

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern District of New York  
(State)

Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Gol Finance (Luxembourg)

2. All other names debtor used in the last 8 years  
Gol LuxCo S.A.  
Include any assumed names, trade names, and doing business as names

3. Debtor's federal Employer Identification Number (EIN) N/A

4. Debtor's address  
Principal place of business: 17, Boulevard F.W. Raiffeisen  
Mailing address, if different from principal place of business  
Location of principal assets, if different from principal place of business

5. Debtor's website (URL) https://www.voegol.com.br

Debtor Gol Finance (Luxembourg)  
Name

Case number (if known)

6. **Type of debtor**
- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
  - Partnership (excluding LLP)
  - Other. Specify: \_\_\_\_\_

7. **Describe debtor's business**
- A. *Check one:*
- Health Care Business (as defined in 11 U.S.C. § 101(27A))
  - Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
  - Railroad (as defined in 11 U.S.C. § 101(44))
  - Stockbroker (as defined in 11 U.S.C. § 101(53A))
  - Commodity Broker (as defined in 11 U.S.C. § 101(6))
  - Clearing Bank (as defined in 11 U.S.C. § 781(3))
  - None of the above
- 
- B. *Check all that apply:*
- Tax-exempt entity (as described in 26 U.S.C. § 501)
  - Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
  - Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))
- 
- C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.
- 4   8   1   1

8. **Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- Check one:*
- Chapter 7
  - Chapter 9
  - Chapter 11. *Check all that apply:*
    - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
    - The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
    - A plan is being filed with this petition.
    - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
    - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
    - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
  - Chapter 12

Debtor Gol Finance (Luxembourg)  
Name

Case number (if known)

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No

Yes. Debtor See Schedule 1 Relationship See Schedule 1

District Southern District of New York When Date Hereof

List all cases. If more than 1, attach a separate list.

MM / DD / YYYY

Case number, if known \_\_\_\_\_

11. Why is the case filed in this district?

Check all that apply:

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

No

Yes. Insurance agency \_\_\_\_\_

Contact name \_\_\_\_\_

Phone \_\_\_\_\_

Statistical and administrative information

Debtor Gol Finance (Luxembourg)  
Name

Case number (if known) \_\_\_\_\_

**13. Debtor's estimation of available funds**

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**  
(on a consolidated basis)

- |                                  |  |  |
|----------------------------------|--|--|
| <input type="checkbox"/> 1-49    | <input type="checkbox"/> 1,000-5,000   | <input type="checkbox"/> 25,001-50,000             |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000  | <input checked="" type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000         |
| <input type="checkbox"/> 200-999 |  |  |

**15. Estimated assets**  
(on a consolidated basis, based on estimated unaudited financial statements as of 12/2023)

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**16. Estimated liabilities**  
(on a consolidated basis, based on estimated unaudited financial statements as of 12/2023)

- |  |  |  |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input type="checkbox"/> \$500,000,001-\$1 billion               |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion           |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion                  |

**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/25/2024  
MM / DD / YYYY

**X** /s/ Joseph W. Bliley

Signature of authorized representative of debtor

Joseph W. Bliley

Printed name

Title Authorized Signatory

Debtor Gol Finance (Luxembourg)  
Name

Case number (if known) \_\_\_\_\_

**18. Signature of attorney**

**X** /s/ Evan R. Fleck  
Signature of attorney for debtor

Date 01/25/2024  
MM / DD / YYYY

Evan R. Fleck  
Printed name

Milbank LLP  
Firm name

55 Hudson Yards  
Number Street

New York NY 10001  
City State ZIP Code

(212) 530-5000 efleck@milbank.com  
Contact phone Email address

4012662 NY  
Bar number State

**SCHEDULE 1**

**Pending Bankruptcy Cases**

On the date hereof, each of the entities listed below, including the debtor in this chapter 11 case, filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”). A motion will be filed with the Court requesting that the chapter 11 cases of each entity listed in the table below be consolidated for procedural purposes only and jointly administered, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, under the case number assigned to the chapter 11 case of GOL Linhas Aéreas Inteligentes S.A.

