



**AZUL S.A.**

Publicly-held Company – CVM Code No. 02411-2

CNPJ/ME nº 09.305.994/0001-29

NIRE 35.3.00361130

**Call Notice to  
Extraordinary General Shareholders' Meeting**

According to Article 124 of the Brazilian Corporation Law – Law No. 6,404/76, as amended ("LSA"), the shareholders of AZUL S.A. ("Company") are hereby called to attend the Extraordinary General Shareholder's Meeting ("EGM") to be held on December 29, 2022, at 11:00 a.m., at the Company's headquarters, located at Avenida Marcos Penteado de Ulhôa Rodrigues, No. 939, 8<sup>th</sup> floor, Edifício Jatobá, Castelo Branco Office Park, Zip Code 06460-040, in the city of Barueri, State of São Paulo, Brazil, to consider and resolve on the following matters on the Agenda:

- A.** Update and restatement of the Company's Bylaws for:
  - (i)** include amendments to the caput of articles 5 and 6, in order to reflect the Company's new capital stock and balance of authorized capital after the capital increases, within the limits of its authorized capital, as approved at the meetings of the Board of Directors held on May 5, 2022 ; August 8, 2022; and on November 7, 2022;
  - (ii)** adjust the wording of article 39, in order to allow the annual approval of the Company's business plan to take place during the last quarter of each fiscal year;
  - (iii)** at the Special Meeting, pursuant to article 12 of the Bylaws, include provisions related to the conversion of the "Governance Committee" into the "Environmental, Social & Governance Committee", or simply "ESG Committee" of the Company; and
  - (iv)** insert other purely formal adjustments, in order to restate the Company's Bylaws.
- B.** Appreciation of the resignation request submitted by an independent member of the Company's Board of Directors;
- C.** Election of a new member of the Company's Board of Directors, pursuant to article 11, item "c" of the Company's Bylaws;
- D.** At the Special Meeting, the ratification of the instruments entered into between Azul Linhas Aéreas Brasileiras S.A. ("ALAB") and entities of the Liliu group, as per resolution and proposal of the Board of Directors at a meeting held on August 8, 2022; and
- E.** At the Special Meeting, the ratification of the instruments entered into between ALAB and entities of the Azorra group, as per the resolution and proposal of the Board of Directors at a meeting held on November 7, 2022.

The matters contained in item "A - iii", and items "D" and "E" of the Agenda of the EGM are subject to vote by the Company's Preferred Shareholders, pursuant to article 5, §9, items "ii" and "viii" of the

Company's Bylaws, also requiring prior approval at the Special Meeting, given that the Company's controlling shareholder has a share in dividends of less than fifty percent (50%), in accordance with the provisions of article 5, §10 of Azul's Bylaws. The other items on the EGM Agenda are not part of the list of matters to be resolved by Preferred Shareholders, and only Shareholders holding common shares are entitled to vote on said matters at the EGM. Notwithstanding, Shareholders holding preferred shares are entitled to attend the OEGM and discuss the matters of the agenda, pursuant to Article 125, Sole Paragraph, of the LSA.

**General Instructions and Attendance Guide:**

Subject to Article 126 of LSA and provided that the respective shares are registered with the bookkeeping agent (Banco Bradesco S.A.), the shareholders may attend the EGM **(i)** in person or represented by their legal representatives or **(ii)** represented by duly appointed attorneys-in-fact. Guidance on the documentation required for the attendance is summarized below and detailed in the Management's Proposal.

**Attendance In Person:** **(i) in case of individuals:** original identification document with photo; **(ii) in case of legal entities:** certified copy of the most recent bylaws or articles of association, and the applicable corporate documents granting representation powers (minutes of election of officers meeting and/or power of attorney), as well as an identification document with photo of the legal representative(s); and **(iii) in case of Investment Funds:** certified copy of the most recent regulation of the fund, the bylaws or articles of association of its administrator or manager, and the applicable corporate documents granting representation powers (minutes of election of officers meeting and/or power of attorney), as well as the identification document with photo of the legal representative(s).

Powers of attorney must be issued pursuant to the requirements set forth in Article 126 of LSA and in the Management's Proposal. A shareholder's legal representative must attend the meeting bearing a valid power of attorney and other documents indicated in the Management's Proposal, in addition to a document proving his/her identity. Notwithstanding the deadlines set forth in the Management's Proposal, the shareholders are kindly requested to submit copies of the applicable documentation at their earliest convenience through the following electronic address: [invest@voeazul.com.br](mailto:invest@voeazul.com.br) (subject: EGM – December 29, 2022).

The supporting documents containing all the information needed to fully understand the matters to be resolved at the EGM are available at the Company's headquarters, on its investor relations website ([ri.voeazul.com.br](http://ri.voeazul.com.br)), as well as on the websites of CVM (<https://www.gov.br/cvm/pt-br>), B3 S.A. – Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)) and the U.S. Securities and Exchange Commission – SEC ([www.sec.gov](http://www.sec.gov)), according to Article 124, paragraph 6 and Article 135, paragraph 3 of LSA, and Article 6 of the CVM Resolution No. 81.

Barueri/SP, December 8, 2022.

**David Gary Neeleman**  
Chairman of the Board of Directors