

**AZUL S.A.**  
Publicly-held Company  
Corporate Taxpayers' Registry (CNPJ/MF) n. 09.305.994/0001-29  
Board of Trade (NIRE) 35.300.361.130

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON JANUARY 06, 2025, 2025**

**1. Date, Time and Place:** January 06, 2025, at 03:00 p.m., at the headquarters of Azul S.A. ("Company"), located at Avenida Marcos Penteado de Ulhôa Rodrigues, No. 939, 8th floor, Edifício Jatobá, Tamboré, Zip Code 06460-040, in the city of Barueri, State of São Paulo, Brazil.

**2. Attendance:** A call notice was waived, under the terms of article 17, paragraph 2 of the Company's Bylaws, in view of the remote attendance of all the members of the Board of Directors.

**3. Chair:** Chairman: David Gary Neeleman; Secretary: Raphael Linares Felipe.

**4. Agenda:** To discuss about:

- a) acknowledgment and registration of the resignation request submitted by Mr. **Décio Luiz Chieppe** to the position of independent member of the Board of Directors; and
- b) in view of the resignation abovementioned, to nominate a new independent member of the Company's Board of Directors, pursuant to article 16, paragraph 3 of the Company's Bylaws, who will serve until the next Shareholders General Meeting.

**5. Resolutions:** Once the meeting had been installed and the items on the agenda were discussed, they were approved unanimously and without reservations:

- a) initially, the directors noted the resignation submitted by Mr. **Décio Luiz Chieppe**, Brazilian, married, business administrator, holder of ID card RG/SSP-ES no. 440.802, registered with the CPF/MF under no. 576.171.987-87, with business address in the City of Vitória, State of Espírito Santo, at Rua José Alexandre Buaiz, n. 300, 18th floor, Zip Code 29050-57, from the position of independent member of the Company's Board of Directors, to which he was elected at the Annual and Extraordinary General Meeting held on April 28, 2023, according to the letter of resignation delivered to the Company, pursuant to "Appendix I" hereto.
- b) then, in view of the aforementioned resignation and pursuant to the authorization contained in article 16, paragraph 3 of the Company's Bylaws, the directors appointed Mr. **Ricardo Vaze Pinto**, Brazilian, married, lawyer, registered with the Brazilian Bar Association (OAB/MG) under No. 73.786 and registered with the Individual Taxpayer's Registry (CPF/MF) under No. 973.873.396-00, with a business address in the City of Vitória, State of Espírito Santo, at Rua José Alexandre Buaiz, 300, 18th floor, Ed. Work Center, Enseada do Suá, as a member of the Company's Board of Directors, having been registered, based on the declarations and information provided by the member now nominated, that he complies with the independence requirements established in Appendix K of CVM Resolution No. 80/22, in the Level 2 Listing Regulations and in the Company's Bylaws. Mr. Ricardo Vaze Pinto presented a declaration that (i) he does not incur in any of the impediments provided for in § 1 of Article

147 of Law 6.404/76; (ii) he has not been sentenced to suspension or temporary disqualification by the CVM, which makes him ineligible for the position of management of a publicly-held company; (iii) he meets the requirement of unblemished reputation established by § 3 of Article 147 of Law 6.404/76; (iv) does not hold positions in companies that may be considered competitors in the market with the Company; and (v) has no conflicting interest with the Company, in accordance with Article 147 of Law 6.404/76 and CVM Resolution No. 80/22; having also declared that he is fully aware of the Company's corporate policies, including the Policy on Disclosure of Material Act or Fact and Securities Trading. Mr. Ricardo Vaze Pinto joins the Board of Directors as of this date, upon signing the Term of Investiture and Clearance provided in "**Appendix II**" hereto, as well as the Director's Term of Consent, as required by the Level 2 Listing Regulations.

- c) The Company's Board of Officers is hereby authorized to take all measures and practice all acts required to implement the resolutions approved herein, and the Board of Directors ratifies all the relevant acts already practiced by the Board of Officers in connection with the matters approved above.

