

**AZUL S.A.**  
Publicly-held Company  
Corporate Taxpayers' Registry (CNPJ/ME) 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 12, 2023**

1. **Date, Time and Place:** Held on January 12, 2023, at 4:00 p.m., at the headquarters of Azul S.A. ("Company"), located at Avenida Marcos Pentead de Ulhõa Rodrigues, No. 939, 8<sup>th</sup> floor, Edifício Jatobá, Tamboré, Zip Code 06460-040, in the city of Barueri, State of São Paulo, Brazil.
  
2. **Call and Attendance:** Call notice was given to all members of the Board of Directors, pursuant to Article 17 of the Bylaws, and the totality of the members of the Board of Directors attended the meeting, either in person or remotely.
  
3. **Chair:** Chairman: David Gary Neeleman; Secretary: Joanna Camet Portella.
  
4. **Agenda:** To decide on the reelection of the members of the Board of Executive Officers of the Company.
  
5. **Resolutions:** The meeting was installed and, after discussing the matter on the Agenda, the board members unanimously and without any restrictions decided as follows:
  - 5.1. Approve the reelection of all the Company's executive officers, as listed below, all of them with business addresses at Avenida Marcos Pentead de Ulhõa Rodrigues, No. 939, 8<sup>th</sup> floor, Edifício Jatobá, Tamboré, Zip Code 06460-040, in the city of Barueri, State of São Paulo, Brazil, for a unified term of office of two (2) years counted from the date hereof, reelection being permitted:
    - a. **John Peter Rodgerson**, U.S. citizen, married, entrepreneur, bearer of foreigners' ID card (*RNE*) No. V558442-M CGPI/DIREX/DPF, with American Passport under No. 561531885, enrolled with the Brazilian Individuals Taxpayers' Registry ("CPF/ME") under No. 233.337.188-98, as Chief Executive Officer;
    - b. **Alexandre Wagner Malfitani**, Brazilian citizen, married, engineer, bearer of ID card (RG) No. 15.128.472 SSP/SP, enrolled with the CPF/ME under No. 131.854.718-06, as Chief Financial Officer and Investor Relations Officer;
    - c. **Abhi Manoj Shah**, U.S. citizen, married, aerospace engineer, bearer of foreigners' ID card (RNE) No. V565504-Z CGPI/DIREX/DPF, with American Passport under No. 566157145, enrolled with the CPF/ME under No. 233.420.638-58, as Chief Revenue Officer; and
    - d. **Antônio Flávio Torres Martins Costa**, Brazilian citizen, married, engineer, bearer of professional ID card (CREA-RJ) No. 38761/D, with Brazilian Passport FS252421, enrolled with the CPF/ME under No. 311.134.197-68, as Chief Technical Officer.

**5.2.** Each of the executive officers now re-elected are invested in their respective position as of the date hereof, upon signature of the **Term of Investiture and Clearance** and **Term of Officers' Consent**, attached herein as **Annexes I to VIII**, which are also duly drawn up in the Company's own book.

**5.3.** For purposes of complying with the provisions of article 3, paragraph 2 of CVM Resolution No. 80, dated as of March 29, 2022, a summary of the resume of each executive officer is pasted below:

**5.3.1.** Chief Executive Officer:

***John Peter Rodgerson** has been our Chief Executive Officer since July 24, 2017. Prior to this position, Mr. Rodgerson was our Chief Financial and Investor Relations Officer, responsible for the Financial Planning and Analysis, Treasury and Accounting areas of the Company. Mr. Rodgerson worked with David Neeleman on the original business plan for the incorporation of the Company, being one of its founding members. He also was the Chief Executive Officer of the Company's operating subsidiary, Azul Linhas Aéreas Brasileiras S.A., between August 2019 and October 2022. Mr. Rodgerson also served as Planning and Financial Analysis Officer at JetBlue Airways from 2003 to 2008. He previously worked for IBM Global Services from 2001 to 2003. He holds bachelor's degree in Finance from Brigham Young University.*

**5.3.2.** Chief Financial Officer and Investor Relations Officer:

***Alexandre Wagner Malfitani** is our Chief Financial Officer and Investor Relations Officer since July of 2017. Previously, Mr. Malfitani was the head of our TudoAzul loyalty program and our Finance and Treasurer Officer. Mr. Malfitani joined the Company in 2008 as one of the airline's founding members. Before joining the Company, Mr. Malfitani worked at United Airlines in Chicago, United States of America, in several leadership positions, including general treasury officer. Before that, he worked for five years in the finance industry, including as fund manager at Deutsche Bank, as well as a trader at Credit Agricole Indosuez Wealth Management. Mr. Malfitani has an MBA with honors from the Kellogg School of Management and a bachelor's degree in engineering from Universidade de São Paulo. He is also a Chartered Financial Analyst – CFA®.*