<b>COMPANY</b>
GOL Linhas Aéreas Inteligentes S.A.
GOL Linhas Aéreas S.A.
GTX S.A.
GAC, Inc.
Gol Finance (Luxembourg)
Gol Finance (Cayman)
Smiles Fidelidade S.A.
Smiles Viagens e Turismo S.A.
Smiles Fidelidade Argentina S.A.
Smiles Viajes y Turismo S.A.
Capitânia Air Fundo de Investimento Multimercado Crédito Privado Investimento no Exterior
Sorriso Fundo de Investimento em Cotas de Fundos de Investimento Multimercado Crédito Privado Investimento no Exterior
Gol Equity Finance

**Fill in this information to identify the case:**

Debtor name Gol Finance (Luxembourg)

United States Bankruptcy Court for the: Southern District of New York  
(State)

Case number (if known): \_\_\_\_\_

Check if this is an amended filing

**Official Form 204**

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Reported on a Consolidated Basis)<sup>1</sup>**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff <sup>2</sup>	Unsecured claim
1	THE BANK OF NEW YORK MELLON ATTN: COSTA, CARLOS & KOVACHEVA, RENETA 101 BARCLAY STREET FLOOR 7 EAST NEW YORK, NY 10286	THE BANK OF NEW YORK MELLON ATTN: COSTA, CARLOS & KOVACHEVA, RENETA PHONE: FAX: EMAIL: CARLOS.COSTA@BNYMELLON.COM; RENETA.KOVACHEVA@BNYMELLON.COM	Senior Notes Due 2025		\$353,815,797.50		\$353,815,797.50
2	COMANDO DA AERONAUTICA ATTN: PRESIDENT OR GENERAL COUNSEL RUA GEN JUSTO 160 RIO DE JANEIRO, RJ 20021-130 BRAZIL	COMANDO DA AERONAUTICA ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: 55 (11) 50982000 FAX: EMAIL: NAOINFORMADO@NAOINFORMADO.COM.BR	Trade Debt		\$222,542,075.45		\$222,542,075.45
3	THE BANK OF NEW YORK MELLON ATTN: COSTA, CARLOS & KOVACHEVA, RENETA 101 BARCLAY STREET FLOOR 7 EAST NEW YORK, NY 10286	THE BANK OF NEW YORK MELLON ATTN: COSTA, CARLOS & KOVACHEVA, RENETA PHONE: FAX: EMAIL: CARLOS.COSTA@BNYMELLON.COM; RENETA.KOVACHEVA@BNYMELLON.COM	Perpetual Bonds		\$142,185,235.70		\$142,185,235.70
4	VIBRA ENERGIA S/A ATTN: PRESIDENT OR GENERAL COUNSEL RUA CORREIA VASQUES 250 RIO DE JANEIRO, RJ 20211-140 BRAZIL	VIBRA ENERGIA S/A ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (85) 695325468 FAX: EMAIL: sac@sac.com.br; ISAACC@BR- PETROBRAS.COM.BR	Trade Debt		\$91,463,414.63		\$91,463,414.63
5	THE BANK OF NEW YORK MELLON ATTN: COSTA, CARLOS & KOVACHEVA, RENETA 101 BARCLAY STREET FLOOR 7 EAST NEW YORK, NY 10286	THE BANK OF NEW YORK MELLON ATTN: COSTA, CARLOS & KOVACHEVA, RENETA PHONE: FAX: EMAIL: CARLOS.COSTA@BNYMELLON.COM; RENETA.KOVACHEVA@BNYMELLON.COM	Senior Notes Due 2024		\$42,953,404.38		\$42,953,404.38
6	BOEING COMMERCIAL AIRPLANES ATTN: TAMMY A. BREAUX SN RUA 7500 EAST MARGINAL WAY SEATTLE, WA 98124-2207	BOEING COMMERCIAL AIRPLANES ATTN: TAMMY A. BREAUX PHONE: FAX: EMAIL: tammy.a.breaux@boeing.com; ROBERT.A.SOKOLIK@BOEING.COM	Trade Debt	Unliquidated	\$15,249,149.84		\$15,249,149.84
7	EMPRESA BRASILEIRA DE INFRAESTRUTUR ATTN: PRESIDENT OR GENERAL COUNSEL AEROPORTO SETOR DE CONC, LT 5 ED SE BRASILIA, DF 71608-050 BRAZIL	EMPRESA BRASILEIRA DE INFRAESTRUTUR ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (61) 33122562 FAX: EMAIL: presidencia@infraero.gov.br	Trade Debt		\$15,046,519.67		\$15,046,519.67

