance events, which include replacement of parts and labor, are capitalized only when there is an extension of the estimated useful life of the corresponding asset. Such costs are capitalized and depreciated over the estimated period to be incurred until the next major maintenance or the return of the asset, whichever occurs first. Expenses incurred that do not extend the useful lives of assets are recognized directly in the statement of operations.

## 4.10. Intangible assets

### 4.10.1. Finite useful life

Intangible assets acquired are measured at the cost of their initial recognition. The useful life of an intangible asset is evaluated as finite or indefinite. Intangible assets generated internally, excluding development costs, are not capitalized, and the expense is reflected in the statement of operations for the fiscal year in which it was incurred.

Intangible assets with finite lives are amortized over their useful economic lives and are assessed for impairment whenever there is an indication of impairment. The amortization period and method for an intangible asset with a finite life are reviewed at least at the end of each fiscal year. The amortization of intangible assets with finite lives is recognized in the statement of operations in the expense category consistent with the useful economic life of the intangible asset.

### 4.10.2. Indefinite useful life

#### 4.10.2.1. Goodwill for Expected Future Profitability

In this category, the amounts corresponding to the goodwill arising from business combinations carried out by the Company and its subsidiaries are recorded. The goodwill value is tested annually by comparing the book value with the recoverable value of the cash-generating unit. Management evaluates and establishes assumptions to assess the impact of macroeconomic and operational changes, to estimate future cash flows and measure the recoverable value of assets.

#### 4.10.2.2. Airport operation rights ("Slots")

In the business combination of GLA and Webjet, slots were acquired, recognized at their fair values on the acquisition date and were not amortized. The estimated useful life of these rights was considered indefinite due to several factors and considerations, including requirements and permits to operate in Brazil and the limited availability of use rights at the most important airports in terms of air traffic volume. The book value of these rights is assessed annually, based on cash-generating unit regarding its recoverable amount or in cases of changes in circumstances that indicate that the book value may not be recoverable.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.11. Impairment of non-financial assets

The Company annually reviews internal and external sources of information to assess events or changes in economic and technological conditions, or in operations that may indicate the devaluation of an asset or cash-generating unit.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs of disposal and value in use. When the book value of an asset or cash-generating unit exceeds its recoverable amount, a provision for impairment is recognized.

When estimating the value in use, estimated future cash flows are discounted to present value, using a pre-tax discount rate reflecting the weighted average cost of capital for the cash-generating unit.

For the purposes of assessing the impairment, assets are grouped at the lowest level for which there is separately identifiable cash flow (Cash-Generating Unit or CGU).

A previously recognized impairment loss is reversed, except on goodwill, only when changes occur to estimates used to calculate the asset's recoverable amount.

### 4.12. Loans and financing

Loans and financing are initially recognized at fair value less any directly attributable transaction costs. After the initial recognition, these financial liabilities are measured at amortized cost using the effective interest method, except for the contracted derivatives linked to Exchangeable Senior Notes, which are measured at fair value through profit or loss.

Gains and losses are recognized in the statement of operations when the liabilities are written off. The amortized cost is calculated considering any negative discount or premium in the contract and fees or costs that are fully part of the effective interest rate method. Amortization using the effective interest rate method is included as a financial expense in the statement of operations, except when subject to capitalization.

### 4.13. Suppliers and other obligations

They are initially recognized at fair value and subsequently increased, when applicable, by the corresponding charges and monetary and exchange rate changes incurred up to the closing dates of the financial statements.

#### 4.13.1. Suppliers - factoring

Management carried out a negotiation with suppliers with the purpose of extending payment terms. Accordingly, the Company signed an agreement with financial institutions that allows receivables from its suppliers to be factored. Considering that the anticipation of this receipt with the financial institutions is an option of the suppliers, as well, the Company is not reimbursed and/or benefited by the financial institution with discounts for payment before the maturity date agreed with the supplier, there is no change in the degree of subordination in case of judicial execution (see Note 18).



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.14. Advance ticket sales

Represents the Company's obligations to provide air transportation services and other ancillary services to its clients, net of breakage revenue already recognized in the statement of operations, as detailed in Note 4.17.1.

### 4.15. Provisions

Provisions are recognized when the Company has a present obligation, formalized or not, as a result of a past event, and it is probable that economic benefits will be required to settle the obligation and a reliable estimate of its value can be made.

#### 4.15.1. Provision for aircraft and engine return

Aircraft lease agreements regularly provide for contractual obligations establishing conditions for return. The Company makes provisions for the return costs, since these present obligations, arising from past events and which will generate future disbursements, when the amount can be measured with reasonable certainty.

The expenses initial expected basically refer to aircraft reconfiguration (interior and exterior), obtaining licenses and technical certifications, return checks, painting, among others, as established in the agreement. The estimated cost is recorded at the present value in property, plant and equipment. After the initial record, the liability is updated according to the capital remuneration rate estimated by the Company, with a corresponding entry in the income (expenses). Any changes in the estimate of expenses to be incurred are recorded prospectively.

Besides the estimated expenses for aircraft reconfiguration, the lease agreements include provides the aircraft components conditions to be observed when returning the aircraft. This provision depends on the actual use of the aircraft and engines, maintenance events during the contractual period, among others, therefore, it is recorded from the moment the Company has the necessary elements to reliably estimate the expenses to be incurred, considering the period they become a present obligation due to the condition of the engines and components. The Company estimates the provision to return the aircraft and engines at present value when the effect of the time value of money is relevant, based on the end of the lease agreement, when the disbursement will be necessary.

#### 4.15.2. Provision for tax and labor risks

The Company is a party to a number of judicial and administrative proceedings, mainly in Brazil, whose assessments of the likelihood of loss include an analysis of the available evidence, the hierarchy of laws, the available jurisprudence, the most recent court decisions, and their relevance in the legal system, as well as the assessment of external lawyers.

The Company classifies the risk of loss in legal proceedings as probable, possible, or remote. The provision recorded in relation to such lawsuits is set by the Company's Management, based on the analysis of its legal counsel, and reasonably reflects the estimated probable losses. If the Company has lawsuits whose values are not known or reasonably estimated, but the likelihood of loss is probable, these will not be recorded, but their nature will be disclosed.

Provisions are reviewed and adjusted to reflect changes in circumstances, such as the applicable statute of limitations, conclusions of tax inspections, or additional exposures identified based on new matters or court decisions.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.16. Post-employment benefits

The Company recognizes actuarial assets and liabilities related to the health care plan benefits offered to its employees in accordance with IAS 19 - "Employee Benefits". Actuarial gains and losses are recognized in other comprehensive income (expenses) based on the actuarial report prepared by independent experts, while the benefits paid directly by the Company, the cost of current service and the cost of interest are recognized in the income (expense) for the fiscal year.

### 4.17. Recognition of revenue

#### 4.17.1. Revenue from passengers, cargo and ancillary services

Passenger revenue is recognized when air transportation is actually provided. Tickets sold but not yet used are recorded in the item of advance from ticket sales, representing deferred revenue from tickets sold to passengers to be transported at a future date, net of the estimated breakage revenue.

Breakage revenue calculates, on a historical basis, tickets issued that will expire due to non-use, that is, passengers who have purchased tickets and are highly likely not to use them. The calculations are reviewed at least once a year to reflect and capture changes in customer behavior in relation to ticket expiration. It should be noted that future events can significantly change the profile of customers and their historical pattern.

Revenues from cargo shipments are recognized when performance obligations are met.

Other revenues that include charter services, on-board sales services, flight rebooking fees, baggage drop-off, and other additional services are recognized along with the primary passenger transportation obligation.

#### 4.17.2. Mileage revenue

The Smiles Program has the purpose to build customer loyalty by granting mileage credits to participants. The obligation generated by issuing miles is measured based on the price at which the miles were sold to Smiles' air and non-air partners, considered as the fair value of the transaction.

Until August 31, 2021, Smiles worked as an agent and complied with its performance liability when miles were redeemed by Smiles Program and exchanged for awards with its partners, recognizing the revenue in the parent company operations. In the consolidated financial statements, the revenue recognition cycle in relation to the exchange of miles from the Smiles Program for airline tickets is only completed when passengers are effectively transported, so that unrealized profits were properly removed.

After the merger of Smiles Fidelidade by GOL Linhas Aéreas (GLA) on September 1, 2021, revenue from the frequent flyer program with airline products and services became to recognized only when the flight takes place, as the entity's performance liability becomes solely the flight and related services, with GLA as the entity that controls the said service before transferred to the customer. To exchange rewards with services and products not linked to an entity of the same economic group, GLA, as the entity responsible for the mileage program, remained as an agent and the performance liability is fulfilled when the miles are redeemed by Smiles Program's members.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

As a result of its characteristics, the miles program also provides the possibility of recognizing a breakage revenue. The Company calculates the breakage estimate through the probability of miles that have a high expiration potential to their non-use, considering the behavioral history of Smiles Program's members.

It should be noted that future events can significantly change the profile of customers and their historical pattern of redemption of miles. Such changes may lead to significant changes in the balance of deferred revenue, as well as in the recognition of breakage revenue reviewed annually.

### 4.17.3. Adoption of hedge accounting to protect future revenues with passengers and ancillary services

In the regular course of its operations, the Company has recurring sales in U.S. dollars ("US\$"), mainly as a result of international routes in South, Central, and North America. On August 1, 2019, Management has adopted the cash flow hedge accounting as a way to reduce the volatility for these future foreign currency revenues, which are considered highly probable, as provided for and stated in Paragraph 6.3.1 of IFRS 9 - "Financial Instruments", using as hedge instruments the lease agreements recorded as a debt due to the adoption of IFRS 16 - "Leases".

With the adoption of hedge accounting, the foreign exchange gains and losses arising from the lease agreements (hedge instrument) will be accumulated in shareholders' equity, "Adjustments to equity valuation", appropriated to the Company's income (expenses) upon the realization of the revenues from sales in US\$.

Hedge accounting derives from the natural hedge of the Company's operations, portrayed by cash flow (revenues and amortization of debt in US\$) and does not represent an increase in financial costs, allowing the elimination of some of the exchange rate volatility in the Company's income (expenses).

The final position of shareholders' equity is not affected by the adoption of this accounting practice. The elements of hedge accounting are: (1) hedged: highly probable sales revenue in US\$; (2) hedge instrument: lease contracts linked to the US\$; (3) amount designated: (1) hedged object: highly probable sales revenue in US\$; (2) hedge instrument: 50 lease agreements linked to US\$; (3) designated amount: 60 months of highly probable revenues, totaling US\$903,102 at the initial adoption; (4) nature of the hedged risk: exchange rate change; (5) specification of the hedged risk: USD/BRL spot exchange rate change; (6) type of hedge: cash flow.

## 4.18. Share-based compensation

### 4.18.1. Stock options

The Company offers stock option plans to its executives. The Company recognizes as an expense in the statement of operations, on a straight-line basis, the fair value of the options or shares, calculated on the grant date by the Black-Scholes method, during the period of service required by the plan, as a corresponding entry to the shareholders' equity. The accumulated expense recognized reflects the Company's best estimate of the number of shares that will be vested. The expense or revenue from the movement occurred during the fiscal year is recognized in the statement of operations.

The effect of outstanding options is reflected as an additional dilution in the calculation of diluted earnings per share, when applicable.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.18.2. Restricted shares

The Company can also offer to its executives a plan to transfer restricted shares, taking place at the end of stipulated deadline from the grant date, as set forth in each program's plan, provided that the beneficiary has held his/her employment relationship during this period. Such transfer occurs preferably through shares held in treasury.

The impact of any revision of the number of restricted shares that will not be acquired in relation to the original estimates, if any, is recognized in the income (expenses) for the fiscal year, in such a way that the accumulated expense reflects the revised estimates with the corresponding adjustment in the shareholders' equity.

### 4.19. Profit-sharing for employees and members of Management

The Company's employees are entitled to profit sharing based on certain goals agreed annually. For the members of Management the goals are based on the statutory provisions proposed by the Board of Directors and approved by the shareholders. The profit sharing is recognized in the statement of operations for the period in which the goals are achieved.

### 4.20. Financial results

Include interest revenues on amounts invested, exchange rate changes on assets and liabilities, changes in the fair value of financial assets measured at fair value through profit or loss, gains and losses on hedge instruments that are recognized in the income (expenses), interest on loans and financing, commissions and bank charges, among others. Interest revenues and expenses are recognized in the statement of operations using the effective interest method.

### 4.21. Earnings (loss) per share

Basic earnings per share are calculated by dividing the net income for the fiscal year attributed to the Company's controlling shareholders by the weighted average number of all classes of shares outstanding during the year.

Diluted earnings (loss) per share are calculated by adjusting the weighted average number of shares outstanding by instruments potentially convertible into shares unless these adjustments are not dilutive.

Although there are differences between common and preferred shares in terms of voting rights and preference in case of liquidation, the Company's preferred shares do not grant the right to receive fixed dividends. Preferred shares have the economic power and the right to receive dividends 35 times greater than common shares. Accordingly, the Company considers that the economic power of preferred shares is greater than that of common shares. Therefore, the result for the fiscal year attributed to the controlling shareholders is allocated proportionally in relation to the total economic participation of the amount of common and preferred shares.

### 4.22. Information by segment

An operational segment is a component of the Company that engages in business activities to generate revenue and incur expenses. Operational segments reflect how the Company's management reviews financial information for decision-making. The Company's management has identified only one operational segment, air transportation, that meets the quantitative and qualitative disclosure parameters.

The operations of this segment are primarily originated from the subsidiary GLA, which provides passenger air transportation services, and its main revenue-generating assets are its aircraft. Other revenues mainly come from cargo operations, loyalty program, third-party aircraft maintenance, and related services such as baggage check-in, fines for ticket changes and cancellations, among others.

### 4.23. Transactions in foreign currency

Foreign currency transactions are recorded at the exchange rate prevailing on the date on which the transactions take place. Monetary assets and liabilities designated in foreign currency are calculated based on the exchange rate on the balance sheet date. Any difference resulting from the translation of currencies is recorded under the item "Monetary and foreign exchange rate variation, net" in the statement of operations.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The exchange rate changes in reais in effect on the base date of these consolidated financial statements are as follows:

	Final Rate		Average Rate	
	2022	2021	2022	2021
U.S. Dollar	5.2177	5.5805	5.1630	5.3956
Argentinian Peso	0.0295	0.0543	0.0406	0.0568

### 4.24. New accounting standards and pronouncements adopted in the current year

The standards listed below have become effective for annual periods beginning on or after January 1, 2022.

#### 4.24.1. Amendments to IAS 16, IAS 37 e IFRS 3

The amendments to the above standards are as a result of the annual amendments relating to the improvement cycle between 2018 and 2020 issued in May 2020. The changes applicable to the Company and its subsidiaries are below:

- Onerous Contracts - Costs of Fulfilling a Contract;
- Property, Plant and Equipment: Proceeds before Intended Use; and
- Reference to the Conceptual Framework.

##### 4.24.1.1 Onerous Contracts - Costs of Fulfilling a Contract

An onerous contract is a contract under which the unavoidable costs (i.e., the costs that the Group cannot avoid because it has the contract) of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

The IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a “directly related cost approach”. The costs that relate directly to a contract to provide goods or services including both incremental costs (e.g., the costs of direct labour and materials) and an allocation of costs directly related to contract activities (e.g., depreciation of equipment used to fulfil the contract and costs of contract management and supervision). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

The amendments must be applied prospectively to contracts for which an entity has not yet fulfilled all of its obligations at the beginning of the annual reporting period in which it first applies the amendments (the date of initial application).

The amendments had no effect on the Company’s financial statements since the Company and its subsidiaries don’t hold onerous contracts as of the applicable period.





## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.24.1.2 Property, Plant and Equipment: Proceeds before Intended Use

The amendment prohibits entities from deducting from the cost of an item of property, plant and equipment, any proceeds of the sale of items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognizes the proceeds from selling such items, and the costs of producing those items, in profit or loss.

In accordance with the transitional provisions, the Group applies the amendments retrospectively only to items of PP&E made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment (the date of initial application).