**5.3.3.** Chief Revenue Officer:

***Abhi Manoj Shah** has been our Chief Revenue Officer since September 5, 2014, and one of the founding members of the Company. Before joining our team, he worked at JetBlue Airlines from 2004 to 2008, as well as at Boeing from 2000 to 2004. Mr. Shah was elected on October 5, 2022 as President of our operating subsidiary, Azul Linhas Aéreas Brasileiras S.A., in addition to serving as President of the subsidiary ATS Viagens e Turismo Ltda. since July 2017. Mr. Shah holds a bachelor's degree in aerospace engineering from the University of Texas and a master's degree in Aerospace Engineering from the University of Washington.*

**5.3.4.** Chief Technical Officer:

***Antônio Flávio Torres Martins Costa** is the Chief Technical Officer of the Company since March 2020. Mr. Costa joined the Company in 2008 as part of the founding team, being responsible for the flight initial certification process of our operating subsidiary Azul Linhas Aéreas Brasileiras S.A. at ANAC. After that, he held the position of Logistics Officer at the Company, responsible for structuring and consolidating the areas of airport infrastructure and non-aeronautical procurement, in addition to developing Azul Cargo's business. Since May 2012, he has served as*

*Chief Technical Officer of our operating subsidiary Azul Linhas Aéreas Brasileiras S.A., and since May 2020 he has been Chief Executive Officer of Azul Conecta Ltda., a subsidiary dedicated to sub-regional aviation. With nearly half a century of experience in the airline industry, Mr. Costa served as Chief Operating Officer at Pluna S.A., Varig and Ocean Air. He holds a Telecommunication Engineering degree from Nuno Lisbon University, with MBA in Business Logistics and in Business and Information Technology from Fundação Getúlio Vargas – FGV. Currently, Mr. Costa is also a master’s student in Supply and Logistics from Pontifícia Universidade Católica do Rio de Janeiro (PUC-RJ).*

**5.4.** The Company’s Board of Executive 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 Executive Officers in connection with the matters approved above.

**6. Drawing up and Reading of the Minutes:** With nothing further to discuss, the works were closed, and the meeting was adjourned for the time required to draft these minutes. The meeting was resumed, and these minutes were read, approved, and signed by all members in attendance. Chair: David Gary Neeleman – Chairman; and Joanna Camet Portella – Secretary. Members of the Board of Directors in attendance: David Gary Neeleman, Sergio Eraldo de Salles Pinto, Carolyn Luther Trabuco, Michael Paul Lazarus, José Mario Caprioli dos Santos, Decio Luiz Chieppe, Renan Chieppe, Patrick Wayne Quayle, Gilberto de Almeida Peralta, Peter Allan Otto Seligmann, and Renata Faber Rocha Ribeiro.

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

Barueri/SP, January 12, 2023.

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**David Gary Neeleman**  
President

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**Joanna Camet Portella**  
Secretary

**AZUL S.A.**

**ANNEX I OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON JANUARY 12, 2023**

**TERM OF INVESTITURE AND CLEARANCE**

By this instrument, **John Peter Rodgerson**, U.S. citizen, married, entrepreneur, bearer of foreigners' ID card (*RNE*) No. V558442-M CGPI/DIREX/DPF, with American Passport under No. 561531885, enrolled with the Brazilian Individuals Taxpayers' Registry (*CPF/MF*) under No. 233.337.188-98 and with business address at Avenida Marcos Penteado de Ulhôa Rodrigues, No. 939, 8<sup>th</sup> floor, Torre Jatobá, Tamboré, Zip Code 06460-040, city of Barueri, State of São Paulo, Brazil, is hereby invested as Chief Executive Officer of Azul S.A., a publicly-held company, headquartered at the same above-mentioned business address, enrolled in the Brazilian Taxpayers' Registry (CNPJ/ME) under No. 09.305.994/0001-29, with its Bylaws duly filed before the Board of Trade of the State of São Paulo (JUCESP) under NIRE 35.300.361.130 ("Azul" or "Company"), for which he signs this Term of Investiture and Clearance, stating that:

- i. is not prohibited by special law, or convicted of a crime of bankruptcy, malfeasance, bribery, graft, embezzlement, against the popular economy, the public faith or property, or of a criminal penalty that prohibits, even temporarily, access to public office, as provided in paragraph 1 of Article 147 of Law No. 6404 of 1976, as amended ("Brazilian Corporation Law");
- ii. is not under sentence of suspension or temporary ineligibility applied by the Securities and Exchange Commission of Brazil ("CVM") that would make him ineligible for management positions in publicly held companies, as established in paragraph 2 of article 147 of the Brazilian Corporation Law;
- iii. meets the requirement of unblemished reputation established in §3 of article 147 of the Brazilian Corporation Law; and
- iv. does not hold a position in a company that may be considered a competitor of Azul, and does not have or represent interests conflicting with those of the Company, so that he was not elected by a shareholder who has also elected a director in a competing company; and does not maintain a subordinate relationship with the shareholder that elected him, if applicable, in the form of items "I" and "II" of §3 of article 147 of the Brazilian Corporation Law.

The mandate of the hereby re-elected Chief Executive Officer is unified with the mandate of the other Executive Officers of Azul, for a period of two (2) years counted from the date hereof, reelection being permitted.