**6. Drawing up and Reading of the Minutes:** There being no further business, the meeting was adjourned for the time necessary to draw up these minutes, which, when the session was reopened, were read, approved and signed by all members who attended. Chair: David Gary Neeleman – Chairman; and Raphael Linares Felipe – Secretary. Members of the Board of Directors who attended: David Gary Neeleman, Sérgio Eraldo de Salles Pinto, Carolyn Luther Trabuco, Michael Paul Lazarus, José Mario Caprioli dos Santos, Décio Luiz Chieppe, Renan Chieppe, Gilberto de Almeida Peralta, Patrick Wayne Quayle, Peter Allan Otto Seligmann, Renata Faber Rocha Ribeiro and Daniella Marques Consentino.

*This is a true copy of the original minutes drawn up in the minutes book.*

Barueri/SP, January 06, 2025.

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**Raphael Linares Felipe**  
Secretary

**Appendix I**

**RESIGNATION LETTER**

Vitória - ES, December 30<sup>th</sup>, 2024.

**To**

**AZUL S.A.**

**Att.: Chairman of the Board of Directors Azul S.A**

c/c: Members of the Board of Directors of AZUL S.A.

Av. Marcos Penteado de Ulhôa Rodrigues, 939, 8º andar, Torre Jatobá, Cond. Castelo Branco Office Park, Zip Code 06460-040, Barueri – SP

**Ref.: Resignation from the Board of Directors of Azul S.A.**

**Dear Sirs,**

I hereby submit my resignation from the position I currently hold as an independent member of the Board of Directors of AZUL S.A., registered with the CNPJ/MF under No. 09.305.994/0001-29 and with its corporate acts filed with the Board of Trade of the State of São Paulo under NIRE 35.300.361.130, as of this date, December 30, 2024. I am at your disposal for whatever else may be necessary to completely withdraw from the Company's Board of Directors, and I await the corporate documentation for the appropriate legal purposes and effects.

Without further matters, I would like to thank you for the trust you have placed in me.

**Yours sincerely,**

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**Décio Luiz Chieppe**  
ID No. 440.802 SSP-ES  
CPF/MF nº 576.171.987-87

## **Appendix II**

### **TERM OF INVESTITURE AND CLEARANCE**

By this instrument, Mr. **Ricardo Vaze Pinto**, Brazilian, married, lawyer, registered with the Brazilian Bar Association (OAB/MG) under No. 73.786 and registered with the Individual Taxpayer's Registry (CPF/MF) under No. 973.873.396-00, with a business address in the City of Vitória, State of Espírito Santo, at Rua José Alexandre Buaiz, 300, 18th floor, Ed. Work Center, Enseada do Suá, hereby takes office as a member of the Board of Directors of Azul S.A., a publicly-held company, with headquarters at the above-mentioned business address, registered with the CNPJ/MF under No. 09.305.994/0001-29, with its articles of incorporation duly filed before JUCESP under NIRE 35.300.361. 130 ("Azul" or the "Company"), and hereby signs this Term of Investiture and Clearance, declaring that he is not disqualified or incurring in any crime provided for by law or by the regulations issued by the Brazilian Securities and Exchange Commission (CVM) that prevents him from performing his duties, and that he is also able to meet the criteria provided for in articles 146 and 147 of Law 6. 404/76, certifying that he is not prevented from holding the position in question by any provisions stated in special law, or by virtue of a conviction whose sentence prohibits, even temporarily, access to public office; or by a crime of bankruptcy, prevarication, bribery, concussion, embezzlement; or against the popular economy, the national financial system, competition defense rules, consumer relations, public faith, or property.

Finally, it is hereby stated that Mr. **Ricardo Vaze Pinto** meets the independence criteria defined by Appendix K of CVM Resolution No. 80/22, by the Level 2 Corporate Governance Listing Regulations of B3 S.A. - Brasil, Bolsa, Balcão.

As it is an expression of the truth, this instrument is signed.

Barueri/SP, January 06, 2025.

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**Ricardo Vaze Pinto**  
Independent Member of the Board of Directors