These amendments had no impact on the consolidated financial statements of the Group as there were no sales of such items produced by property, plant and equipment made available for use on or after the beginning of the earliest period presented.

### 4.24.1.3 Reference to the Conceptual Framework

The amendments replace a reference to a previous version of the IASB's Conceptual Framework with a reference to the current version issued in March 2018 without significantly changing its requirements.

The amendments add an exception to the recognition principle of IFRS 3 Business Combinations to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 Provisions, Contingent Liabilities and Contingent Assets or IFRIC 21 Levies, if incurred separately. The exception requires entities to apply the criteria in IAS 37 or IFRIC 21, respectively, instead of the Conceptual Framework, to determine whether a present obligation exists at the acquisition date.

The amendments also add a new paragraph to IFRS 3 to clarify that contingent assets do not qualify for recognition at the acquisition date.

In accordance with the transitional provisions, the Group applies the amendments prospectively, i.e., to business combinations occurring after the beginning of the annual reporting period in which it first applies the amendments (the date of initial application).

These amendments had no impact on the consolidated financial statements of the Group as there were no contingent assets, liabilities or contingent liabilities within the scope of these amendments that arose during the period.

### 4.24.2. IFRS 9 Financial Instruments - Fees in the '10 per cent' test for derecognition of financial liabilities

The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

In accordance with the transitional provisions, the Company applied the amendments to financial liabilities that were modified or exchanged on or after January 1, 2022.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.25. Main accounting estimates and assumptions used

As disclosed in note 2, Management has made judgments that have a significant effect on the amounts recognized in the financial statements, as follows:

- Revenue from breakage of tickets and miles (Note 4.17.1 and 4.17.2);
- estimated losses on doubtful receivables (Note 7);
- annual analysis of the recoverable value of deferred taxes (Note 12);
- analysis of recoverability of maintenance deposits (Note 9);
- useful life of the fixed assets and intangible assets with defined useful life (Notes 13 and 14);
- analysis of the recoverable value of goodwill and slots (Note 14);
- provision for aircraft and engine returns (Note 22);
- provision for post-employment benefits (Note 22);
- provision for tax, civil and labor risks (Note 22);
- share-based compensation transactions (Note 25);
- rights and obligations with derivative operations (Note 30); and
- fair value of financial instruments (Note 30).

The Company continuously reviews the assumptions used in its accounting estimates. The effect of the revisions to the accounting estimates is recognized in the financial statements in the period in which such revision is made.

### 4.26. New accounting standards and pronouncements not yet adopted

#### 4.26.1. Amendment to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020 and October 2022, the IASB issued amendments to IAS 1 Presentation of Financial Statements to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement.
- That a right to defer must exist at the end of the reporting period.
- That classification is unaffected by the likelihood that an entity will exercise its deferral right.
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The Company is currently assessing the impact the amendments will have on current practice and whether existing loan agreements may require renegotiation.

#### 4.26.2. Amendments to IAS 8: Definition of Accounting Estimates

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The amendments are not expected to have a material impact on the Company's consolidated financial statements.

### 4.26.3. Amendments to IAS 1 and IFRS Practice Statement 2: Disclosure of Accounting Policies

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments also bring that, in some circumstances, standardised accounting policy information may be needed for users to understand other material information in the financial statements of an entity.

The amendments to IAS 1 are applicable for annual periods beginning on or after 1 January 2023 with earlier application permitted. Since the amendments to the Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

### 4.26.4. Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

In May 2021, the Board issued amendments to IAS 12, which narrow the scope of the initial recognition exception under IAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments required entities to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. This will typically apply to lease transactions (right-of-use assets and lease liabilities) and restoration obligations, and will require the recognition of additional tax assets and liabilities.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented and it's effective for annual periods beginning on or after 1 January 2023. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognized for all deductible and taxable temporary differences associated with leases and decommissioning obligations.

The Company is currently assessing the impact of the amendments.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 4.26.5. Amendments to IFRS 16: Lease liability in sale and leaseback transaction

In September 2022, the Federal Accounting Council issued the amendment to IFRS 16 that specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains.

After the commencement date in a sale and leaseback transaction, the seller-lessee applies paragraphs 29 to 35 of IFRS 16 to the right-of-use asset arising from the leaseback and paragraphs 36 to 46 of IFRS 16 to the lease liability arising from the leaseback. In applying paragraphs 36 to 46, the seller-lessee determines 'lease payments' or 'revised lease payments' in such a way that the seller-lessee would not recognize any amount of the gain or loss that relates to the right of use retained by the seller-lessee. Applying these requirements does not prevent the seller-lessee from recognizing, in profit or loss, any gain or loss relating to the partial or full termination of a lease, as required by paragraph 46(a) of IFRS 16.

The amendment does not prescribe specific measurement requirements for lease liabilities arising from a leaseback. The initial measurement of the lease liability arising from a leaseback may result in a seller-lessee determining 'lease payments' that are different from the general definition of lease payments in Appendix A of IFRS 16. The seller-lessee will need to develop and apply an accounting policy that results in information that is relevant and reliable in accordance with IAS 8.

The amendments are effective for annual periods beginning on or after 1 January 2024 and the Company will assess possible impacts on its consolidated financial statements.

There are no other standards or interpretations issued and adopted that may, in Management's opinion, have a significant impact on the Company's reported results or equity.

## 5. Cash and cash equivalents

	2022	2021
Cash and bank deposits	121,660	116,123
Cash equivalents	47,375	370,135
<b>Total</b>	<b>169,035</b>	<b>486,258</b>

The breakdown of cash equivalents is as follows:

	2022	2021
<b>Local currency</b>		
Private bonds	10	329,235
Automatic deposits	47,334	40,873
<b>Total local currency</b>	<b>47,344</b>	<b>370,108</b>
<b>Foreign currency</b>		
Private bonds	31	27
<b>Total foreign currency</b>	<b>31</b>	<b>27</b>
<b>Total</b>	<b>47,375</b>	<b>370,135</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 6. Financial investments

	Weighted average rate (p.a.)	2022	2021
<b>Local currency</b>			
Government bonds	100.1% of CDI	3,880	2,042
Private bonds	98.1% of CDI	253,386	288,056
Investment funds	78.3% of CDI	10,576	12,042
<b>Total local currency</b>		<b>267,842</b>	<b>302,140</b>
<b>Foreign currency</b>			
Private bonds		-	33,570
Investment funds	20%	155,576	37,979
<b>Total foreign currency</b>		<b>155,576</b>	<b>71,549</b>
<b>Total</b>		<b>423,418</b>	<b>373,689</b>
<b>Current</b>		<b>404,113</b>	<b>291,363</b>
<b>Non-current</b>		<b>19,305</b>	<b>82,326</b>

Of the total amount recorded on December 31, 2022, R\$266,553 (R\$333,984 on December 31, 2021), refer to investments used as guarantees linked to deposits for lease operations, derivative financial instruments, lawsuits and loans and financing.

### 7. Trade receivables

	2022	2021
<b>Local currency</b>		
Credit card administrators	287,754	200,601
Travel agencies	317,487	439,698
Cargo agencies	45,986	27,418
Airline partner companies	12,465	11,921
Other	31,477	18,852
<b>Total local currency</b>	<b>695,169</b>	<b>698,490</b>
<b>Foreign currency</b>		
Credit card administrators	80,812	77,379
Travel agencies	83,517	38,999
Cargo agencies	968	211
Airline partner companies	33,075	27,863
Other	16,741	27,021
<b>Total foreign currency</b>	<b>215,113</b>	<b>171,473</b>
<b>Total gross</b>	<b>910,282</b>	<b>869,963</b>
Allowance for expected loss on trade receivables accounts	(22,548)	(19,280)
<b>Total</b>	<b>887,734</b>	<b>850,683</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The aging list of trade receivables, net of allowance for expected loss on trade receivables accounts, is as follows:

	2022	2021
<b>Not yet due</b>		
Until 30 days	722,923	607,968
31 to 60 days	48,923	82,132
61 to 90 days	16,681	55,265
91 to 180 days	381	33,491
181 to 360 days	23,590	1,096
Above 360 days	7	379
<b>Total not yet due</b>	<b>812,505</b>	<b>780,331</b>
<b>Overdue</b>		
Until 30 days	46,856	31,302
31 to 60 days	9,321	5,722
61 to 90 days	3,383	2,172
91 to 180 days	9,845	7,566
181 to 360 days	2,598	8,911
Above 360 days	3,226	14,679
<b>Total overdue</b>	<b>75,229</b>	<b>70,352</b>
<b>Total</b>	<b>887,734</b>	<b>850,683</b>

The changes in an expected loss on trade receivables are as follows:

	2022	2021
<b>Balance at the beginning of the year</b>	<b>(19,280)</b>	<b>(18,047)</b>
(Additions) Reversals	(3,268)	(1,233)
<b>Balances at the end of year</b>	<b>(22,548)</b>	<b>(19,280)</b>

## 8. Inventories

	2022	2021
Consumables	26,494	20,585
Parts and maintenance materials	365,659	201,470
Advances to suppliers	46,712	47,530
<b>Total</b>	<b>438,865</b>	<b>269,585</b>

The changes in the provision for obsolescence are as follows:

	2022	2021
<b>Balances at the beginning of the year</b>	<b>(6,176)</b>	<b>(12,862)</b>
Additions	(4,876)	(687)
Write-offs	1,441	7,373
<b>Balances at the end of the year</b>	<b>(9,611)</b>	<b>(6,176)</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 9. Deposits

	2022	2021
Maintenance deposits	1,134,389	1,000,995
Court deposits	591,177	575,917
Deposit in guarantee for lease agreements	934,204	372,114
<b>Total</b>	<b>2,659,770</b>	<b>1,949,026</b>
<b>Current</b>	<b>380,267</b>	<b>191,184</b>
<b>Non-current</b>	<b>2,279,503</b>	<b>1,757,842</b>

#### 9.1. Maintenance deposits

The Company makes deposits in U.S. dollars for the maintenance of aircraft and engines, which will be used in future events as established in certain lease agreements. The Company has the right to choose to carry out the maintenance internally or through its suppliers.

Maintenance deposits do not exempt the Company, as a lessee, from contractual obligations related to the maintenance or the risk associated with operating activities. These deposits can be replaced by bank guarantees or letters of credit (SBLC - stand by letter of credit) as according to the conditions established in the aircraft lease. These letters can be executed by the lessors if the maintenance of the aircraft and engines does not occur according to the review schedule. Several aircraft lease agreements do not require maintenance deposits and have credit bills to ensure the maintenance is carried out in the scheduled periods. Until December 31, 2022, no credit bill had been executed against the Company.

The Company has two categories of maintenance deposits:

- **Maintenance guarantee:** Refers to one-time deposits that are refunded at the end of the lease, and can also be used in maintenance events, depending on negotiations with lessors. The balance of these deposits on December 31, 2022 was R\$231,222 (R\$262,061 on December 31, 2021).
- **Maintenance reserve:** Refers to amounts paid monthly based on the use of components and can be used in maintenance events as set by an agreement. On December 31, 2022, the balance referring to such reserves was R\$903,167 (R\$738,934 on December 31, 2021).

#### 9.2. Court deposits

Court deposits and blocks represent guarantees of tax, civil and labor lawsuits, kept in court until the resolution of the disputes to which they are related. Part of the court deposits refers to civil and labor lawsuits arising from succession requests in lawsuits filed against Varig S.A. or also labor lawsuits filed by employees who do not belong to GLA or any related party. Considering that Management does not believe that the Company is legally responsible for such claims and the release of the court deposits has been claimed. As of December 31, 2022, the blocked amounts referring to Varig S.A.'s succession proceedings and third-party proceedings were R\$51,577 and R\$100,427, respectively (R\$59,990 and R\$104,043 as of December 31, 2021), the remaining amounts refer to legal proceedings to which the Company is the main party.

#### 9.3. Deposits in guarantee for leases agreements

As required by the lease agreements, the Company makes guarantee deposits (in U.S. dollars) to the leasing companies, which can be redeemed if replaced by other bank guarantees or fully redeemed at maturity.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

As described in note 1.9, in the year ended December 31, 2022, GOL, through its subsidiary GOL Finance, issued Secured Amortizing Notes in exchange for full compliance, at 100% of face value, with certain aircraft lease payment obligations. From this transaction, the amount of R\$482,000 referring to prepayments that will be applied in the return of the aircraft was recorded as a guarantee deposit.

### 10. Advance to suppliers and third parties

	2022	2021
Advance to domestic suppliers	227,036	255,024
Advance to international suppliers	65,141	42,524
Advance for materials and repairs	60,179	48,932
<b>Total</b>	<b>352,356</b>	<b>346,480</b>
<b>Current</b>	<b>302,658</b>	<b>270,342</b>
<b>Non-current</b>	<b>49,698</b>	<b>76,138</b>

### 11. Recoverable taxes

	2022	2021
IRPJ and CSLL prepayments	36,249	51,282
PIS and COFINS to recover	187,322	185,827
Value added tax (VAT) abroad	6,037	4,035
Other	18,674	8,223
<b>Total</b>	<b>248,282</b>	<b>249,367</b>
<b>Current</b>	<b>195,175</b>	<b>176,391</b>
<b>Non-current</b>	<b>53,107</b>	<b>72,976</b>

F-41





## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 12. Deferred taxes

#### 12.1. Deferred tax assets (liabilities)

The positions of deferred assets and liabilities are presented below and comply with the enforceable offset legal rights that consider taxes levied by the same tax authority under the same tax entity.

	2020	Statement of operations	Shareholders' Equity and Others <sup>(*)</sup>	2021	Statement of operations	Shareholders' Equity and Others <sup>(*)</sup>	2022
<b>Deferred taxes assets (liabilities) - GOL and Smiles Argentina</b>							
Income tax losses carry forward	37,921	12,464	-	50,385	4,534	-	54,919
Negative basis of social contribution	13,650	4,487	-	18,137	1,633	-	19,770
<b>Temporary differences:</b>							
Allowance for expected loss on trade receivables and other credits	2,004	5,128	-	7,132	(4,958)	-	2,174
Provision for legal proceedings and tax liabilities	(83)	(11)	-	(94)	139	-	45
Others	71	(7)	175	239	99	5	343
<b>Total deferred taxes - assets</b>	<b>53,563</b>	<b>22,061</b>	<b>175</b>	<b>75,799</b>	<b>1,447</b>	<b>5</b>	<b>77,251</b>

#### Deferred taxes assets (liabilities) - GLA

<b>Temporary differences:</b>							
Slots	(353,226)	-	-	(353,226)	-	-	(353,226)
Depreciation of engines and parts for aircraft maintenance	(194,789)	(7,732)	-	(202,522)	(25,356)	-	(227,878)
Breakage provision	(193,498)	(3,748)	-	(197,246)	(102,783)	-	(300,029)
Goodwill amortization for tax purposes	(127,659)	(15,638)	-	(143,297)	(46,914)	-	(190,211)
Derivative transactions	(28,902)	28,400	-	(502)	22,687	-	22,185
Allowance for expected loss on trade receivable and other credits	201,446	7,695	-	209,141	(8,351)	-	200,790
Provision for aircraft and engine return	190,778	119,968	-	310,746	(4,597)	-	306,149
Provision for legal proceedings and tax liabilities	124,723	119,103	-	243,826	31,057	-	274,883
Aircraft leases and others	10,586	73,914	-	84,500	102,755	-	187,255
Unrealized gains	69,843	(69,843)	-	-	-	-	-
Others	81,064	(32,895)	-	48,169	(4,441)	-	43,728
<b>Total deferred taxes - liabilities</b>	<b>(219,634)</b>	<b>219,224</b>		<b>(411)</b>	<b>(35,943)</b>		<b>(36,354)</b>
<b>Total effect of deferred taxes - Income (Expenses)</b>	<b>-</b>	<b>241,285</b>		<b>-</b>	<b>(34,496)</b>		<b>-</b>

(\*) Exchange rate change recognized in other comprehensive income.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The Company's Management considers that the deferred assets and liabilities recognized on December 31, 2022 from temporary differences will be realized in proportion to realization of their bases and the expectation of future results.