For purposes of compliance with the paragraph 4 of article 2 of CVM Resolution No. 80, dated as of March 29, 2022, as amended, the following business address is hereby indicated as domicile for receipt of summons and subpoenas in administrative and judicial proceedings related to management acts: Avenida Marcos Penteado de Ulhôa Rodrigues, No. 939, 8<sup>th</sup> floor, Torre Jatobá, Tamboré, CEP 06460-040, in the city of Barueri, State of São Paulo, Brazil.

Therefore, Mr. **John Peter Rodgerson**, now reelected, considering the fulfillment of the legal formalities, is immediately invested in his respective position. As an expression of the truth, this instrument is signed.

Barueri/SP, January 12, 2023.

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**John Peter Rodgerson**  
Chief Executive Officer of Azul S.A.

**AZUL S.A.**

**ANNEX II OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON JANUARY 12, 2023**

**TERM OF INVESTITURE AND CLEARANCE**

By this instrument, **Alexandre Wagner Malfitani**, Brazilian citizen, married, engineer, bearer of ID card (RG) No. 15.128.472 SSP/SP, enrolled with the Brazilian Individuals Taxpayers' Registry (CPF/MF) under No. 131.854.718-06, with business address at Avenida Marcos Penteadó de Ulhóa Rodrigues, No. 939, 8<sup>th</sup> floor, Torre Jatobá, Tamboré, Zip Code 06460-040, city of Barueri, State of São Paulo, Brazil, is hereby invested as Chief Financial Officer and Investor Relations Officer of Azul S.A., a publicly-held company, headquartered at the same above-mentioned business address, enrolled in the Brazilian Taxpayers' Registry (CNPJ/ME) under No. 09.305.994/0001-29, with its Bylaws duly filed before the Board of Trade of the State of São Paulo (JUCESP) under NIRE 35.300.361.130 ("Azul" or "Company"), for which he signs this Term of Investiture and Clearance, stating that:

- i. is not prohibited by special law, or convicted of a crime of bankruptcy, malfeasance, bribery, graft, embezzlement, against the popular economy, the public faith or property, or of a criminal penalty that prohibits, even temporarily, access to public office, as provided in paragraph 1 of Article 147 of Law No. 6404 of 1976, as amended ("Brazilian Corporation Law");
- ii. is not under sentence of suspension or temporary ineligibility applied by the Securities and Exchange Commission of Brazil ("CVM") that would make him ineligible for management positions in publicly held companies, as established in paragraph 2 of article 147 of the Brazilian Corporation Law;
- iii. meets the requirement of unblemished reputation established in §3 of article 147 of the Brazilian Corporation Law; and
- iv. does not hold a position in a company that may be considered a competitor of Azul, and does not have or represent interests conflicting with those of the Company, so that he was not elected by a shareholder who has also elected a director in a competing company; and does not maintain a subordinate relationship with the shareholder that elected him, if applicable, in the form of items "I" and "II" of §3 of article 147 of the Brazilian Corporation Law.

The mandate of the hereby re-elected Chief Financial Officer and Investor Relations Officer is unified with the mandate of the other Executive Officers of Azul, for a period of two (2) years counted from the date hereof, reelection being permitted.

For purposes of compliance with the paragraph 4 of article 2 of CVM Resolution No. 80, dated as of March 29, 2022, as amended, the following business address is hereby indicated as domicile for receipt of summons and subpoenas in administrative and judicial proceedings related to management acts: Avenida Marcos Penteadó de Ulhóa Rodrigues, No. 939, 8<sup>th</sup> floor, Torre Jatobá, Tamboré, CEP 06460-040, in the city of Barueri, State of São Paulo, Brazil.

Therefore, Mr. **Alexandre Wagner Malfitani**, now reelected, considering the fulfillment of the legal formalities, is immediately invested in his respective position. As an expression of the truth, this instrument is signed.

Barueri/SP, January 12, 2023.

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**Alexandre Wagner Malfitani**  
Chief Financial Officer and Investor Relations Officer of Azul S.A.

**AZUL S.A.**

**ANNEX III OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON JANUARY 12, 2023**

**TERM OF INVESTITURE AND CLEARANCE**

By this instrument, **Abhi Manoj Shah**, U.S. citizen, married, aerospace engineer, bearer of foreigners' ID card (RNE) No. V565504-Z CGPI/DIREX/DPF, with American Passport under No. 566157145, enrolled with the Brazilian Individuals Taxpayers' Registry (CPF/MF) under No. 233.420.638-58, with business address at Avenida Marcos Penteado de Ulh a Rodrigues, No. 939, 8<sup>th</sup> floor, Torre Jatob a, Tambor e, Zip Code 06460-040, city of Barueri, State of S o Paulo, Brazil, is hereby invested as Chief Revenue Officer of Azul S.A., a publicly-held company, headquartered at the same above-mentioned business address, enrolled in the Brazilian Taxpayers' Registry (CNPJ/ME) under No. 09.305.994/0001-29, with its Bylaws duly filed before the Board of Trade of the State of S o Paulo (JUICESP) under NIRE 35.300.361.130 ("Azul" or "Company"), for which he signs this Term of Investiture and Clearance, stating that:

- i. is not prohibited by special law, or convicted of a crime of bankruptcy, malfeasance, bribery, graft, embezzlement, against the popular economy, the public faith or property, or of a criminal penalty that prohibits, even temporarily, access to public office, as provided in paragraph 1 of Article 147 of Law No. 6404 of 1976, as amended ("Brazilian Corporation Law");
- ii. is not under sentence of suspension or temporary ineligibility applied by the Securities and Exchange Commission of Brazil ("CVM") that would make him ineligible for management positions in publicly held companies, as established in paragraph 2 of article 147 of the Brazilian Corporation Law;
- iii. meets the requirement of unblemished reputation established in §3 of article 147 of the Brazilian Corporation Law; and
- iv. does not hold a position in a company that may be considered a competitor of Azul, and does not have or represent interests conflicting with those of the Company, so that he was not elected by a shareholder who has also elected a director in a competing company; and does not maintain a subordinate relationship with the shareholder that elected him, if applicable, in the form of items "I" and "II" of §3 of article 147 of the Brazilian Corporation Law.

The mandate of the hereby re-elected Chief Revenue Officer is unified with the mandate of the other Executive Officers of Azul, for a period of two (2) years counted from the date hereof, reelection being permitted.

For purposes of compliance with the paragraph 4 of article 2 of CVM Resolution No. 80, dated as of March 29, 2022, as amended, the following business address is hereby indicated as domicile for receipt of summons and subpoenas in administrative and judicial proceedings related to management acts: Avenida Marcos Penteado de Ulh a Rodrigues, No. 939, 8<sup>th</sup> floor, Torre Jatob a, Tambor e, CEP 06460-040, in the city of Barueri, State of S o Paulo, Brazil.

Therefore, Mr. **Abhi Manoj Shah**, now reelected, considering the fulfillment of the legal formalities, is immediately invested in his respective position. As an expression of the truth, this instrument is signed.

Barueri/SP, January 12, 2023.

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**Abhi Manoj Shah**  
Chief Revenue Officer of Azul S.A.

**AZUL S.A.**

**ANNEX IV OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON JANUARY 12, 2023**

**TERM OF INVESTITURE AND CLEARANCE**

By this instrument, **Antônio Flávio Torres Martins Costa**, Brazilian citizen, married, engineer, bearer of professional ID card (CREA-RJ) No. 38761/D, with Brazilian Passport FS252421, enrolled with the CPF/ME under No. 311.134.197-68, with business address at Avenida Marcos Penteadado de Ulhôa Rodrigues, No. 939, 8<sup>th</sup> floor, Torre Jatobá, Tamboré, Zip Code 06460-040, city of Barueri, State of São Paulo, Brazil, is hereby invested as Chief Technical Officer of Azul S.A., a publicly-held company, headquartered at the same above-mentioned business address, enrolled in the Brazilian Taxpayers' Registry (CNPJ/ME) under No. 09.305.994/0001-29, with its Bylaws duly filed before the Board of Trade of the State of São Paulo (JUCESP) under NIRE 35.300.361.130 ("Azul" or "Company"), for which he signs this Term of Investiture and Clearance, stating that:

- i. is not prohibited by special law, or convicted of a crime of bankruptcy, malfeasance, bribery, graft, embezzlement, against the popular economy, the public faith or property, or of a criminal penalty that prohibits, even temporarily, access to public office, as provided in paragraph 1 of Article 147 of Law No. 6404 of 1976, as amended ("Brazilian Corporation Law");
- ii. is not under sentence of suspension or temporary ineligibility applied by the Securities and Exchange Commission of Brazil ("CVM") that would make him ineligible for management positions in publicly held companies, as established in paragraph 2 of article 147 of the Brazilian Corporation Law;
- iii. meets the requirement of unblemished reputation established in §3 of article 147 of the Brazilian Corporation Law; and
- iv. does not hold a position in a company that may be considered a competitor of Azul, and does not have or represent interests conflicting with those of the Company, so that he was not elected by a shareholder who has also elected a director in a competing company; and does not maintain a subordinate relationship with the shareholder that elected him, if applicable, in the form of items "I" and "II" of §3 of article 147 of the Brazilian Corporation Law.

The mandate of the hereby re-elected Chief Technical Officer is unified with the mandate of the other Executive Officers of Azul, for a period of two (2) years counted from the date hereof, reelection being permitted.

For purposes of compliance with the paragraph 4 of article 2 of CVM Resolution No. 80, dated as of March 29, 2022, as amended, the following business address is hereby indicated as domicile for receipt of summons and subpoenas in administrative and judicial proceedings related to management acts: Avenida Marcos Penteadado de Ulhôa Rodrigues, No. 939, 8<sup>th</sup> floor, Torre Jatobá, Tamboré, CEP 06460-040, in the city of Barueri, State of São Paulo, Brazil.