The Management estimates that active deferred tax credits, recorded on tax losses and a negative social contribution base, may be realized as follows:

Year	2022	2021
2022	-	7,156
2023	14,571	26,511
2024	21,648	18,581
2025	21,579	16,274
2026	16,891	-
<b>Total</b>	<b>74,689</b>	<b>68,522</b>

The direct subsidiary GLA has tax losses and negative bases of social contribution in the determination of taxable profit, to be offset against 30% of future annual tax profits, with no prescription period, not recorded in the balance sheet, in the following amounts:

	2022	2021
Accumulated income tax losses	14,989,912	12,076,378
Potential tax credit	5,096,570	4,105,969

The reconciliation of actual income taxes and social contribution rates for the years ended December 31, 2022, 2021 and 2020 is as follows:

	2022	2021	2020
Loss before income tax and social contribution	(1,517,675)	(7,376,227)	(5,817,293)
Combined tax rate	34%	34%	34%
<b>Income at the statutory tax rate</b>	<b>516,010</b>	<b>2,507,917</b>	<b>1,977,880</b>
<b>Adjustments to calculate the effective tax rate:</b>			
Equity method investees	-	-	(149)
Tax rate difference on the results of offshores subsidiaries	(26,841)	(171,981)	(4,734)
Non-deductible expenses, net	(270,066)	(118,734)	(124,577)
Exchange rate change on foreign investments	46,239	(82,085)	(174,151)
Tax Benefit	194,588	-	-
Interest on shareholders' equity	-	-	8,693
Benefit (not constituted) on tax loss, negative basis and temporary differences	(503,728)	(1,942,695)	(1,760,920)
<b>Total income tax</b>	<b>(43,798)</b>	<b>192,422</b>	<b>(77,958)</b>
<b>Income tax and social contribution</b>			
Current	(9,302)	(48,862)	(95,537)
Deferred	(34,496)	241,284	17,579
<b>Total income (loss) taxes</b>	<b>(43,798)</b>	<b>192,422</b>	<b>(77,958)</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 13. Property, plant and equipment

The breakdown of and changes in property, plant and equipment are as follows:

	Weighted average rate (p.a.)	2021						2022			
		Historical cost	Accumulated depreciation	Net opening balance	Additions	Contractual amendment	Depreciation	Write-offs and transfers	Net ending balance	Historical cost	Accumulated depreciation
<b>Flight equipment</b>											
Aircraft - RoU <sup>(1)</sup> with purchase option	10.66%	-	-	-	1,406,085	-	(69,869)	-	1,336,216	1,406,085	(69,869)
Aircraft - RoU <sup>(1)</sup> with no purchase option	16.69%	7,127,628	(1,958,755)	5,168,873	1,337,200	(186,580)	(987,591)	(10,536)	5,321,366	8,148,917	(2,827,551)
Spare parts and engines - Own <sup>(3) (4)</sup>	7.21%	2,062,646	(963,949)	1,098,697	208,237	-	(144,843)	(35,466)	1,126,625	2,188,299	(1,061,674)
Spare parts and engines - RoU <sup>(1)</sup>	30.35%	129,223	(62,908)	66,315	17,343	(378)	(28,169)	-	55,111	146,188	(91,077)
Aircraft and engine improvements	37.41%	3,143,372	(2,370,691)	772,681	604,953	-	(363,149)	(19,931)	994,554	3,447,804	(2,453,250)
Tools	10.00%	56,826	(32,327)	24,499	6,407	-	(4,024)	(25)	26,857	63,183	(36,326)
		12,519,695	(5,388,630)	7,131,065	3,580,225	(186,958)	(1,597,645)	(65,958)	8,860,729	15,400,476	(6,539,747)
<b>Non-aeronautical property, plant and equipment</b>											
Vehicles	20.00%	11,076	(9,915)	1,161	920	-	(434)	-	1,647	11,996	(10,349)
Machinery and equipment	10.00%	62,837	(50,824)	12,013	1,341	-	(1,928)	(14)	11,412	62,926	(51,514)
Furniture and fixtures	10.00%	32,508	(22,024)	10,484	1,778	-	(1,937)	(4)	10,321	33,870	(23,549)
Computers, peripherals and equipment	19.72%	49,636	(40,869)	8,767	4,937	-	(3,785)	(16)	9,903	52,220	(42,317)
Computers, peripherals and equipment - RoU <sup>(1)</sup>	49.69%	23,210	(20,251)	2,959	10,308	-	(5,328)	-	7,939	33,518	(25,579)
Third-party property improvements	20.32%	183,345	(166,832)	16,513	3	-	(9,683)	2,356	9,189	185,621	(176,432)
Third-party properties - RoU <sup>(1)</sup>	13.13%	28,819	(24,186)	4,633	171,084	54,720	(19,910)	-	210,527	254,130	(43,603)
Construction in progress	-	15,410	-	15,410	1,402	-	-	(2,356)	14,456	14,456	-
		406,841	(334,901)	71,940	191,773	54,720	(43,005)	(34)	275,394	648,737	(373,343)
Impairment losses <sup>(2)</sup>	-	(26,854)	-	(26,854)	6,366	-	-	-	(20,488)	(20,488)	-
<b>Total property, plant and equipment in use</b>		<b>12,899,682</b>	<b>(5,723,531)</b>	<b>7,176,151</b>	<b>3,778,364</b>	<b>(132,238)</b>	<b>(1,640,650)</b>	<b>(65,992)</b>	<b>9,115,635</b>	<b>16,028,725</b>	<b>(6,913,090)</b>
Advances to suppliers	-	499,019	-	499,019	92,811	-	-	(118,769)	473,061	473,061	-
<b>Total</b>		<b>13,398,701</b>	<b>(5,723,531)</b>	<b>7,675,170</b>	<b>3,871,175</b>	<b>(132,238)</b>	<b>(1,640,650)</b>	<b>(184,761)</b>	<b>9,588,696</b>	<b>16,501,786</b>	<b>(6,913,090)</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

	Weighted average rate (p.a.)	2020				2021					
		Historical cost	Accumulated depreciation	Net opening balance	Additions	Contractual amendment	Depreciation	Write-offs and transfers	Net ending balance	Historical cost	Accumulated depreciation
<b>Flight equipment</b>											
Aircraft - RoU <sup>(1)</sup> with no purchase option	17.00%	4,020,709	(1,420,648)	2,600,061	2,446,548	776,867	(654,599)	(4)	5,168,873	7,127,628	(1,958,755)
Spare parts and engines - Own <sup>(3) (4)</sup>	7.00%	1,964,411	(837,048)	1,127,363	106,343	-	(131,887)	(3,122)	1,098,697	2,062,646	(963,949)
Spare parts and engines - RoU <sup>(1)</sup>	25.91%	84,329	(47,940)	36,389	48,532	-	(18,606)	-	66,315	129,223	(62,908)
Aircraft and engine overhauling	44.14%	3,206,385	(2,282,042)	924,343	266,584	-	(418,170)	(76)	772,681	3,143,372	(2,370,691)
Tools	10.00%	55,821	(28,697)	27,124	1,238	-	(3,843)	(20)	24,499	56,826	(32,327)
		<b>9,331,655</b>	<b>(4,616,375)</b>	<b>4,715,280</b>	<b>2,869,245</b>	<b>776,867</b>	<b>(1,227,105)</b>	<b>(3,222)</b>	<b>7,131,065</b>	<b>12,519,695</b>	<b>(5,388,630)</b>
<b>Non-aeronautical property, plant &amp; equipment</b>											
Vehicles	20.00%	11,264	(9,572)	1,692	382	-	(551)	(362)	1,161	11,076	(9,915)
Machinery and equipment	10.00%	62,841	(48,417)	14,424	148	-	(2,529)	(30)	12,013	62,837	(50,824)
Furniture and fixtures	10.00%	32,790	(20,483)	12,307	195	-	(1,959)	(59)	10,484	32,508	(22,024)
Computers, peripherals and equipment	13.33%	49,775	(37,740)	12,035	505	-	(3,755)	(18)	8,767	49,636	(40,869)
Computers, peripherals and equipment - RoU <sup>(1)</sup>	33.29%	21,992	(15,460)	6,532	1,218	-	(4,791)	-	2,959	23,210	(20,251)
Third-party property improvements	16.18%	183,351	(156,965)	26,386	45	-	(9,904)	(14)	16,513	183,345	(166,832)
Third-party properties - RoU <sup>(1)</sup>	35.68%	27,867	(15,834)	12,033	-	1,512	(8,781)	(131)	4,633	28,819	(24,186)
Construction in progress		14,837	-	14,837	573	-	-	-	15,410	15,410	-
		<b>404,717</b>	<b>(304,471)</b>	<b>100,246</b>	<b>3,066</b>	<b>1,512</b>	<b>(32,270)</b>	<b>(614)</b>	<b>71,940</b>	<b>406,841</b>	<b>(334,901)</b>
Impairment losses <sup>(2)</sup>	-	(34,330)	-	(34,330)	7,476	-	-	-	(26,854)	(26,854)	-
<b>Total property, plant &amp; equipment in use</b>		<b>9,702,042</b>	<b>(4,920,846)</b>	<b>4,781,196</b>	<b>2,879,787</b>	<b>778,379</b>	<b>(1,259,375)</b>	<b>(3,836)</b>	<b>7,176,151</b>	<b>12,899,682</b>	<b>(5,723,531)</b>
Prepayment to suppliers	-	179,092	-	179,092	331,517	-	-	(11,590)	499,019	499,019	-
<b>Total</b>		<b>9,881,134</b>	<b>(4,920,846)</b>	<b>4,960,288</b>	<b>3,211,304</b>	<b>778,379</b>	<b>(1,259,375)</b>	<b>(15,426)</b>	<b>7,675,170</b>	<b>13,398,701</b>	<b>(5,723,531)</b>

(1) Right of Use ("RoU").

(2) Refers to provisions for impairment losses for rotatable items (spare parts), classified under "Parts and spare engines", recorded by the Company in order to present its assets according to the actual capacity for the generation of expected future benefits.

(3) On December 31, 2022, the balance of spare parts is granted as a guarantee to the Senior Secured Notes 2026, as per Note 15.

(4) On December 31, 2022, 17 engines (19 engines on December 31, 2021) Company's engines are granted as a guarantee to the Spare Engine Facility and the Loan Facility, according to Note 15.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 14. Intangible assets

The breakdown of and changes in intangible assets are as follows:

	Weighted average rate (p.a.)	2021				2022				
		Historical cost	Accumulated amortization	Net opening balance	Additions	Amortization	Write-offs and transfers	Net ending balance	Historical cost	Accumulated amortization
Goodwill	-	542,302	-	542,302	-	-	-	542,302	542,302	-
Slots	-	1,038,900	-	1,038,900	-	-	-	1,038,900	1,038,900	-
Softwares	26.41%	508,650	(268,476)	240,174	119,462	(77,651)	(198)	281,787	554,939	(273,152)
Others	20.00%	10,000	(8,167)	1,833	-	(1,833)	-	-	10,000	(10,000)
<b>Total</b>		<b>2,099,852</b>	<b>(276,643)</b>	<b>1,823,209</b>	<b>119,462</b>	<b>(79,484)</b>	<b>(198)</b>	<b>1,862,989</b>	<b>2,146,141</b>	<b>(283,152)</b>

	Weighted Average Rate (p.a.)	2020				2021				
		Historical cost	Accumulated amortization	Net opening balance	Additions	Amortization	Write-offs and transfers	Net ending balance	Historical cost	Accumulated amortization
Goodwill	-	542,302	-	542,302	-	-	-	542,302	542,302	-
Slots	-	1,038,900	-	1,038,900	-	-	-	1,038,900	1,038,900	-
Softwares	38.28%	507,734	(345,661)	162,073	152,584	(74,438)	(45)	240,174	508,650	(268,476)
Others	20.00%	10,000	(6,167)	3,833	-	(2,000)	-	1,833	10,000	(8,167)
<b>Total</b>		<b>2,098,936</b>	<b>(351,828)</b>	<b>1,747,108</b>	<b>152,584</b>	<b>(76,438)</b>	<b>(45)</b>	<b>1,823,209</b>	<b>2,099,852</b>	<b>(276,643)</b>

The balances of goodwill and airport operating rights (slots) were tested for impairment on December 31, 2022 and 2021, through the discounted cash flow for each cash-generating unit, giving rise to the value in use, not resulting in impairment.

To establish the book value of each CGU, the Company considers not only the recorded intangible assets but also all tangible assets necessary for conducting business, as it is only through the use of this set that the Company will generate economic benefits.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The Company operates a single cash generating unit, considering that the revenue depends on different assets that cannot be evaluated in isolation for measuring the value in use. The following tables show the sensitivity of the variation of the result of the value in use calculated for comparison with the book value:

	2022	2021
<b>Air transportation</b>		
Book value	3,803,774	3,544,950
Value in use	34,224,861	36,535,754
Discount rate	15.79%	14.84%
Perpetuity growth rate	3.37%	3.18%
<b>Sensitivity test</b>		
<b>10% variation</b>		
Value in use	28,513,408	30,481,528
Amendment of the value in use	(5,711,453)	(6,054,226)
<b>25% variation</b>		
Value in use	21,713,858	23,706,460
Amendment of the value in use	(12,511,003)	(12,829,294)

The results obtained were compared with the book value of the cash-generating unit, and, as a result, the Company did not recognize losses in relation to the impairment of its CGU. No impairment loss has been recorded to date.

The assumptions adopted in the impairment testing of intangible assets are based on internal projections for a five-year period. For longer periods, the Company uses the perpetuity growth rate. The discounted cash flow that calculated the value in use of the cash-generating unit was prepared in accordance with the Company's business plan and approved by the Company's Board of Directors.

The main assumptions taken into consideration by the Company to determine the value in use of the cash-generating unit are:

- Capacity and fleet: considers the use, the aircraft capacity used in each flight and the projected size of the fleet in use.
- Demand: market efficiency is the main input to estimate the Company's demand growth. Management considers market efficiency to be the ratio between its market share and its seat share. This indicator reflects how efficiently the Company uses its share of the market's total supply based on how much demand for air transportation it absorbs.
- Revenue per passenger: considers the average price charged by GLA and the effects of market variables (see the variables used below).
- Operating costs related to the business: based on the historical cost and adjusted by indicators, such as inflation, supply, demand and variation of the U.S. dollar.

The Company also considered market variables such as GDP (source: Central Bank of Brazil), US dollar (source: Central Bank of Brazil), kerosene barrel (source: Brazilian Agency of Oil - "ANP") and interest rate (source: Bloomberg).