Therefore, Mr. **Antônio Flávio Torres Martins Costa**, now reelected, considering the fulfillment of the legal formalities, is immediately invested in his respective position. As an expression of the truth, this instrument is signed.

Barueri/SP, January 12, 2023.

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**Antônio Flávio Torres Martins Costa**  
Chief Technical Officer of Azul S.A.

AZUL S.A.

**ANNEX V OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON JANUARY 12, 2023**

**TERM OF OFFICERS' CONSENT – TERMO DE ANUÊNCIA DOS ADMINISTRADORES**

*[Portuguese only]*

Por este instrumento, **John Peter Rodgerson**, norte-americano, casado, administrador de empresas, portador da cédula de identidade RNE nº V558442-M CGPI/DIREX/DPF, com passaporte americano sob o nº 561531885, inscrito no CPF/ME sob o nº 233.337.188-98, e com endereço comercial na Avenida Marcos Penteadado de Ulhõa Rodrigues, nº 939, 8º andar, Edifício Jatobá, Condomínio Castelo Branco Office Park, Tamboré, CEP 06460-040, no município de Barueri, Estado de São Paulo, Brasil, doravante denominado simplesmente “Declarante”, na qualidade de Diretor-Presidente da Azul S.A., sociedade por ações, com sede no endereço comercial supramencionado, inscrita no CNPJ/ME sob o nº 09.305.994/0001-29, com seus atos constitutivos devidamente arquivados na JUCESP sob o NIRE 35.300.361.130 (“Azul” ou “Companhia”), vem, por meio deste Termo de Anuência, assumir expressamente a responsabilidade pessoal pelo cumprimento das regras constantes do Contrato de Participação no Nível 2 de Governança Corporativa subscrito pela Companhia (“Contrato”) e do Regulamento de Listagem do Nível 2 de Governança Corporativa (“Regulamento de Listagem”), que disciplinam o referido segmento especial de negociação de valores mobiliários da BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros (“BM&FBOVESPA”), inclusive suas posteriores alterações, realizadas de acordo com o disposto no item 14.2 do referido Regulamento de Listagem, cujos termos o Declarante declara conhecer em sua íntegra, e de outros Regulamentos que venham a ser editados sobre o Nível 2 de Governança Corporativa (todos em conjunto, “Regulamentos”), obrigando-se a pautar suas ações na administração da Companhia sempre em conformidade com tais regras sujeitando-se, ainda, às multas e penalidades cabíveis nos termos do referido Contrato e do referido Regulamento de Listagem. O Declarante se obriga tanto pelas obrigações a ele diretamente atribuíveis, como a fazer com que a Companhia cumpra os deveres estabelecidos no Contrato e no Regulamento de Listagem. O Declarante manifesta, ainda, sua total e irrestrita concordância com todos os termos e condições estabelecidos no Regulamento da Câmara de Arbitragem do Mercado (“Regulamento de Arbitragem”), inclusive com suas posteriores alterações, realizadas de acordo com o disposto no item 9.8 do referido Regulamento de Arbitragem, e com a Cláusula Compromissória inserida no Estatuto Social da Companhia, responsabilizando-se e obrigando-se a resolver, por meio de arbitragem, toda e qualquer disputa ou controvérsia que possa surgir entre o próprio Declarante, a Companhia, seus Acionistas, outros Administradores, membros do conselho fiscal e a BM&FBOVESPA, relacionada ou oriunda, em especial, da aplicação, validade, eficácia, interpretação, violação e seus efeitos, das disposições contidas na Lei nº 6.404, de 1976, conforme alterada (“LSA”), no Estatuto Social da Companhia, nas normas editadas pelo Conselho Monetário Nacional, pelo Banco Central do Brasil e pela Comissão de Valores Mobiliários, bem como nas demais normas aplicáveis ao funcionamento do mercado de capitais em geral, além daquelas constantes do Regulamento de Listagem, do Regulamento de Arbitragem e do Contrato, com a estrita observância à legislação vigente, em especial a Lei nº 9.307/96, valendo, outrossim, o presente Termo de Anuência como Cláusula Compromissória, nos termos do Artigo 4º dessa mesma Lei. Obriga-se, para tanto, a firmar o respectivo termo de arbitragem e a acatar a sentença arbitral que vier a ser proferida, relativa a qualquer disputa ou controvérsia eventualmente surgida.

Para fins de recebimento de eventuais notificações, indica-se o endereço comercial a seguir: Avenida Marcos Penteadado de Ulhõa Rodrigues, nº 939, 8º andar, Edifício Jatobá, Condomínio Castelo Branco Office Park, Tamboré, CEP 06460-040, no município de Barueri, Estado de São Paulo, Brasil.

Por ser expressão da verdade, o Declarante firma o presente Termo de Anuência em 3 (três) vias de igual teor e conteúdo, na presença das 2 (duas) testemunhas abaixo assinadas.

Barueri/SP, 12 de janeiro de 2023.

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**John Peter Rodgerson**  
Diretor-Presidente da Azul S.A.