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 15. Loans and financing

The breakdown of and changes in short and long-term loans and financing are as follows:

	Maturity	Interest rate p.a.	2021			Funding	Unrealized gain (loss) from ESN	Payments	Interest incurred	Interest paid	Exchange rate change	Amortization of costs and Goodwill	2022		
			Current	Non-current	Total								Current	Non-current	
<b>Domestic currency contracts</b>															
Debentures (a)	10/2024	18.76%	109,519	1,055,249	1,164,768	-	-	(82,574)	187,332	(211,713)	-	14,206	1,072,019	640,046	431,973
Working capital - Lines of credit (b)	10/2025	18.84%	48,239	9,757	57,996	110,000	-	(51,383)	10,447	(11,279)	-	-	115,781	76,710	39,071
<b>Foreign currency contracts</b>															
Financing with Ex-Im Bank (e)	10/2022	3.56%	99,396	-	99,396	-	-	(91,231)	1,415	(988)	(9,931)	1,339	-	-	-
Import financing (d)	03/2023	11.59%	138,034	-	138,034	-	-	(51,889)	8,780	(8,669)	(9,063)	-	77,193	77,193	-
ESN 2024 (f)	07/2024	3.75%	40,764	1,947,463	1,988,227	-	(132,626)	-	207,028	(84,037)	(128,292)	7,129	1,857,429	38,114	1,819,315
Spare engine facility (g)	09/2024	6.00%	24,651	125,106	149,757	-	-	(17,321)	4,848	(3,478)	(9,860)	282	124,228	30,265	93,963
Senior notes 2025 (h)	01/2025	7.00%	105,797	3,598,981	3,704,778	-	-	-	234,900	(239,917)	(237,683)	9,194	3,471,272	98,919	3,372,353
Senior secured notes 2026 (i)	06/2026	8.00%	-	3,451,977	3,451,977	-	-	-	268,457	(271,848)	(232,429)	56,072	3,272,229	-	3,272,229
Secured amortizing notes 2026 (j)	06/2026	4.76%	-	-	-	1,003,279	-	-	-	-	-	-	1,003,279	121,111	882,168
Loan facility (k)	03/2028	7.11%	50,471	218,040	268,511	-	-	(79,366)	11,372	(10,944)	(17,964)	255	171,864	27,682	144,182
Perpetual bonds (l)	-	8.75%	17,743	858,843	876,586	-	-	-	69,533	(69,778)	(56,744)	-	819,597	16,589	803,008
<b>Total</b>			<b>634,614</b>	<b>11,265,416</b>	<b>11,900,030</b>	<b>1,113,279</b>	<b>(132,626)</b>	<b>(373,764)</b>	<b>1,004,112</b>	<b>(912,651)</b>	<b>(701,966)</b>	<b>88,477</b>	<b>11,984,891</b>	<b>1,126,629</b>	<b>10,858,262</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

	Maturity	Interest rate p.a.	2020			Funding	Unrealized gain (loss) from ESN	Payments	Interest incurred	Interest paid	Exchange rate change	Amortization of costs and Goodwill	2021		
			Current	Non-current	Total								Total	Current	Non-current
<b>Domestic currency contracts</b>															
Debentures (a)	10/2024	14.06%	440,918	146,170	<b>587,088</b>	574,572	-	(28,333)	60,174	(36,048)	-	7,315	<b>1,164,768</b>	109,519	1,055,249
Working capital (b)	10/2025	15.47%	239,615	17,275	<b>256,890</b>	40,000	-	(237,588)	17,964	(19,270)	-	-	<b>57,996</b>	48,239	9,757
<b>Foreign currency contracts</b>															
Guaranteed funding (c)	06/2021	9.50%	484,113	-	<b>484,113</b>	-	-	(499,663)	17,000	(17,745)	16,295	-	-	-	-
Import financing (d)	07/2022	7.77%	783,659	-	<b>783,659</b>	-	-	(699,899)	27,701	(32,451)	59,024	-	<b>138,034</b>	138,034	-
Financing with Ex-Im Bank collateral (e)	12/2022	2.73%	194,786	49,958	<b>244,744</b>	-	-	(157,641)	2,653	(2,904)	8,132	4,412	<b>99,396</b>	99,396	-
ESN 2024 <sup>(1)</sup> (f)	07/2024	3.75%	37,960	1,896,854	<b>1,934,814</b>	-	(186,804)	-	200,401	(84,449)	123,690	575	<b>1,988,227</b>	40,764	1,947,463
Spare engine facility (g)	09/2024	2.44%	22,771	197,009	<b>219,780</b>	-	-	(86,020)	5,447	(5,374)	15,642	282	<b>149,757</b>	24,651	125,106
Senior secured notes 2025 (h)	01/2025	7.00%	98,521	3,340,316	<b>3,438,837</b>	-	-	-	245,419	(241,093)	252,421	9,194	<b>3,704,778</b>	105,797	3,598,981
Senior secured notes 2026 (i)	06/2026	8.00%	1,848	953,802	<b>955,650</b>	2,267,646	-	-	184,034	(184,906)	201,439	28,114	<b>3,451,977</b>	-	3,451,977
Loan facility (k)	03/2028	4.11%	32,566	233,135	<b>265,701</b>	-	-	(22,701)	12,559	(7,584)	20,281	255	<b>268,511</b>	50,471	218,040
Perpetual bonds <sup>(2)</sup> (l)	-	8.75%	16,522	789,168	<b>805,690</b>	10,952	-	-	72,592	(72,585)	59,937	-	<b>876,586</b>	17,743	858,843
<b>Total</b>			<b>2,353,279</b>	<b>7,623,687</b>	<b>9,976,966</b>	<b>2,893,170</b>	<b>(186,804)</b>	<b>(1,731,845)</b>	<b>845,944</b>	<b>(704,409)</b>	<b>756,861</b>	<b>50,147</b>	<b>11,900,030</b>	<b>634,614</b>	<b>11,265,416</b>

(1) Exchangeable Senior Notes see Note 30.2.

(2) On December 31, 2020, includes the removal of related parties, considering the securities issued by Gol Finance, held by GLA, totaling R\$10,609. These securities were resold, so there is no elimination in the fiscal year ended December 31, 2021.

(a) The debentures total R\$1.2 billion, considering the following issues: (i) 7<sup>th</sup> issue: 88,750 bonds by the subsidiary GLA in October 2018, for the early full settlement of the 6<sup>th</sup> issue; and (ii) 8<sup>th</sup> issue: 610,217 bonds by the subsidiary GLA in October 2021 to refinance short-term debt. Both issues have an interest rate of CDI+4.5% p.a. The debentures have personal guarantees from the Company and a real guarantee provided by GLA as a fiduciary assignment of certain credit card receivables, preserving the rights to prepay the receivables of these guarantees.

(b) Issuing transactions that have as purpose maintaining and managing the Company's working capital.

(c) Backed financing raised by the subsidiary Gol Finance in August 2020, from Delta Airlines, backed through Smiles shares and other assets, fully settled in 2021.

(d) Credit lines with private banks used to finance the import of spare parts and aeronautical equipment. The interest rates negotiated are Libor 6m + 7.50% p.a.

(e) Financing to carry out engine maintenance services with Ex-Im Bank guarantee, including 4 operations, 3 with maturities in 2021, duly liquidated, and 1 with maturity in 2022, fully settled in August 2022.

(f) Issuance of Exchangeable Senior Notes ("ESN"), by the subsidiary Gol Finance, in March, April and July 2019, totaling US\$425 million due in 2024, with holders entitled to exchange them for the Company's American Depositary Shares ("ADSs").

(g) Loan backed by the Company's own engines, with maturity in 2024.

(h) Issuance of Senior Notes 2025 by the subsidiary Gol Finance in December 2017 and February 2018 to buyback Senior Notes and for overall purposes of the Company.

(i) Issuance of Secured Senior Notes 2026 by the subsidiary Gol Finance in December 2020, May and September 2021, totaling US\$650 million due in 2026.

(j) Issuance of Secured Amortizing Notes by the subsidiary Gol Finance, in December 2022 in the total amount of US\$196 million, with maturity in 2026, see explanatory note 1.9.

(k) Loans with a guarantee totaling 5 engines, carried out in 2017 and 2020. The contracted rates vary between Libor 1m + 2.35% p.a. up to Libor 1m + 4.40% p.a.

(l) Issuance of Perpetual Notes by the subsidiary Gol Finance in April 2006 to finance the aircraft's acquisition.





## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

On December 31, 2022 total loans and financing of the consolidated included funding costs and premiums totaling R\$178,706 (R\$250,393 on December 31, 2021) that will be amortized over the life of their loans and financing. The total also includes the fair value of the derivative financial instrument, referring to the convertibility of the ESN, totaling R\$17,753 on December 31, 2022 (R\$162,568 on December 31, 2021).

### 15.1. New funding and renegotiations during the year ended on December 31, 2022

The renegotiations detailed below were evaluated under IFRS 9 - "Financial Instruments" and did not meet the definitions to derecognize the liabilities (with the original financial liability and recognition of a new financial liability).

#### 15.1.1. Debentures

##### 15.1.1.1 7<sup>th</sup> e 8<sup>th</sup> issue

During the year ended December 31, 2022, General Debenture Holders' Meetings were held and resolved:

- The postponement of the payment of the mandatory extraordinary amortization installment from October 13, 2022, to February 27, 2023; and
- The postponement of the payment current amortization installments, in addition to the mandatory guarantee composition, from November 27, 2022, to December 12, 2022 and from December 27, 2022, to January 15, 2023.

#### 15.1.2. Working capital - Lines of credit

During the year ended December 31, 2022 the Company, through its subsidiary GLA, negotiated new agreements of this type. These operations, whose characteristics are presented below, have the objective to help maintaining and managing the Company's working capital.

Operation date	Amount (In Thousand of R\$)	Interest rate (p.a.)	Maturity
08/31/2022	70,000	CDI + 4.70%	02/29/2024
09/20/2022	40,000	18.53%	09/20/2024
<b>Total</b>	<b>110,000</b>		

#### 15.1.3. Financing with Ex-Im Bank collateral

In the year ended December 31, 2022, GLA also renegotiated the due dates of these agreements, impacting the interest rate, disclosed in the table above. All contracts of this modality were settled during the year ended December 31, 2022.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 15.1.4. Import financing

In the year ended December 31, 2022, the Company, through its subsidiary GLA, renegotiated the impact of maturities of these agreements, impacting the interest rate, disclosed in table above, and keeping promissory notes as collateral for the transactions, which are part of a credit line maintained by GLA for engine maintenance, import financing in order to purchase spare parts and aircraft equipment.

### 15.1.5. Senior Secured amortizing notes

As described in note 1.9, on December 30, 2022 the Company issued Senior Secured Amortizing Notes and Subordinated Secured Amortizing Notes.

Serie	Principal		Costs and premiums		Interest rate (p.a.)	Date - maturity
	(US\$ thousand)	(R\$ thousand)	(US\$ thousand)	(R\$ thousand)		
A	125,700	655,865	3,124	16,303	5.00%	June 30, 2026
B	70,078	365,645	370	1,928	3.00%	June 30, 2025
<b>Total</b>	<b>195,778</b>	<b>1,021,510</b>	<b>3,494</b>	<b>18,231</b>		

### 15.2. Loans and financing - Non-current

On December 31, 2022, the maturities of loans and financing recorded in non-current liabilities were as follows:

	2024	2025	2026	2027	2027 onwards	Without maturity date	Total
<b>In domestic currency</b>							
Debentures	431,973	-	-	-	-	-	431,973
Working capital - Lines of credit	36,988	2,083	-	-	-	-	39,071
<b>In foreign currency</b>							
ESN 2024	1,819,315	-	-	-	-	-	1,819,315
Spare engine facility	93,963	-	-	-	-	-	93,963
Senior notes 2025	-	3,372,353	-	-	-	-	3,372,353
Senior secured notes 2026	-	-	3,272,229	-	-	-	3,272,229
Secured amortizing notes	407,395	343,600	131,173	-	-	-	882,168
Loan facility	23,583	24,177	66,260	4,568	25,594	-	144,182
Perpetual bonds	-	-	-	-	-	803,008	803,008
<b>Total</b>	<b>2,813,217</b>	<b>3,742,213</b>	<b>3,469,662</b>	<b>4,568</b>	<b>25,594</b>	<b>803,008</b>	<b>10,858,262</b>

### 15.3. Fair value

The fair value of loans and financing as of December 31, 2022, is as follows:

	Book value (*)	Fair value
Debentures	1,072,019	1,090,976
ESN 2024	1,857,429	1,105,629
Senior notes 2025	3,471,272	1,608,715
Senior secured notes 2026	3,272,229	2,027,204
Secured amortizing notes	1,003,279	1,021,510
Perpetual bonds	819,597	345,695
Other loans and financing	489,066	489,066
<b>Total</b>	<b>11,984,891</b>	<b>7,688,795</b>

(\*) Total net of funding costs.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 15.4. Covenants

The Company has covenants in the Debentures, Senior Secured Notes 2026 and Secured Amortizing Notes.

On December 9, 2022, in a General Meeting of Debenture Holders, a prior waiver was granted in relation to the non-compliance, by the Issuer, of the financial ratio Net Debt / EBITDA to be calculated based on the financial statements for December 31, 2022. The other financial ratios met the contractual conditions for December 31, 2022.

Within the scope of the Senior Secured Notes 2026, the Company complies with guarantee conditions linked to inventory parts (biannual) and intellectual property of the Company (annual). On December 31, 2022, the Company had GLA's parts and equipment guaranteed linked to this agreement meeting the contractual conditions.

In the operation of the Senior Secured Amortizing Notes, the Company is required to comply with guarantee conditions related to receivables on a quarterly basis. As of December 31, 2022, the Company had receivables from GLA as collateral for this agreement that met the contractual conditions.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 16. Leases

On December 31, 2022, the balance of leases payable includes: (i) R\$15,670 relating to variable payments, not included in the measurement of liabilities, and short-term leases (R\$28,440 on December 31, 2021), which fall under the exemption provided for in IFRS 16; and (ii) R\$11,191,289 referring to the present value on this date of future lease payments (R\$10,734,544 on December 31, 2021).

The breakdown and changes in the present value of future lease payments are shown below:

	Weighted average rate (p.a.)	2021										2022			
		Current	Non-current	Total	Additions	Write-offs	Contractual amendment	Payments	Clearing with Deposits and other assets	Interest incurred	Interest paid	Exchange rate change	Total	Current	Non-current
<b>Agreements in local currency</b>															
With purchase option	17.47%	-	-	-	10,308	-	-	(1,959)	-	505	(505)	-	8,349	5,036	3,313
Without purchase option	10.52%	29,456	8,552	38,008	171,084	(242)	54,720	(38,257)	-	33,248	-	-	258,561	37,219	221,342
<b>Agreements in foreign currency</b>															
With purchase option	7.24%	-	-	-	1,552,433	-	-	(178,415)	-	64,821	(57,852)	10,095	1,391,082	133,884	1,257,198
Without purchase option	11.75%	1,999,791	8,696,745	10,696,536	1,334,588	2,328	(363,625)	(2,600,276)	(23,707)	1,218,045	-	(730,592)	9,533,297	1,756,449	7,776,848
<b>Total</b>		<b>2,029,247</b>	<b>8,705,297</b>	<b>10,734,544</b>	<b>3,068,413</b>	<b>2,086</b>	<b>(308,905)</b>	<b>(2,818,907)</b>	<b>(23,707)</b>	<b>1,316,619</b>	<b>(58,357)</b>	<b>(720,497)</b>	<b>11,191,289</b>	<b>1,932,588</b>	<b>9,258,701</b>

	Weighted Average Rate (p.a.)	2020							2021					
		Current	Non-current	Total	Additions	Contractual Amendment	Payments	Clearing with Deposits and other assets	Interest incurred	Exchange rate change	Total	Current	Non-current	
<b>Agreements in local currency</b>														
Without purchase option	11.56%	32,530	14,985	47,515	1,218	1,512	(17,596)	-	5,359	-	38,008	29,456	8,552	
<b>Agreements in foreign currency</b>														
Without purchase option	10.00%	1,268,226	6,252,199	7,520,425	2,503,750	749,166	(1,431,689)	(37,565)	875,267	517,182	10,696,536	1,999,791	8,696,745	
<b>Total</b>		<b>1,300,756</b>	<b>6,267,184</b>	<b>7,567,940</b>	<b>2,504,968</b>	<b>750,678</b>	<b>(1,449,285)</b>	<b>(37,565)</b>	<b>880,626</b>	<b>517,182</b>	<b>10,734,544</b>	<b>2,029,247</b>	<b>8,705,297</b>	

In the fiscal year ended December 31, 2022, the Company recognized R\$48,289 directly in the cost of services, related to short-term leases and variable payments.

In the context of the operations disclosed in Note 1.6, the subleasing of cargo aircraft dedicated to Mercado Livre resulted in the recognition of revenue in 2022 in the amount of R\$6,663.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The future payments of leases liabilities agreements are detailed as follows:

	2022	2021
2022	-	2,977,345
2023	3,059,448	2,370,391
2024	2,325,227	1,970,832
2025	2,055,173	1,673,635
2026	1,798,293	1,360,011
2027	1,624,277	1,005,917
2027 onwards	5,974,709	3,604,718
<b>Total minimum lease payments</b>	<b>16,837,127</b>	<b>14,962,849</b>
Less total interest	(5,630,167)	(4,199,865)
<b>Present value of minimum lease payments</b>	<b>11,206,960</b>	<b>10,762,984</b>
Less current portion	(1,948,259)	(2,057,687)
<b>Non-current portion</b>	<b>9,258,701</b>	<b>8,705,297</b>

### 16.1. Sale-leaseback transactions

During the fiscal year ended December 31, 2022, the Company recorded a net gain of R\$140,368 from 10 sale-leaseback transactions (8 aircrafts and 2 engines), recorded in the statement of operations in the group of "Other income (expenses), net" (R\$5,913 from 1 aircraft and 2 engines sale-leaseback transactions during the year ended December 31, 2021).