Testemunhas:

1. \_\_\_\_\_  
Nome: Alessandra Leonardi de Azevedo Souza  
RG: 35.326.926-8

2. \_\_\_\_\_  
Nome: Aline de Oliveira Guedes  
RG: 46.441.152-X

AZUL S.A.

ANNEX VI OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON JANUARY 12, 2023

TERM OF OFFICERS' CONSENT – TERMO DE ANUÊNCIA DOS ADMINISTRADORES

[Portuguese only]

Por este instrumento, **Alexandre Wagner Malfitani**, brasileiro, casado, engenheiro, portador da cédula de identidade RG nº 15.128.472 SSP/SP, inscrito no CPF/ME sob o nº 131.854.718-06, e com endereço comercial na Avenida Marcos Penteadado de Ulhôa Rodrigues, nº 939, 8º andar, Edifício Jatobá, Condomínio Castelo Branco Office Park, Tamboré, CEP 06460-040, no município de Barueri, Estado de São Paulo, Brasil, doravante denominado simplesmente "Declarante", na qualidade de Diretor Vice-Presidente Financeiro e Diretor de Relações com Investidores da Azul S.A., sociedade por ações, com sede no endereço comercial supramencionado, inscrita no CNPJ/ME sob o nº 09.305.994/0001-29, com seus atos constitutivos devidamente arquivados na JUCESP sob o NIRE 35.300.361.130 ("Azul" ou "Companhia"), vem, por meio deste Termo de Anuência, assumir expressamente a responsabilidade pessoal pelo cumprimento das regras constantes do Contrato de Participação no Nível 2 de Governança Corporativa subscrito pela Companhia ("Contrato") e do Regulamento de Listagem do Nível 2 de Governança Corporativa ("Regulamento de Listagem"), que disciplinam o referido segmento especial de negociação de valores mobiliários da BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA"), inclusive suas posteriores alterações, realizadas de acordo com o disposto no item 14.2 do referido Regulamento de Listagem, cujos termos o Declarante declara conhecer em sua íntegra, e de outros Regulamentos que venham a ser editados sobre o Nível 2 de Governança Corporativa (todos em conjunto, "Regulamentos"), obrigando-se a pautar suas ações na administração da Companhia sempre em conformidade com tais regras sujeitando-se, ainda, às multas e penalidades cabíveis nos termos do referido Contrato e do referido Regulamento de Listagem. O Declarante se obriga tanto pelas obrigações a ele diretamente atribuíveis, como a fazer com que a Companhia cumpra os deveres estabelecidos no Contrato e no Regulamento de Listagem. O Declarante manifesta, ainda, sua total e irrestrita concordância com todos os termos e condições estabelecidos no Regulamento da Câmara de Arbitragem do Mercado ("Regulamento de Arbitragem"), inclusive com suas posteriores alterações, realizadas de acordo com o disposto no item 9.8 do referido Regulamento de Arbitragem, e com a Cláusula Compromissória inserida no Estatuto Social da Companhia, responsabilizando-se e obrigando-se a resolver, por meio de arbitragem, toda e qualquer disputa ou controvérsia que possa surgir entre o próprio Declarante, a Companhia, seus Acionistas, outros Administradores, membros do conselho fiscal e a BM&FBOVESPA, relacionada ou oriunda, em especial, da aplicação, validade, eficácia, interpretação, violação e seus efeitos, das disposições contidas na Lei nº 6.404, de 1976, conforme alterada ("LSA"), no Estatuto Social da Companhia, nas normas editadas pelo Conselho Monetário Nacional, pelo Banco Central do Brasil e pela Comissão de Valores Mobiliários, bem como nas demais normas aplicáveis ao funcionamento do mercado de capitais em geral, além daquelas constantes do Regulamento de Listagem, do Regulamento de Arbitragem e do Contrato, com a estrita observância à legislação vigente, em especial a Lei nº 9.307/96, valendo, outrossim, o presente Termo de Anuência como Cláusula Compromissória, nos termos do Artigo 4º dessa mesma Lei. Obriga-se, para tanto, a firmar o respectivo termo de arbitragem e a acatar a sentença arbitral que vier a ser proferida, relativa a qualquer disputa ou controvérsia eventualmente surgida.

Para fins de recebimento de eventuais notificações, indica-se o endereço comercial a seguir: Avenida Marcos Penteadado de Ulhôa Rodrigues, nº 939, 8º andar, Edifício Jatobá, Condomínio Castelo Branco Office Park, Tamboré, CEP 06460-040, no município de Barueri, Estado de São Paulo, Brasil.

Por ser expressão da verdade, o Declarante firma o presente Termo de Anuência em 3 (três) vias de igual teor e conteúdo, na presença das 2 (duas) testemunhas abaixo assinadas.

Barueri/SP, 12 de janeiro de 2023.

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**Alexandre Wagner Malfitani**

Diretor Vice-Presidente Financeiro e Diretor de Relações com Investidores da Azul S.A.