### 17. Suppliers

	2022	2021
Local currency	1,858,820	1,401,093
Foreign currency	461,134	497,877
<b>Total</b>	<b>2,319,954</b>	<b>1,898,970</b>
<b>Current</b>	<b>2,274,503</b>	<b>1,820,056</b>
<b>Non-current</b>	<b>45,451</b>	<b>78,914</b>

### 18. Suppliers - factoring

The Company has contracts that allow suppliers to receive rights in advance from a financial institution. These operations do not imply any changes to the securities issued by their suppliers, and the original trading conditions, including maturity and value, are maintained. On December 31, 2022, the amount recorded under current liabilities from factoring operations reached R\$29,941 (R\$22,733 on December 31, 2021).

### 19. Taxes payable

	2022	2021
PIS and COFINS	91,316	71,515
Installment payments (a)	341,756	34,213
Withholding income tax on salaries	54,364	32,940
IRPJ and CSLL payable	22,125	366
Other	14,362	7,416
<b>Total</b>	<b>523,923</b>	<b>146,450</b>
<b>Current</b>	<b>258,811</b>	<b>122,036</b>
<b>Non-current</b>	<b>265,112</b>	<b>24,414</b>

(a) In the year ended December 31, 2022, the Company carried out two accessions to the simplified federal tax installment plan of PIS and COFINS, both with a maturity period of 5 years.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 20. Advance ticket sales

On December 31, 2022, the balance of advance from ticket sales classified in current liabilities was R\$3,502,556 (R\$2,670,469 on December 31, 2021) and is represented by 8,828,006 tickets sold and not yet used (7,004,554 on December 31, 2021) with an average use of 56 days (126 days on December 31, 2021).

Balances of advance from ticket sales are shown net of breakage corresponding to R\$232,752 on December 31, 2022 (R\$226,905 on December 31, 2021).

On December 31, 2022, the Company has reimbursements to pay for advance air tickets totaling R\$48,566 (R\$369,638 on December 31, 2021), recorded as Other liabilities in current liabilities.

### 21. Mileage program

	2022	2021
Mileage program	2,533,410	2,097,432
Breakage	(664,106)	(480,301)
<b>Total</b>	<b>1,869,304</b>	<b>1,617,131</b>
Current	1,576,849	1,298,782
Non-current	292,455	318,349

Breakage consists of the estimate of miles with a high potential to expire without being used. IFRS 15 - "Revenue from Contract with Customers" provides for the recognition of revenue by the estimate (breakage) over the contractual period, therefore, before the miles are redeemed, given that this is not expected before expiration.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 22. Provisions

	Post-employment benefits	Aircraft and engine return	Legal proceedings (a)	Total
<b>Balances on December 31, 2020</b>	<b>99,549</b>	<b>1,030,915</b>	<b>392,432</b>	<b>1,522,896</b>
Constitution (Reversal) of provision	9,581	1,799,280	659,806	2,468,667
Provisions used	(9)	(288,531)	(218,618)	(507,158)
Amendment of assumptions	(32,562)	-	-	(32,562)
Plan experience	(8,962)	-	-	(8,962)
Present value adjustment	7,842	57,976	-	65,818
Exchange rate and monetary variation	-	80,193	(1,570)	78,623
<b>Balances on December 31, 2021</b>	<b>75,439</b>	<b>2,679,833</b>	<b>832,050</b>	<b>3,587,322</b>
Constitution (Reversal) of provision	12,562	35,450	296,524	344,536
Provisions used	(97)	(166,816)	(315,731)	(482,644)
Amendment of assumptions	(28,290)	-	-	(28,290)
Plan experience	45,806	-	-	45,806
Present value adjustment	7,977	231,800	-	239,777
Exchange rate change	-	(179,072)	2,368	(176,704)
<b>Balances on December 31, 2022</b>	<b>113,397</b>	<b>2,601,195</b>	<b>815,211</b>	<b>3,529,803</b>
<b>On December 31, 2022</b>				
Current	-	634,820	-	634,820
Non-current	113,397	1,966,375	815,211	2,894,983
<b>Total</b>	<b>113,397</b>	<b>2,601,195</b>	<b>815,211</b>	<b>3,529,803</b>
<b>On December 31, 2021</b>				
Current	-	477,324	-	477,324
Non-current	75,439	2,202,509	832,050	3,109,998
<b>Total</b>	<b>75,439</b>	<b>2,679,833</b>	<b>832,050</b>	<b>3,587,322</b>

(a) The provisions used consider write-offs due to the revaluation of estimates and settled processes.

#### 22.1. Provisions for post-employment benefits

The Company offers to its employees health care plans that, due to complying with current laws, generate obligations with post-employment benefits.

During the fiscal year ended December 31, 2022 the Company recognized an experience loss due to an increase in GOL's subsidy to assets and higher than expected increase in medical costs in 2022, according to actuarial hypotheses. The amounts referring to the change in the discount rate and experience of the plan were accounted for in other comprehensive income (expenses).

The actuarial assumptions applied when measuring the post-employment benefit are presented below:



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

Actuarial assumptions	2022	2021
<b>Weighted average of assumptions to determine the defined benefit obligation</b>		
Nominal discount rate p.a.	11.62%	10.59%
Actual discount rate p.a.	5.97%	5.30%
Long-term estimated inflation rate p.a.	5.33%	5.02%
HCCTR - Nominal medical inflation rate p.a.	8.75%	8.43%
HCCTR - Actual medical inflation rate p.a.	3.25%	3.25%
Mortality table	AT-2000 loosened by 10%	AT-2000 loosened by 10%
<b>Weighted Average of Assumptions to Determine the Cost (revenue) of the Defined Benefit</b>		
Nominal discount rate	10.59%	7.88%
Actual discount rate p.a.	5.97%	5.30%
Long-term estimated inflation rate	5.02%	3.50%
HCCTR - Nominal medical inflation rate p.a.	8.43%	6.86%
HCCTR - Actual medical inflation rate p.a.	3.25%	3.25%
Mortality table	AT-2000 loosened by 10%	AT-2000 loosened by 10%

### 22.2. Provision for aircraft and engine return

Such provision considers the costs that meet the contractual conditions to return aircraft and engines leased with no purchase rights, as well as the costs to reconfigure aircraft when returned as described in the return conditions of the lease agreements. The initial recognition is under property, plant & equipment, as "Aircraft and engine improvements".

The Company also has a provision to return aircraft and engines as compensation for the service costs, considering the current conditions of the aircraft and engines and the forecast of use until the actual return. These provisions are measured at present value and will be disbursed until the aircraft and engines redelivery.

### 22.3. Provision for legal proceedings

On December 31, 2022, the Company and its subsidiaries are involved in certain legal matters arising from the regular course of their business, which include civil, administrative, tax, social security, and labor lawsuits.

The Company's Management believes that the provision for tax, civil and labor risks, recorded in accordance with IAS 37, is sufficient to cover possible losses on administrative and judicial proceedings, as shown below:

	Probable loss		Possible loss	
	2022	2021	2022	2021
Civil	165,475	188,500	74,212	55,193
Labor	425,711	475,191	137,245	102,216
Tax	224,025	168,359	1,247,288	701,556
<b>Total</b>	<b>815,211</b>	<b>832,050</b>	<b>1,458,745</b>	<b>858,965</b>

Provisions are reviewed based on the evolution of lawsuits and the history of losses through the best current estimate. The variation presented in the year refers, substantially, to the change in the loss prognosis of the contingencies.

Within the scope of tax lawsuits, the Company discusses the non-application of the additional 1% rate of COFINS on imports of aircraft, parts, and components, totaling R\$160,424 (R\$145,986 on December 31, 2021). In the fiscal year ended December 31, 2022, given the decisions by the Superior Courts considering the legality of charging an additional rate on imports carried out by airlines, the Company reassessed the loss prognosis, reclassifying from possible loss to probable loss of the related debts.

The Company is discussing the non-occurrence of social security contributions on the constitutional third of vacations, in light of an unfavorable decision for GOL issued by the TRF of the 1<sup>st</sup> Region and, furthermore, the position of the Superior Courts on the matter, the Company reassessed the loss planning, which resulted in the risk classification of related debts.





## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The tax lawsuits presented below were assessed by Management and legal counsel as relevant and with possible risk on December 31, 2022:

- Tax on Services of Any Nature (ISS), amounting to R\$34,265 (R\$29,812 on December 31, 2021) from Tax Notices issued by the City of São Paulo against the Company, from January 2007 to December 2010, referring to a possible incidence of ISS on agreements signed with partners. The classification as possible risk arises from the fact that the matters under discussion are interpretative and involve discussions on factual and probative matters. In addition, there is no final positioning of the Superior Courts.
- Customs fine totaling R\$71,888 (R\$68,917 on December 31, 2021) related to the Infraction Notices drawn up against the Company for an alleged non-compliance with customs rules related to temporary aircraft importation processes. The classification as possible risk is due to no final decision from the Higher Courts on the matter.
- Goodwill BSSF Air Holdings (“BSSF”), totaling R\$69,932 (R\$66,757 on December 31, 2021) from the Infraction Notice filed due to the deductibility of goodwill allocated as future profitability. The classification as possible risk is due to no final decision from the Higher Courts.
- In 2018, the merged company Smiles received a Tax Notice for the fiscal years 2014 and 2015, due to: (i) the deductibility of the goodwill allocated as future profitability after the merger of GA Smiles by Smiles S.A. on December 31, 2013 and (ii) the deductibility of the financial expenses of the debentures issued in June 2014. The balance of R\$141,454 on December 31, 2022 (R\$130,132 on December 31, 2021) was assessed by the Management and legal counsel as a possible risk, with defense arguments in the administrative appeal.
- During the fiscal year ended December 31, 2021, the merged Smiles received a Tax Notice for 2016 and 2017, due to the deductibility of the goodwill allocated as future profitability after the merger of GA Smiles by Smiles S.A. on December 31, 2013. The balance of R\$61,031 on December 31, 2022 (R\$55,428 on December 31, 2021) was assessed by Management and legal counsel as a possible risk, with defense arguments in the administrative appeal.
- Also in 2021, the Brazilian Federal Revenue Service filed administrative proceedings against the Company due to not approving offsetting social security contribution credits from August 2018 to November 2020. The balance of R\$122,901 on December 31, 2022 (R\$110,915 on December 31, 2021) was assessed by Management and legal counsel as a possible risk, with defense arguments in the administrative appeal.
- During the year ended December 31, 2022, Gol, as Smiles' successor, received a Notice of Infraction related to the years from 2017 to 2019 issued due to: (i) deductibility of goodwill allocated as future profitability after the merger process of GA Smiles on December 31, 2013 and (ii) offsetting of Webjet's tax loss. The amount of R\$534,659 as of December 31, 2022 was assessed by Management and legal advisors as possible risk, since there are defense arguments in the administrative appeal.

There are other tax lawsuits assessed by Management and legal counsel as a possible risk, totaling R\$211,157 (R\$148,879 on December 31, 2021) which, added to the above lawsuits, total R\$1,247,287 on December 31, 2022 (R\$701,556 on December 31, 2021).



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

During the year ended December 31, 2022, the Company had a change in the estimated probability of loss from possible to remote related to the GLA goodwill lawsuit (arising from the acquisition of the former VRG) in the amount of R\$96,490 (R\$90,716 at December 31, 2021) arising from a Tax Assessment Notice issued due to the deductibility of goodwill allocated as future profitability. In the year ended December 31, 2022, the Superior Chamber of Tax Appeals issued a decision favorable to the Company, recognizing the deductibility of the goodwill amortization expense generated by the acquisition of the former VRG, which resulted in a change in the estimate.

Civil lawsuits are mainly related to compensation claims in general related to flight delays and cancellations, baggage loss and damage. Labor lawsuits consist, essentially, of issues related to overtime, hazardous duty additional, unhealthy additional, and salary differences.

In September 2020, a class action was filed in the federal courts of New York against the Company and its Management. The plaintiffs claim alleged losses from an alleged misleading disclosure. In March 2022, the New York court ruled that the case should be closed. Therefore, there are no provisions for this matter.

### 22.3.1. Active Lawsuits

In 2007, the Company filed an arbitration at the International Court of Arbitration (“ICC”) against the sellers of VRG and its controlling shareholders due to the purchase price adjustment. In January 2011, ICC ruled in GOL’s favor. The procedure to enforce the arbitration decision started at the Cayman Court, jurisdiction of one of the defendants, which ruled in May 2022 in GOL’s favor, confirming that the court decision can be fully enforced. On December 31, 2022, an agreement was signed between the parties, in which GOL is to receive US\$42 million for final settlement of the arbitration. As of December 31, 2022, the contingent asset has not been recognized due to certain conditions.

## 23. Shareholders’ equity

### 23.1. Capital stock

On March 14, April 06 and December 31, 2022, the Company’s Board of Directors approved the capital increase in the amount of R\$352, R\$342 and R\$591, with the issuance of 35,673, 40,513 and 165,566 preferred shares, respectively, all registered and without par value, resulting from the exercise of the stock option granted to eligible employees under the Stock Option Plan.

Within the scope of the investment agreement signed between GOL and American Airlines and considering the shareholders who exercised their preemptive rights, on May 20, 2022, the Board of Directors approved a new capital increase with the issuance of 22,230,606 preferred shares registered and without par value, totaling R\$948,580 less costs incurred of R\$2,319, with R\$1.00 (one real) allocated to capital stock and the remainder allocated to the capital reserve.

On December 31, 2022, the Company’s share capital was R\$4,040,397 (R\$4,039,112 on December 31, 2021), represented by 3,200,516,281 shares, with 2,863,682,710 common shares and 336,833,571 preferred shares (3,178,043,923 shares, comprised by 2,863,682,710 common shares and 314,361,213 preferred shares on December 31, 2021). The share capital above is reduced by the costs to issue shares totaling R\$157,495 on December 31, 2022 and December 31, 2021.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The Company's shares are held as follows:

	2022			2021		
	Common shares	Preferred shares	Total	Common shares	Preferred shares	Total
MOBI <sup>(1)</sup> <sup>(2)</sup>	100.00%	38.93%	50.87%	100.00%	32.81%	46.69%
American Airlines Inc.	-	6.60%	5.31%	-	-	-
Path Brazil <sup>(2)</sup>	-	3.22%	2.59%	-	3.45%	2.74%
Others	-	1.41%	1.14%	-	1.54%	1.22%
Market	-	49.84%	40.09%	-	62.20%	49.35%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>100.00%</b>

(1) In the context of the exchangeable senior notes, in 2019 MOBI lent up to 14,000,000 ADSs to Bank of America Corporation, which operates the ADS lending facility, in order to facilitate privately negotiated derivatives transactions or other hedging activities related to the exchangeable senior notes. The ADSs will be returned to MOBI upon maturity of the exchangeable senior notes or upon termination of the ADS lending agreement that it entered into.

(2) It refers to legal entities controlled by the controlling shareholders (Constantino family).

The authorized share capital on December 31, 2022 and December 31, 2021 is R\$6 billion. Within the authorized limit, the Company can, once approved by the Board of Directors, increase its capital regardless of any amendment to its by-laws, by issuing shares, without necessarily maintaining the proportion between the different types of shares. Under the law terms, in case of capital increase within the authorized limit, the Board of Directors will define the issuance conditions, including pricing and payment terms.