Testemunhas:

1. \_\_\_\_\_  
Nome: Alessandra Leonardi de Azevedo Souza  
RG: 35.326.926-8

2. \_\_\_\_\_  
Nome: Aline de Oliveira Guedes  
RG: 46.441.152-X

AZUL S.A.

ANNEX VII OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON JANUARY 12, 2023

TERM OF OFFICERS' CONSENT – TERMO DE ANUÊNCIA DOS ADMINISTRADORES

[Portuguese only]

Por este instrumento, **Abhi Manoj Shah**, norte-americano, casado, engenheiro aeroespacial, portador da Cédula de Identidade RNE nº V565504-Z CGPI/DIREX/DPF, com passaporte americano sob o nº 566157145, inscrito no CPF/ME sob o nº 233.420.638-58, e com endereço comercial na Avenida Marcos Penteadado de Ulhôa Rodrigues, nº 939, 8º andar, Edifício Jatobá, Condomínio Castelo Branco Office Park, Tamboré, CEP 06460-040, no município de Barueri, Estado de São Paulo, Brasil, doravante denominado simplesmente "Declarante", na qualidade de Diretor Vice-Presidente de Receitas da Azul S.A., sociedade por ações, com sede no endereço comercial supramencionado, inscrita no CNPJ/ME sob o nº 09.305.994/0001-29, com seus atos constitutivos devidamente arquivados na JUCESP sob o NIRE 35.300.361.130 ("Azul" ou "Companhia"), vem, por meio deste Termo de Anuência, assumir expressamente a responsabilidade pessoal pelo cumprimento das regras constantes do Contrato de Participação no Nível 2 de Governança Corporativa subscrito pela Companhia ("Contrato") e do Regulamento de Listagem do Nível 2 de Governança Corporativa ("Regulamento de Listagem"), que disciplinam o referido segmento especial de negociação de valores mobiliários da BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA"), inclusive suas posteriores alterações, realizadas de acordo com o disposto no item 14.2 do referido Regulamento de Listagem, cujos termos o Declarante declara conhecer em sua íntegra, e de outros Regulamentos que venham a ser editados sobre o Nível 2 de Governança Corporativa (todos em conjunto, "Regulamentos"), obrigando-se a pautar suas ações na administração da Companhia sempre em conformidade com tais regras sujeitando-se, ainda, às multas e penalidades cabíveis nos termos do referido Contrato e do referido Regulamento de Listagem. O Declarante se obriga tanto pelas obrigações a ele diretamente atribuíveis, como a fazer com que a Companhia cumpra os deveres estabelecidos no Contrato e no Regulamento de Listagem. O Declarante manifesta, ainda, sua total e irrestrita concordância com todos os termos e condições estabelecidos no Regulamento da Câmara de Arbitragem do Mercado ("Regulamento de Arbitragem"), inclusive com suas posteriores alterações, realizadas de acordo com o disposto no item 9.8 do referido Regulamento de Arbitragem, e com a Cláusula Compromissória inserida no Estatuto Social da Companhia, responsabilizando-se e obrigando-se a resolver, por meio de arbitragem, toda e qualquer disputa ou controvérsia que possa surgir entre o próprio Declarante, a Companhia, seus Acionistas, outros Administradores, membros do conselho fiscal e a BM&FBOVESPA, relacionada ou oriunda, em especial, da aplicação, validade, eficácia, interpretação, violação e seus efeitos, das disposições contidas na Lei nº 6.404, de 1976, conforme alterada ("LSA"), no Estatuto Social da Companhia, nas normas editadas pelo Conselho Monetário Nacional, pelo Banco Central do Brasil e pela Comissão de Valores Mobiliários, bem como nas demais normas aplicáveis ao funcionamento do mercado de capitais em geral, além daquelas constantes do Regulamento de Listagem, do Regulamento de Arbitragem e do Contrato, com a estrita observância à legislação vigente, em especial a Lei nº 9.307/96, valendo, outrossim, o presente Termo de Anuência como Cláusula Compromissória, nos termos do Artigo 4º dessa mesma Lei. Obriga-se, para tanto, a firmar o respectivo termo de arbitragem e a acatar a sentença arbitral que vier a ser proferida, relativa a qualquer disputa ou controvérsia eventualmente surgida.

Para fins de recebimento de eventuais notificações, indica-se o endereço comercial a seguir: Avenida Marcos Penteadado de Ulhôa Rodrigues, nº 939, 8º andar, Edifício Jatobá, Condomínio Castelo Branco Office Park, Tamboré, CEP 06460-040, no município de Barueri, Estado de São Paulo, Brasil.

Por ser expressão da verdade, o Declarante firma o presente Termo de Anuência em 3 (três) vias de igual teor e conteúdo, na presença das 2 (duas) testemunhas abaixo assinadas.

Barueri/SP, 12 de janeiro de 2023.

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**Abhi Manoj Shah**

Diretor Vice-Presidente de Receitas da Azul S.A.

Testemunhas:

1. \_\_\_\_\_  
Nome: Alessandra Leonardi de Azevedo Souza  
RG: 35.326.926-8

2. \_\_\_\_\_  
Nome: Aline de Oliveira Guedes  
RG: 46.441.152-X

AZUL S.A.