### 23.2. Treasury shares

On December 31, 2022, the Company had 1,140,940 treasury shares, totaling R\$38,910 (1,217,285 shares totaling R\$41,514 on December 31, 2021). On December 31, 2022, the closing market price for treasury shares was R\$7.34 (R\$17.03 on December 31, 2021).

### 24. Results per share

Basic earnings per share are calculated by dividing the net income for the year attributed to the Company's controlling shareholders by the weighted average number of all classes of shares outstanding during the year. Diluted earnings (loss) per share are calculated by adjusting the weighted average number of shares outstanding by instruments potentially convertible into shares.

On December 31, 2022, December 31, 2021 and December 31, 2020, the Company has only one category of potentially dilutive shares (stock option), as described in Note 25. Due to the losses ascertained in the years ended on December 31, 2022, December 31, 2021 and December 31, 2020, these instruments issued by the parent company have no dilutive effect and therefore were not included in the total quantity of outstanding shares to calculate diluted losses per share.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The Company's loss per share was determined as follows:

### Schedule of earnings (loss) per share

	2022			2021			2020		
	Common shares	Preferred shares	Total	Common shares	Preferred shares	Total	Common shares	Preferred shares	Total
<b>Numerator</b>									
<b>Net loss for the year attributed to controlling shareholders</b>	<b>(311,590)</b>	<b>(1,249,883)</b>	<b>(1,561,473)</b>	<b>(1,560,971)</b>	<b>(5,660,567)</b>	<b>(7,221,538)</b>	<b>(1,377,078)</b>	<b>(4,611,050)</b>	<b>(5,988,128)</b>
<b>Denominator</b>									
Weighted average number of outstanding shares (in thousands)	2,863,683	327,062		2,863,683	295,486		2,863,683	273,967	
Basic loss per share	(0.109)	(3.822)		(0.545)	(19.157)		(0.481)	(16.831)	
Diluted loss per share	(0.109)	(3.822)		(0.545)	(19.157)		(0.481)	(16.831)	

F-61



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 25. Share-based payments

The Company has two additional compensation plans for its executives: the Stock Option Plan ("Option Plan") and the Restricted Share Plan, both aiming to encourage and align the goals of the Company, managers and employees, and mitigate the risks to generate value for the Company from losing its executives, strengthening their commitment and productivity to long-term results.

#### 25.1. Stock option plan - GOL

The beneficiaries of the Company's stock option plan are allowed to purchase shares at the price agreed on the grant date after three or four years from the grant date, provided that they maintain their employment relationship up to the end of this period.

The stock options vesting in three years become vested at 20% as from the first year, an additional 30% as from the second year, and the remaining 50% as from the third year. For stock option plans exercisable in 4 years, beneficiaries may exercise 20% in the first year, 20% in the second year, 30% in the third year and 30% in the fourth year.

All stock options may also be exercised within 10 years after the grant date. For stock options granted, the expected volatility of the options is based on the historical volatility of 252 working days of the Company's shares traded on the B3.

Schedule of stock options plan

Grant year	Grant date	Total options granted	Number of options outstanding	Exercise price of the option (in Reais)	Fair value at grant date (in Reais)	Estimated volatility of share price	Expected dividend yield	Risk-free return rate	Average remaining maturity (in years)
2013	May 13, 2013	802,296	27,503	12.76	6.54 (a)	46.91%	2.00%	7.50%	0.2
2014	August 12, 2014	653,130	77,791	11.31	7.98 (b)	52.66%	3.27%	11.00%	1.5
2015	August 11, 2015	1,930,844	47,811	9.35	3.37 (c)	55.57%	5.06%	13.25%	2.5
2016	June 30, 2016	5,742,732	1,230,190	2.62	1.24 (d)	98.20%	6.59%	14.25%	3.4
2017	August 8, 2017	947,767	255,596	8.44	7.91 (e)	80.62%	1.17%	11.25%	4.5
2018	May 24, 2018	718,764	381,597	20.18	12.68 (f)	55.58%	0.60%	6.50%	5.3
2019	October 28, 2019	1,749,223	1,152,512	25.40	12.10 (g)	61.98%	3.17%	9.00%	6.8
2020	July 30, 2020	760,986	496,230	20.57	14.44 (h)	71.37%	0.92%	6.24%	7.5
2021	July 28, 2021	658,189	508,917	21.05	14.44 (h)	74.34%	0.00%	8.85%	8.6
2022	October 26, 2022	4,168,040	3,894,617	10.26	6.23(i)	75.23%	0.00%	12.76%	9.8
<b>Total</b>		<b>18,131,971</b>	<b>8,072,765</b>	<b>13.00</b>					<b>20.65</b>

(a) Fair value calculated by the average between R\$7.34, R\$6.58 and R\$5.71 for their vesting periods (2013, 2014 and 2015).

(b) Fair value calculated by the average between R\$8.20, R\$7.89 and R\$7.85 for their vesting periods (2014, 2015 and 2016).

(c) Fair value calculated by the average between R\$3.61, R\$3.30 and R\$3.19 for their vesting periods (2015, 2016 and 2017).

(d) Fair value was calculated by the average between R\$1.29, R\$1.21 and R\$1.22 for their vesting periods (2016, 2017 and 2018).

(e) Fair value calculated by the average between R\$8.12, R\$7.88 and R\$7.72 for their vesting periods (2017, 2018 and 2019).

(f) Fair value calculated by the average between R\$13.26, R\$12.67 and R\$12.11 for their vesting periods (2018, 2019 and 2020).

(g) Fair value calculated by the average between R\$12.90, R\$12.32 and R\$11.65 for their vesting periods (2019, 2020 and 2021).

(h) Fair value calculated by the average between R\$15.39, R\$14.89, R\$14.31 and R\$13.64 for their vesting periods (2020, 2021, 2022 and 2023).

(i) Fair value calculated by the average between R\$6.79, R\$6.50, R\$6.15 and R\$5.74 for their vesting periods (2021, 2022, 2023 and 2024).

The price of the Company's share traded on B3 on December 31, 2022 was R\$7.34 (R\$17.03 on December 31, 2021).



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The movement of stock options during the fiscal year ended December 31, 2022 is shown below:

	Number of stock options	Weighted average exercise price
<b>Options outstanding on December 31, 2020</b>	<b>7,529,612</b>	<b>11.59</b>
Options granted	658,189	21.05
Options exercised	(140,718)	6.96
Options canceled and adjustments in estimated prescribed rights	(614,422)	20.79
<b>Outstanding options on December 31, 2021</b>	<b>7,432,661</b>	<b>12.90</b>
Options granted	4,168,040	10.26
Options exercised	(207,179)	4.52
Options canceled and adjustments in estimated prescribed rights	(3,320,757)	20.78
<b>Outstanding options on December 31, 2022</b>	<b>8,072,765</b>	<b>13.00</b>
<b>Number of options exercisable on:</b>		
December 31, 2021	6,407,403	12.62
<b>December 31, 2022</b>	<b>5,166,147</b>	<b>14.64</b>

The expense recognized in income (expenses) for the fiscal year corresponding to the stock option plans for the fiscal year ended December 31, 2022 was R\$14,102 (R\$11,482 for the fiscal year ended December 31, 2021).

### 25.2. Restricted share plan - GOL

The Company's Restricted Share Plan was approved on October 19, 2012 at the Extraordinary Shareholders' Meeting, and the first grants were approved at a meeting of the Board of Directors in the same year.

The table below shows the plans that have transferable shares on December 31, 2022.

Grant year	Approval date	Total shares granted	Total vested shares	Average price at grant date
2018	May 24, 2018	773,463	-	20.18
2020	July 30, 2020	801,311	742,621	20.57
2021	April 30, 2021	858,068	797,278	21.05
2022	October 26, 2022	637,830	595,988	10.26
<b>Total</b>	<b>December 31, 2022</b>	<b>3,070,672</b>	<b>2,135,887</b>	

The movement in the restricted shares for the fiscal year ended December 31, 2022 is as follows:

	Total restricted shares
<b>Restricted shares outstanding on December 31, 2020</b>	<b>1,203,483</b>
Shares transferred (*)	(595,976)
Restricted shares granted	858,068
Restricted shares cancelled and adjustments in estimated expired rights	80,675
<b>Restricted shares outstanding on December 31, 2021</b>	<b>1,546,250</b>
Shares transferred	(75,232)
Restricted shares cancelled and adjustments in estimated expired rights	27,039
Restricted shares granted	637,830
<b>Restricted shares outstanding on December 31, 2022</b>	<b>2,135,887</b>

(\*) During the fiscal year ended December 31, 2021, the Company transferred 581,499 shares through equity instruments (treasury shares) and the remainder, equivalent to 14,477 shares, was duly settled.

**Notes to the financial statements**

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The expense recognized in income (expenses) for the fiscal year corresponding to the stock option plans for the fiscal year ended December 31, 2022 was R\$12,082 (R\$9,469 for the fiscal year ended December 31, 2021).

**26. Transactions with related parties****26.1. Transportation and consulting services**

In the course of its operations, the Company, by itself and through its subsidiaries, entered into agreements with the companies listed below, which are owned by the Company's main shareholders:

- **Expresso Caxiense S.A.:** Provision of passenger transportation services in case of an interrupted flight, effective until March, 2023; and
- **Viação Piracicabana Ltda.:** Provision of passenger, baggage, crew, and employee transportation services between airports, effective until September, 2026.

These contracts were concluded under market conditions, in line with those that prevail in transactions that the Company would contract with third parties. On December 31, 2022, the subsidiary GLA recognized a total expense related to these services of R\$6,455 (R\$4,712 on December 31, 2021). On the same date, the balance to pay to related companies, under "suppliers", was of R\$737 (R\$3,397 on December 31, 2021).

**26.2. Contracts of UATP ("Universal Air Transportation Plan") to grant credit limit**

The subsidiary GLA entered into UATP account opening agreements with the related parties indicated below: Aller Participaçõ S.A.; BR Mobilidade Baixada Santista S.A. SPE; Breda Transportes e Serviços S.A.; Comporte Participaçõ S.A.; Empresa Cruz de Transportes Ltda.; Empresa de Ô á Marrom S.A.; Empresa Princesa do Norte S.A.; Expresso Itamarati S.A.; Expresso Maringá do Vale S.A.; Expresso União Ltda.; Glarus Serviços Tecnologia e Participaçõ S.A.; Limmat Participaçõ S.A.; Quality Bus Comércio de í S.A.; Super Quadra Empreendimentos Imobiliários S.A.; Thurgau Participaçõ S.A.; Transporte Coletivo Cidade Canção Ltda.; Turb Transporte Urbano S.A.; Vaud Participaçõ S.A.; and Viação Piracicabana Ltda.; all with no expiration date, whose purpose is to issue credits to purchase airline tickets issued by the Company. The UATP account (virtual card) is accepted as a payment means on the purchase of airfare and related services, seeking to simplify billing and make feasible payment between the participating companies.

These contracts were entered into under market conditions, in line with those prevailing in transactions that the Company would enter into with third parties. The companies indicated above are owned by the Company's main shareholders.

**26.3. Multimodal transport commercial partnership agreement**

Company's subsidiary GLA entered into a commercial partnership agreement with the companies União Transporte, Itamarati Express and Cruz Encomendas (together denominated, "Grupo Comporte"), Tex Transportes and Expresso Luxo, effective for 3 years, the purpose of which is to provide multimodal transport, including road freight transport by the Partners and air transport services provided by GLA. In order to achieve the Agreement, GLA signed a Contract for the provision of multimodal transport services with each of these companies. The parties will be remunerated for the value of the service related to the section operated by each party, through the issuance of the respective CTe, in accordance with the values established in the price tables practiced by each Party.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

These contracts were entered into under market conditions, in line with those prevailing in transactions that the Company would enter into with third parties. The companies indicated above are owned by the Company's main shareholders.

### 26.4. Commercial partnership agreement - Pagol

During the year ended December 31, 2022, the Company entered into two agreements with the related party Pagol Participaçõ Societárias Ltda ("Pagol").

The first contract entered into a commercial agreement whereby the Company will disclose the financial products offered by Pagol to its customers, suppliers and employees, with the possibility of receiving a commission income, which will be negotiated between the parties according to the mix of products offered. This Agreement is valid for 10 years and its implementation depends on precedent conditions established in the contract.

Under the commercial agreement, during the year ended December 31, 2022, the Company entered into an agreement for the Intermediation of Credit Assignment Operations, which allows the Company's suppliers to prepay their receivables with Pagol. On December 31, 2022, the subsidiary GLA performed transactions related to these services in the amount of R\$3,735 and there were no outstanding balances at the end of the year.

In November, 2022, the Company entered into an agreement to associate Pagol with the Smiles Program, for the acquisition and granting of redemption rights embodied in Smiles miles to its customers, as an incentive to acquire the products/services offered by Pagol. The amount will be paid by Pagol, monthly, corresponding to the miles acquired in the period. This Agreement is valid for 12 (twelve) months from its signature, and the period may be extended by mutual agreement between the Parties.

These contracts were entered into under market conditions, in line with those prevailing in transactions that the Company would enter into with third parties. The company indicated above is owned by Company's main shareholders.

### 26.5. Commercial partnership agreement - Comporte

In December, 2022, the Company entered into an agreement with the related party Comporte Participaçõ S.A. ("Comporte"), the purpose of which is the advance sale of Smiles miles for Comporte to offer to its customers directly or indirectly.

The contract established the advance sale of Smiles miles in the amount of R\$70,000 (seventy million reais), which were paid in December, 2022. This Agreement is valid for 12 (twelve) months from its signature or when the batch of Smiles Miles acquired runs out, whichever occurs first, the term may be extended by mutual agreement between the Parties. The balance received was recognized as advances from customers in current liabilities.





## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

These contracts were entered into under market conditions, in line with those prevailing in transactions that the Company would enter into with third parties. The companies indicated above are owned by the Company's main shareholders.

### 26.6. Commercial partnership agreement - American Airlines

In the year ended December 31, 2022, GOL and American Airlines formalized the agreement to expand their commercial cooperation, with an investment of R\$948,320, paid in cash by American Airlines for 22,224,513 preferred shares of the Company. See note 1.4.

### 26.7. Compensation of key management personnel

	2022	2021	2020
Salaries, bonus and benefits (*)	48,061	45,014	35,147
Payroll charges	12,760	11,981	13,454
Share-based compensation	19,106	21,798	15,509
<b>Total</b>	<b>79,927</b>	<b>78,793</b>	<b>64,110</b>

(\*) Includes compensation for members of the Management and audit committee.

## 27. Revenue

	2022	2021	2020
Passenger transportation (*)	14,621,481	7,119,086	5,958,848
Cargo transportation	530,578	361,648	316,318
Mileage program	546,104	267,344	341,197
Other revenue	84,360	36,866	47,053
<b>Gross revenue</b>	<b>15,782,523</b>	<b>7,784,944</b>	<b>6,663,416</b>
Related tax	(583,798)	(351,560)	(291,599)
<b>Net revenue</b>	<b>15,198,725</b>	<b>7,433,384</b>	<b>6,371,817</b>

(\*) Of the total amount, R\$272,807 for the fiscal year ended on December 31, 2022 made up of the revenue from no-show, rescheduling, ticket cancellation (R\$210,018 and R\$252,730 for the years ended December 31, 2021 and 2020, respectively).