**ANNEX VIII OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
HELD ON JANUARY 12, 2023**

**TERM OF OFFICERS' CONSENT – TERMO DE ANUÊNCIA DOS ADMINISTRADORES**

*[Portuguese only]*

Por este instrumento, **Antônio Flávio Torres Martins Costa**, brasileiro, casado, engenheiro, portador do CREA-RJ nº 38761-D, com passaporte brasileiro FS252421, inscrito no CPF/ME sob o nº 311.134.197-68, e com endereço comercial na Avenida Marcos Penteado de Ulhôa Rodrigues, nº 939, 8º andar, Edifício Jatobá, Condomínio Castelo Branco Office Park, Tamboré, CEP 06460-040, no município de Barueri, Estado de São Paulo, Brasil, doravante denominado simplesmente "Declarante", na qualidade de Diretor Vice-Presidente Técnico da Azul S.A., sociedade por ações, com sede no endereço comercial supramencionado, inscrita no CNPJ/ME sob o nº 09.305.994/0001-29, com seus atos constitutivos devidamente arquivados na JUCESP sob o NIRE 35.300.361.130 ("Azul" ou "Companhia"), vem, por meio deste Termo de Anuência, assumir expressamente a responsabilidade pessoal pelo cumprimento das regras constantes do Contrato de Participação no Nível 2 de Governança Corporativa subscrito pela Companhia ("Contrato") e do Regulamento de Listagem do Nível 2 de Governança Corporativa ("Regulamento de Listagem"), que disciplinam o referido segmento especial de negociação de valores mobiliários da BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA"), inclusive suas posteriores alterações, realizadas de acordo com o disposto no item 14.2 do referido Regulamento de Listagem, cujos termos o Declarante declara conhecer em sua íntegra, e de outros Regulamentos que venham a ser editados sobre o Nível 2 de Governança Corporativa (todos em conjunto, "Regulamentos"), obrigando-se a pautar suas ações na administração da Companhia sempre em conformidade com tais regras sujeitando-se, ainda, às multas e penalidades cabíveis nos termos do referido Contrato e do referido Regulamento de Listagem. O Declarante se obriga tanto pelas obrigações a ele diretamente atribuíveis, como a fazer com que a Companhia cumpra os deveres estabelecidos no Contrato e no Regulamento de Listagem. O Declarante manifesta, ainda, sua total e irrestrita concordância com todos os termos e condições estabelecidos no Regulamento da Câmara de Arbitragem do Mercado ("Regulamento de Arbitragem"), inclusive com suas posteriores alterações, realizadas de acordo com o disposto no item 9.8 do referido Regulamento de Arbitragem, e com a Cláusula Compromissória inserida no Estatuto Social da Companhia, responsabilizando-se e obrigando-se a resolver, por meio de arbitragem, toda e qualquer disputa ou controvérsia que possa surgir entre o próprio Declarante, a Companhia, seus Acionistas, outros Administradores, membros do conselho fiscal e a BM&FBOVESPA, relacionada ou oriunda, em especial, da aplicação, validade, eficácia, interpretação, violação e seus efeitos, das disposições contidas na Lei nº 6.404, de 1976, conforme alterada ("LSA"), no Estatuto Social da Companhia, nas normas editadas pelo Conselho Monetário Nacional, pelo Banco Central do Brasil e pela Comissão de Valores Mobiliários, bem como nas demais normas aplicáveis ao funcionamento do mercado de capitais em geral, além daquelas constantes do Regulamento de Listagem, do Regulamento de Arbitragem e do Contrato, com a estrita observância à legislação vigente, em especial a Lei nº 9.307/96, valendo, outrossim, o presente Termo de Anuência como Cláusula Compromissória, nos termos do Artigo 4º dessa mesma Lei. Obriga-se, para tanto, a firmar o respectivo termo de arbitragem e a acatar a sentença arbitral que vier a ser proferida, relativa a qualquer disputa ou controvérsia eventualmente surgida.

Para fins de recebimento de eventuais notificações, indica-se o endereço comercial a seguir: Avenida Marcos Penteado de Ulhôa Rodrigues, nº 939, 8º andar, Edifício Jatobá, Condomínio Castelo Branco Office Park, Tamboré, CEP 06460-040, no município de Barueri, Estado de São Paulo, Brasil.

Por ser expressão da verdade, o Declarante firma o presente Termo de Anuência em 3 (três) vias de igual teor e conteúdo, na presença das 2 (duas) testemunhas abaixo assinadas.

Barueri/SP, 12 de janeiro de 2023.

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**Antônio Flávio Torres Martins Costa**  
Diretor Vice-Presidente Técnico da Azul S.A.

Testemunhas:

1. \_\_\_\_\_  
Nome: Alessandra Leonardi de Azevedo Souza  
RG: 35.326.926-8

2. \_\_\_\_\_  
Nome: Aline de Oliveira Guedes  
RG: 46.441.152-X