Revenue by geographical location is as follows:

	2022	%	2021	%	2020	%
Domestic	13,411,513	88.2	7,174,373	96.5	5,642,471	88.6
International	1,787,212	11.8	259,011	3.5	729,346	11.4
<b>Net revenue</b>	<b>15,198,725</b>	<b>100.0</b>	<b>7,433,384</b>	<b>100.0</b>	<b>6,371,817</b>	<b>100.0</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 28. Financial results

	2022	2021	2020
<b>Financial income</b>			
Interest on financial investments	90,552	36,982	117,564
Others (a)	25,965	11,812	70,426
<b>Financial income</b>	<b>116,517</b>	<b>48,794</b>	<b>187,990</b>
<b>Financial expenses</b>			
Interest and costs on loans and financing	(1,063,118)	(896,091)	(727,318)
Interest on leases	(1,316,619)	(880,626)	(818,529)
Interest on the provision for aircraft return	(231,800)	(57,976)	(67,609)
Commissions, bank charges and interest on other operations (c)	(589,002)	(318,570)	(229,024)
Others	(316,345)	(47,782)	(108,631)
<b>Financial expenses</b>	<b>(3,516,884)</b>	<b>(2,201,045)</b>	<b>(1,951,111)</b>
<b>Derivative financial instruments</b>			
Conversion right and derivatives - ESN (b)	42,025	200,267	300,266
Other derivative financial instruments	(44,651)	(1,515)	(374,047)
<b>Derivative financial instruments</b>	<b>(2,626)</b>	<b>198,752</b>	<b>(73,781)</b>
<b>Monetary and foreign exchange rate variation, net</b>	<b>1,328,204</b>	<b>(1,588,133)</b>	<b>(3,028,547)</b>
<b>Total</b>	<b>(2,074,789)</b>	<b>(3,541,632)</b>	<b>(4,865,449)</b>

(a) For the fiscal year ended on December 31, 2022, the amount of R\$16,852, refer to PIS and COFINS levied on financial revenues earned, as per Decree 8426 of April 1, 2015 (R\$16,791 and 38,533 for the years ended December 31, 2021 and 2020, respectively).

(b) See Note 30.2 (ESN and Capped call).

(c) The increase in these expenses in the period is substantially linked to interest on prepayment of receivables in line with sales growth.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 29. Commitments

#### 29.1. Aircraft purchase commitment

On December 31, 2022, the Company had 91 firm orders (103 on December 31, 2021) for aircraft acquisitions with Boeing. These aircraft acquisition commitments include estimates for contractual price increases during the construction phase. The approximate amount of firm orders in the current period considers an estimate of contractual discounts, and corresponds to around R\$20,574,804 (R\$21,947,804 on December 31, 2021) corresponding to US\$3,943,271 on December 31, 2022 (US\$3,932,946 on December 31, 2021) and are segregated as follows:

	2022	2021
2022	-	2,805,899
2023	4,234,480	3,384,587
2024	5,847,873	6,101,396
2025	6,970,535	6,428,138
2026	3,521,916	3,227,784
<b>Total</b>	<b>20,574,804</b>	<b>21,947,804</b>

Of the total commitments presented above, the Company should disburse the amount of R\$7,170,725 (corresponding to US\$1,374,308 on December 31, 2022) as advances for aircraft acquisition, according to the financial flow below:

	2022	2021
2022	-	248,109
2023	1,642,175	1,174,768
2024	1,990,773	2,145,764
2025	2,355,513	2,279,227
2026	1,182,264	1,141,513
<b>Total</b>	<b>7,170,725</b>	<b>6,989,381</b>

#### 29.2. Fuel purchase commitment

The Company has a commitment to purchase aircraft fuel at a fixed price in the future for use in its operations. As of December 31, 2022, the purchase commitments total R\$860,442 until December 31, 2023.

### 30. Financial instruments and risk management

Operational activities expose the Company and its subsidiaries to market risk, credit risk and liquidity risk. These risks can be mitigated by using of anticipated fuel purchase transactions with the distributor ("fixed price contract") and swap derivatives, futures and options contracts based on oil, U.S. dollar and interest markets.

Financial instruments are managed by the Financial Policy Committee ("CPF") in line with the Risk Management Policy approved by the Risk Policy Committee ("CPR") and submitted to the Board of Directors. The CPR establishes guidelines, limits, and monitors the controls, including mathematical models adopted to continuously monitor the exposures and possible financial impacts, in addition to preventing the exploitation of operations of a speculative nature with financial instruments.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The Company does not hedge the entire risk exposure; therefore, the company is subject to market variations for a significant part of its assets and liabilities exposed to the above risks. The decisions on the part to be hedged consider the financial risks and costs of the hedging and are set and reviewed at least monthly, in line with CPR's strategies. The income (expenses) obtained from the operations and the application of controls to manage risks are part of the monitoring carried out by the Committee and have been satisfactory to the proposed goals.

The airline industry remains exposed to the risks related to the pandemic's evolution and new strains of the virus and to possible new restrictions imposed by government authorities to stop the disease, so that the Company's financial results may suffer impacts. Although the pandemic, mainly the prolongation of the pandemic and its uncertainties, is expected to have consequences for the financial income (expenses) of airlines in general, the risks related to the Company must be measured in light of its financial position.

### 30.1. Accounting classifications of financial instruments

The accounting classifications of the Company's financial instruments on December 31, 2022 and December 31, 2021 are as follows:

	Measured at fair value through profit or loss		Amortized cost	
	2022	2021	2022	2021
<b>Assets</b>				
Cash and bank deposits	168,994	116,123	-	-
Cash equivalents	41	370,135	-	-
Financial investments	423,418	373,689	-	-
Trade receivables	-	-	887,734	850,683
Derivative assets	29,256	114,060	-	-
Deposits (a)	-	-	2,068,593	1,373,109
Other credits and amounts	-	-	232,633	189,017
<b>Liabilities</b>				
Loans and financing (b)	17,753	162,568	11,967,138	11,737,462
Leases	-	-	11,206,959	10,762,984
Suppliers	-	-	2,319,954	1,898,970
Suppliers - factoring	-	-	29,941	22,733
Derivative liabilities	536	-	-	-
Other liabilities	-	-	692,171	1,023,700

(a) Excludes court deposits, as described in Note 9.

(b) The amounts on December 31, 2022 and December 31, 2021, classified as measured at fair value through profit or loss, are related to the derivative contracted through Exchange Senior Notes.

In the fiscal year ended December 31, 2022, there was no change in the classification between categories of the financial instruments.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 30.2. Derivative and non-derivative financial instruments

The Company's derivative financial instruments were recognized as follows in the balance sheet:

	Fuel	Interest rate	Derivatives Foreign currency rate	Capped call	ESN	Non-derivative Revenue hedge	Total
<b>Fair value changes</b>							
<b>Rights (obligations) with derivatives on December 31, 2020</b>	<b>34,166</b>	-	<b>1,683</b>	<b>87,663</b>	<b>(346,030)</b>	-	<b>(222,518)</b>
Gains (losses) recognized in income (expenses)	-	-	635	19,507	183,462	-	203,604
Gains recognized in equity valuation adjustments	98,821	-	-	-	-	-	98,821
Settlements (payments) during the year	(126,097)	-	(2,318)	-	-	-	(128,415)
<b>Rights (obligations) with derivatives on December 31, 2021</b>	<b>6,890</b>	-	-	<b>107,170</b>	<b>(162,568)</b>	-	<b>(48,508)</b>
Gains (losses) recognized in income (expenses)	-	(688)	417	(100,168)	144,815	-	44,376
Gains recognized in equity valuation adjustment	(38,100)	-	-	-	-	-	(38,100)
Settlements (payments) during the year	53,465	152	(417)	-	-	-	53,200
<b>Rights (obligations) with derivatives on December 31, 2022</b>	<b>22,255</b>	<b>(536)</b>	-	<b>7,002</b>	<b>(17,753)</b>	-	<b>10,968</b>
Derivative assets - Current	9,248	-	-	7,002	-	-	16,250
Derivative assets - Non-current	13,006	-	-	-	-	-	13,006
Loans and financing	-	-	-	-	(17,753)	-	(17,753)
Derivative liabilities - Current	-	(519)	-	-	-	-	(519)
Derivative liabilities - Non-Current	-	(17)	-	-	-	-	(17)
<b>Changes in the equity valuation adjustments</b>							
<b>Balances on December 31, 2020</b>	<b>(164,789)</b>	<b>(303,207)</b>	-	-	-	<b>(843,080)</b>	<b>(1,311,076)</b>
Fair value adjustments during the year	98,821	-	-	-	-	-	98,821
Adjustments of hedge accounting of revenue	-	-	-	-	-	222,873	222,873
Net reversals to income (expenses)	56,740	6,378	-	-	-	7,463	70,581
<b>Balance on December 31, 2021</b>	<b>(9,228)</b>	<b>(296,829)</b>	-	-	-	<b>(612,744)</b>	<b>(918,801)</b>
Fair value adjustments during the year	(38,100)	-	-	-	-	-	(38,100)
Adjustments of hedge accounting of revenue	-	-	-	-	-	175,675	175,675
Net reversal to income (expenses)	47,328	6,280	-	-	-	114,265	167,873
<b>Balances on December 31, 2022</b>	<b>-</b>	<b>(290,549)</b>	-	-	-	<b>(322,804)</b>	<b>(613,353)</b>
<b>Effects on income (expenses)</b>							
<b>Revenue</b>	<b>(47,328)</b>	<b>(6,968)</b>	<b>417</b>	<b>(100,168)</b>	<b>144,815</b>	<b>(289,940)</b>	<b>(299,172)</b>
Revenue	-	-	-	-	-	(119,180)	(119,180)
Aircraft fuel	(9,228)	-	-	-	-	-	(9,228)
Derivative financial instruments	(38,100)	(6,968)	417	(90,601)	132,626	-	(2,626)
Monetary and foreign exchange rate variation, net	-	-	-	(9,567)	12,189	(170,760)	(168,138)

The Company may adopt hedge accounting for derivatives contracted to hedge cash flow and that qualify for this classification as per IFRS 9 - "Financial Instruments".

On December 31, 2022, the Company adopts cash flow hedge for the interest rate (mainly the Libor interest rates), and for aeronautical fuel protection and future revenue in U.S. Dollars.

Cash flow hedges are scheduled for realization and, therefore, reclassification to expense according to the following periods:

	2023	2024	2025	2026	2027	2027 onwards	Total
Interest rate	(20,397)	(34,691)	(36,490)	(36,317)	(35,661)	(126,993)	(290,549)
Revenue hedge	(199,933)	(122,871)	-	-	-	-	(322,804)
<b>Total</b>	<b>(220,330)</b>	<b>(157,562)</b>	<b>(36,490)</b>	<b>(36,317)</b>	<b>(35,661)</b>	<b>(126,993)</b>	<b>(613,353)</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 30.3. Market risks

Market risk is represented by the risk of fluctuations in the fair value of a financial instrument's future cash flows due to variations in the market prices. The main market prices with an impact on the Company are: fuel price, exchange rate and interest rate.

The sensitivity analysis of financial instruments was prepared with the purpose to estimate the impact on profit (loss) before taxes and shareholders' equity on: open derivatives position, currency exposure and interest rates on December 31, 2022 for the market risks considered relevant by the Company's management.

In the probable scenario, in the Company's assessment, the maintenance of market levels was considered, so that there are no impacts on profit (loss) before taxes and shareholders' equity. The Company also considered the following scenarios in the risk variable:

- 10% deterioration (adverse scenario I);
- 25% deterioration (adverse scenario II);

The estimates presented do not necessarily reflect the amounts to be ascertained in the next financial statements. The use of different methodologies can have a material effect on the estimates presented.

#### 30.3.1. Fuel

The aircraft fuel prices fluctuate due to the volatility of the price of crude oil by product price fluctuations. The Company uses different instruments to hedge its exposure to the fuel price. The choice depends on factors such as liquidity in the market, the market price of the components, levels of volatility, availability, and margin deposit. The main instruments are futures, calls, calls spreads, collars and swaps.

The Company's strategy for Fuel Risk Management is based on statistical models. Through the developed model, the Company can (i) measure the economic relationship between the hedging instrument and the hedged object, thus able to assess if the relationship between the price of aviation fuel and the price of foreign fuel behaves as expected; and (ii) adequately define the hedged index, thus able to establish the appropriate volume to be contracted to hedge the number of liters of fuel that will be consumed in a given period.

The Company's models consider the potential factors of inefficiency that may impact on risk management strategies, such as changes in the pricing of aviation fuel by suppliers and the mismatch of the term of the hedging instrument and the hedged object.

The Company has hedged by hedge contracts approximately 1.7% of its estimated fuel consumption for the year 2023. In addition, Company has hedged by fixed price oil commitments as described in Note 29.2.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

The table below shows the sensitivity analysis considering the fluctuation of prices of air fuel priced in U.S. dollars, based on the barrel price on December 31, 2022 at US\$80.45:

	Fuel Barrel price (in USD)	Impact (in thousand of Reais)
Decline in prices/barrel (-25%)	60.34	(18,121)
Decline in prices/barrel (-10%)	72.41	(10,192)
Increase in prices/barrel (+10%)	88.50	11,042
Increase in prices/barrel (+25%)	100.56	38,703

### 30.3.2. Interest rate

The Company's strategy for interest risk management combines fixed and floating interest rates and establishes if it will be necessary to expand or reduce the interest rate exposures. The company manages its exposure by calculating the Basis Point Value ("BPV") of each agreement and uses volumes that correspond to the amount of BPVs necessary to achieve the goals proposed in the Risk Management to contract derivatives.

Through statistical models, the company proves the economic relationship between the hedging instrument and the hedged object, considering potential factors of ineffectiveness, such as the mismatch of the term of the hedging instrument and the hedged object.

The Company is mainly exposed to lease transactions indexed to changes in the interest rate until the aircraft is received. To mitigate such risks, the Company can use derivative financial instruments.

On December 31, 2022, the Company held financial investments and loans and financing with different types of fees. Its sensitivity analysis of non-derivative financial instruments examined the impact on annual interest rates only for positions with material amounts on December 31, 2022 that were exposed to fluctuations in interest rates, as the scenarios below show.

The amounts show the impacts on Income (Expenses) according to the scenarios adopted below:

Risk	Financial investments net of financial debt (a)	
	CDI rate increase	Libor rate increase
Reference rates	13.65%	4.32%
Exposure amount (probable scenario) (b)	<b>(872,649)</b>	<b>(2,230,646)</b>
Remote favorable scenario (-25%)	31,335	24,080
Possible favorable scenario (-10%)	12,534	9,632
Possible adverse scenario (+10%)	(12,534)	(9,632)
Remote adverse scenario (+25%)	(31,335)	(24,080)

(a) Refers to the sum of the amounts invested and raised in the financial market and indexed to the CDI and Libor rates.

(b) Book balances recorded as of December 31, 2022.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 30.3.3. Exchange rate

Foreign currency risk derives from the possibility of unfavorable fluctuation of foreign currency to which the Company's liabilities or cash flows are exposed. The Company is mainly exposed to the exchange rate change of the U.S. dollar.

The Company's foreign currency exposure is summarized below:

	2022	2021
<b>Assets</b>		
Cash, cash equivalents and financial investments	274,186	153,040
Trade receivables	215,113	171,473
Deposits	2,068,593	1,373,109
Derivative assets	29,256	114,060
<b>Total Assets</b>	<b>2,587,148</b>	<b>1,811,682</b>
<b>Liabilities</b>		
Loans and financing	(10,797,091)	(10,677,266)
Leases	(10,940,049)	(10,724,976)
Suppliers	(461,134)	(497,877)
Provisions	(2,601,195)	(2,679,833)
<b>Total Liabilities</b>	<b>(24,799,469)</b>	<b>(24,579,952)</b>
<b>Exchange rate exposure liabilities</b>	<b>(22,212,321)</b>	<b>(22,768,270)</b>
<b>Commitments not recorded in the statements of financial position</b>		
<b>Future obligations resulting from firm aircraft orders</b>	<b>(20,574,804)</b>	<b>(21,947,804)</b>
<b>Total</b>	<b>(20,574,804)</b>	<b>(21,947,804)</b>
<b>Total exchange rate exposure R\$</b>	<b>(42,787,125)</b>	<b>(44,716,074)</b>
<b>Total exchange rate exposure - US\$</b>	<b>(8,200,380)</b>	<b>(8,012,915)</b>
<b>Exchange rate (R\$/US\$)</b>	<b>5.2177</b>	<b>5.5805</b>

As of December 31, 2022, the Company adopted the closing exchange rate of R\$5.2177/US\$1.00 as a likely scenario. The table below shows the sensitivity analysis and the effect on income (expenses) of exchange rate fluctuations in the exposure amount of the period as of December 31, 2022:

	Exchange rate	Effect on income (expenses)
Net liabilities exposed to the risk of appreciation of the U.S. dollar	5.2177	22,212,321
Dollar depreciation (-25%)	3.9133	5,553,080
Dollar depreciation (-10%)	4.6959	2,221,232
Dollar appreciation (+10%)	5.7395	(2,221,232)
Dollar appreciation (+25%)	6.5221	(5,553,080)

### 31.3.4. Capped call

The Company, through Gol Equity Finance, in the context of the pricing of the ESN issued on March 26, April 17 and July 17, 2019, contracted private derivative transactions (Capped call) with part of the note subscribers with the purpose of minimizing the potential dilution of the Company's preferred shares and ADSs.





## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 30.4. Credit risk

Credit risk is inherent in the Company's operating and financing activities, mainly in cash and cash equivalents, financial investments and trade receivables. Financial assets classified as cash, cash equivalents, and financial investments are deposited with counterparties rated investment grade or higher by S&P or Moody's (between AAA and AA-), pursuant to risk management policies.

Credit limits are set for all customers based on internal credit rating criteria and carrying amounts represent the maximum credit risk exposure. Customer creditworthiness is assessed based on an internal system of extensive credit rating. Outstanding trade receivables are frequently monitored by the Company.

Derivative financial instruments are contracted in the over-the-counter market (OTC) with counterparties rated investment grade or higher, or in a commodities and futures exchange (B3 or NYMEX), thus substantially mitigating credit risk. The Company's obligation is to evaluate counterparty risk involved in financial instruments and periodically diversify its exposure.

### 30.5. Liquidity risk

The Company is exposed to liquidity risk in two distinct ways: (i) market prices, which vary in accordance with the types of assets and markets where they are traded, and (ii) cash flow liquidity risk related to difficulties in meeting the contracted operating obligations at the maturity dates. In order to manage liquidity risk, the Company invests its funds in liquid assets (government bonds, CDBs and investment funds with daily liquidity) and its Cash Management Policy requires the weighted average maturity of its debt to be longer than the weighted average term of its investment portfolio term.

The schedules of financial liabilities held by the Company's financial liabilities on December 31, 2022 and December 31, 2021 are as follows:

	Less than 6 months	6 to 12 months	1 to 5 years	More than 5 years	Total
Loans and financing	723,756	402,873	10,055,253	803,009	11,984,891
Leases	1,210,715	737,543	4,886,666	4,372,035	11,206,959
Suppliers	2,274,503	-	45,451	-	2,319,954
Suppliers - factoring	29,941	-	-	-	29,941
Derivative liabilities	260	259	17	-	536
Other liabilities	225,752	154,096	312,323	-	692,171
<b>On December 31, 2022</b>	<b>4,464,927</b>	<b>1,294,771</b>	<b>15,299,710</b>	<b>5,175,044</b>	<b>26,234,452</b>
Loans and financing	478,566	156,048	10,373,517	891,899	11,900,030
Leases	1,209,215	848,472	5,159,608	3,545,689	10,762,984
Suppliers	1,820,056	-	78,914	-	1,898,970
Suppliers - factoring	22,733	-	-	-	22,733
Other liabilities	455,251	-	568,449	-	1,023,700
<b>On December 31, 2021</b>	<b>3,985,821</b>	<b>1,004,520</b>	<b>16,180,488</b>	<b>4,437,588</b>	<b>25,608,417</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 30.6. Measurement of the fair value of financial instruments

To meet the disclosure requirements of financial instruments measured at fair value, the Company and its subsidiaries must group these instruments at levels 1 to 3 based on the observable degree of fair value:

- Level 1: Fair value measurements are obtained from quoted (unadjusted) prices in identical active or passive markets;
- Level 2: Fair value measurements are obtained from other variables other than the quoted prices included within Level 1, which are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3: Fair value measurements are obtained from valuation techniques that include variables for the asset or liability but are not based on observable market data (unobservable data).

The following table shows a summary of the financial instruments measured at the fair value of the Company and its subsidiaries, including their related classifications of the valuation method, on December 31, 2022 and 2021:

	Fair value level	2022		2021	
		Book value	Fair value	Book value	Fair value
Cash and cash equivalents	Level 1	168,994	168,994	156,996	156,996
Cash and cash equivalents	Level 2	41	41	329,262	329,262
Financial investments	Level 1	-	-	2,042	2,042
Financial investments	Level 2	423,418	423,418	83,592	83,592
Derivatives assets	Level 2	29,256	29,256	114,060	114,060
Loans and financing	Level 1	(17,753)	(17,753)	(162,568)	(162,568)
Derivatives liabilities	Level 2	(536)	(536)	-	-

The fair value of financial instruments measured at amortized cost was not disclosed since the fair value approximates their book value based on the established conditions, mainly due to the short term of maturity of these assets and liabilities. The fair values for loans and financing, which differ from the book balances, in turn, are disclosed in Note 15.

### 30.7. Capital management

The Company seeks alternatives to capital in order to meet its operational needs, aiming a capital structure that considers suitable parameters for the financial costs, the maturities of funding and its guarantees. The Company monitors its financial leverage ratio, which corresponds to net indebtedness, including short and long-term loans and financing and leases.

The following table shows the financial leverage:

	2022	2021
Total loans and financing	11,984,891	11,900,030
Total leases	11,206,959	10,762,984
(-) Cash and cash equivalents	(169,035)	(486,258)
(-) Financial investments	(423,418)	(373,689)
<b>Net indebtedness</b>	<b>22,599,397</b>	<b>21,803,067</b>



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 31. Non-cash transactions

	2022	2021	2020
Amortization of debt with investments (Financial investments / Loans and financing)	-	198,270	-
Deposits applied in lease agreements (Deposits / Leases)	23,707	41,974	77,009
Factoring (Suppliers - factoring / Loans and financing)	-	-	411,457
Acquisition of PPE through financing (Property, plant and equipment / Loans and financing)	-	-	25,974
Capitalized deposits (Deposits / Property, plant and equipment)	-	-	39,729
Right of use of flight equipment (Property, plant and equipment / Leases)	613,879	2,295,903	165,146
Right of Use non-aeronautical assets (Property, Plant & Equipment / Leases Payable)	181,392	-	-
Lease agreement renegotiation (Property, plant and equipment / Leases)	163,925	778,379	221,248
Write-off of lease agreements (other income/ leases payable)	2,328	-	-
Sale-leaseback (Property, plant and equipment / Leases)	2,454,534	209,065	289,102
Provision for aircraft return (Property, plant and equipment / Provisions)	(66,154)	27,024	-
Post-employment benefit actuarial gain (Provisions / Equity valuation adjustments)	17,516	41,524	13,921
Unrealized income (expenses) of derivatives (Derivative assets / Equity valuation adjustments)	305,488	328,955	-
Capital increase issuing shares to non-controlling shareholders (Share capital / Non-controlling interest)	-	606,839	-
Capital reserve recognized	-	744,450	-
Income from treasury shares sold (Treasury shares / Capital reserves)	21	279	-
Treasury shares transferred (Treasury shares / Capital reserves)	2,567	19,834	-
Deposit for guarantee	38,931	-	-
Effects of change in equity interest (Capital reserves / Non-controlling interest)	-	-	(352)
Interest on shareholders equity for distribution, net of taxes	-	-	23,139
Issuance of Senior Secured Amortizing Notes (Deposits/ Loans and financing/ Leases).	1,003,279	-	-



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 32. Liabilities from financing activities

The changes in the liabilities of the Company's financing activities are shown below for the years ended December 31, 2022, 2021 and 2020:

	2022											Closing balance	
	Opening balance	Net cash flows (used in) from financing activities	Net cash used in operating activities	Acquisition of property, plant & equipment under new agreements and contractual amendment	Write-off of lease or Secured Amortizing Notes	Transfer of treasury shares	Payment with issue of shares	Exchange rate changes, net	Provision for interest and amortization cost	Unrealized derivatives results	Share-based compensation		
Loans and financing	11,900,030	(263,764)	(912,651)	-	1,003,279	-	-	(701,966)	1,092,589	(132,626)	-	-	11,984,891
Leases	10,762,984	(2,357,341)	(58,357)	2,723,031	(459,480)	-	-	(720,497)	1,316,619	-	-	-	11,206,959
Share capital	4,039,112	694	-	-	-	-	591	-	-	-	-	-	4,040,397
Shares to issue	3	588	-	-	-	-	(591)	-	-	-	-	-	-
Treasury shares	(41,514)	37	-	-	-	2,588	-	-	-	-	-	-	(38,910)
Capital reserves	208,711	946,261	-	-	-	(2,588)	-	-	-	-	26,184	-	1,178,568

	2021											Closing balance	
	Opening balance	Net cash flows (used in) from financing activities	Net cash used in operating activities	Acquisition of property, plant & equipment under new agreements and contractual amendment	Non-Cash Transactions Transaction with non-controlling shareholders, shares to be issued and sale/transfer of treasury shares	Amortization with related assets	Distribution of interim dividends	Exchange rate changes, net	Provision for interest and cost amortization	Unrealized derivatives results	Share-based compensation		
Loans and financing	9,976,966	1,359,595	(704,409)	-	-	(198,270)	-	756,861	896,091	(186,804)	-	-	11,900,030
Leases	7,584,192	(1,449,285)	16,652	3,255,646	-	(41,973)	-	517,126	880,626	-	-	-	10,762,984
Dividends and interest on shaholders' equity to pay (1)	23,139	(260,131)	-	-	-	-	236,992	-	-	-	-	-	-
Share capital	3,009,436	420,734	-	-	608,942	-	-	-	-	-	-	-	4,039,112
Shares to issue	1,180	926	-	-	(2,103)	-	-	-	-	-	-	-	3
Treasury shares	(62,215)	588	-	-	20,113	-	-	-	-	-	-	-	(41,514)
Capital reserves	207,246	(744,450)	21,578	-	724,337	-	-	-	-	-	-	-	208,711

(1) The amount is recorded in the Other liabilities group, in current liabilities.



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

	2020												
	Opening balance	Net cash flows from (used in) financing activities	Net cash flows from operating activities	Property, plant and equipment acquisition through financing	Non-cash transactions				Adjustments to the net loss			Unrealized income (expenses) on derivatives	Closing balance
					Factoring	Variation in variable and short-term liabilities	Deposit in guarantee	Write-off	Exchange rate changes, net	Provision for interest and cost amortization	Contractual amendment		
Loans and financing	8,409,841	(814,710)	(615,027)	25,974	411,457	-	-	-	2,207,107	727,318	-	(374,994)	9,976,966
Leases	6,052,780	(1,058,692)	(4,530)	454,248	-	18,731	(47,215)	(704,164)	1,833,257	818,529	221,248	-	7,584,192

F-78



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

### 33. Subsequent events

#### 33.1. Final decision (res judicata) - STF

On February 8, 2023, the Federal Supreme Court (STF), unanimously, considered that a final decision (res judicata) on taxes collected on a continuous basis, loses its effects if the Court decides otherwise at a later time. From the perspective of the provisions of this decision and considering the Company's accounting policies, the Company evaluated its final and unappealable legal proceedings and did not identify relevant impact on the financial statements for the year ended December 31, 2022.

#### 33.2. Financing Transaction and Support Agreement

On March 3, 2023, Abra Group Limited ("Abra"), the new holding company created to control the operations of GOL and Avianca Group International Limited ("Avianca") closed a private placement with Abra's investors and concurrently GOL closed Abra's private investment in GOL through Senior Secured Notes ("GOL SSNs due 2028") which may be replaced, upon Abra's request, by Exchangeable Senior Secured Notes ("GOL ESSNs due 2028"). The GOL SSNs due 2028 are secured by the intellectual property and trademark of Smiles, GOL's loyalty program, and a shared lien on GOL's intellectual property, trademark and spare parts. A portion of the investment in Abra comes from members of the Ad-Hoc Group holding secured and unsecured GOL bonds (the "Ad-Hoc Group"), who signed a support agreement (the "Support Agreement" or "SA") on February 7, 2023, and a portion of the investment comes from GOL bondholders outside the Ad-Hoc Group (the "Non-AHC Group"), who have signed terms of adherence to the Support Agreement.

##### Final Terms of Company Financing:

- Abra entered into definitive documents in connection with (i) investing, subject to certain conditions and approvals, up to US\$451 million in cash, (ii) contributing US\$1,077 million par value of GOL bonds at a discount of US\$312.6 million par value, and (iii) receiving as consideration the GOL SSNs due 2028.
- The US\$1,077 million par value of GOL bonds will be cancelled upon closing.
- The terms of the GOL SSNs due 2028 to be issued to Abra include:
  - Agregate principal amount: up to \$1.4 billion
  - Maturity: March 2, 2028
  - Interest rate: 18% (of which 4.5% will be paid in cash and 13.5% will be paid in-kind)
  - OID: 15 pontos
  - Prepayment: Non-call life except that the GOL SSNs due 2028 can be repaid through the issuance of the GOL ESSNs due 2028
  - Secured Interest: (i) a first-lien on the Smiles brand, intellectual property, customer lists, trademarks, the primary platform infrastructure related contracts and other agreements (the "Smiles IP Collateral") including by way of a fiduciary assignment and by transfer of certain assets to a wholly owned subsidiary the equity of which is pledged to secure the GOL SSNs due 2028 and the GOL ESSNs due 2028, (ii) a first lien pledge of all intercompany loans to GOL from its subsidiaries and affiliates and (iii) a pari passu lien on the intellectual property, brand and spare parts securing the GOL 8.0% SSNs due 2026 ("GOL SSNs due 2026") (the "GOL Collateral")
  - IPCo: GOL will transfer the available Smiles IP Collateral to a wholly owned Brazilian subsidiary (the "IPCo") by July 10, 2023, with the remaining available Smiles IP Collateral to be transferred to IPCo by December 31, 2023 and GOL will enter into contractual undertakings with Abra and IPCo requiring that Smiles be GOL's sole and exclusive loyalty program
  - Covenants: other protective covenants for a security of this nature in line with existing GOL debt covenants



## Notes to the financial statements

Fiscal year ended on December 31, 2022

(In thousands of Reais - R\$, except when otherwise indicated)

- Subject to certain conditions and approvals, Abra can request the exchange of the GOL SSNs due 2028 for the GOL ESSNs due 2028. The terms of the GOL ESSN due 2028 include:
  - Aggregate Principal Amount: same as the GOL SSNs due 2028
  - Maturity: March 2, 2028
  - Interest rate: 18 % (of which 4.5% will be paid in cash and 13.5% will be paid in-kind)
  - Conversion Premium: 35% which upon satisfaction of certain conditions can be reduced to 15%
  - Security interest: first lien on the same collateral that secures the GOL SSNs due 2028
  - Early maturity: springing maturity in 2024 or 2025 prior to the maturity dates of the GOL 3.75% SENs due 2024 (“GOL SENs due 2024”), GOL 7.0% SUNs due 2025 (“GOL SUNs due 2025”) due 2025 and GOL SSNs due 2026, respectively, in each case, if more than 10% of such bonds remain outstanding
  - *Covenants*: the same protective covenants as the GOL SSNs due 2028

### Support Agreement Results

- Certain shareholders of Abra have invested \$172.5 million in cash, the Ad-Hoc Group has invested \$329.9 million in cash and the Non AHC Group has invested \$49.5 million in cash to support the transaction representing an aggregate cash investment of \$551.9 million.
- The Ad-Hoc Group and the Non AHC Group have delivered \$1,077 million face value of GOL bonds to Abra at an average price of 71 cents.
- The GOL bonds delivered by members of the Ad-Hoc Group and the Non AHC Group represent 83% of the GOL SENs due 2024, 47% of the GOL SUNs due 2025, 61% of the GOL SSNs due 2026 and 10% of the GOL Perpetual Notes.
- The amounts fully satisfied the conditions precedent associated with the minimum cash requirement and the minimum bonds delivered requirement as contemplated under the Support Agreement, and meet the thresholds required for the exit consents to eliminate certain covenants and modify the 2026 indenture, in respect thereof, to close the transaction.
- In addition, the invested amounts conform to the aggregate principal amount caps contained in the Support Agreement, as amended.