<sup>1</sup> The information herein shall not constitute an admission of liability by, nor is it binding on, any Debtors with respect to all or any portion of the claims listed below. Moreover, nothing herein shall affect the Debtors' right to challenge the amount or characterization of any claim at a later date.

<sup>2</sup> The Debtors reserve the right to assert setoff and other rights with respect to any of the claims listed herein.

Debtor Gol Finance (Luxembourg) Case number (if known) \_\_\_\_\_  
 Name \_\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff <sup>2</sup>	Unsecured claim
8 CFM INTERNATIONAL INC. ATTN: PRESIDENT OR GENERAL COUNSEL SN RUA PO BOX 15514 INTERSTATE CINCINNATI, OH 45215	CFM INTERNATIONAL INC. ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: 55 (577) 77800000 FAX: EMAIL: monthlyreports@ses.ie	Trade Debt	Unliquidated	\$13,585,437.10		\$13,585,437.10
9 CONCESSIONARIA DO AEROPORTO INTERNA ATTN: CAMILA YAMAGUTI AVENIDA DEPUTADO DIOMÁCIO FREI 3393 FLORIANÁ*POLIS, SC 88047-402 BRAZIL	CONCESSIONARIA DO AEROPORTO INTERNA ATTN: CAMILA YAMAGUTI PHONE: (48) 33314114 FAX: EMAIL: camila.yamaguti@floripa-airport.com	Trade Debt	Unliquidated	\$11,995,623.61		\$11,995,623.61
10 SECURITIES AND EXCHANGE COMMISSION ATTN: PRESIDENT OR GENERAL COUNSEL 95800 RUA RELEASE NO 95800 WASHINGTON, DC 20549	SECURITIES AND EXCHANGE COMMISSION ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: EMAIL: ogo_legal@sec.gov.ph	Tax Liability		\$9,392,588.41		\$9,392,588.41
11 MINISTERIO DA FAZENDA ATTN: PRESIDENT OR GENERAL COUNSEL AVENIDA AV.PRESIDENTE 375 SALA 214 RIO DE JANEIRO, RJ 20020-010 BRAZIL	MINISTERIO DA FAZENDA ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: 55 (21) 2334-4300 FAX: EMAIL: gabinete.ministro@fazenda.gov.br	Tax Liability	Unliquidated	\$7,388,167.05		\$7,388,167.05
12 SABRE GLBL INC ATTN: EDUARDO WAKAMI S/N 10Â° RUA 3150 SABRE DR SOUTH LAKE, TX 76092	SABRE GLBL INC ATTN: EDUARDO WAKAMI PHONE: 55 (11) 31461541 FAX: EMAIL: eduardo.wakami@sabre.com	Trade Debt		\$5,691,380.51		\$5,691,380.51
13 ALMAP BBDO PUBLICIDADE E COMUNICACO ATTN: PRESIDENT OR GENERAL COUNSEL AVENIDA ROQUE PETRON 999 AND 3 5 E SAO PAULO, SP 04707-000 BRAZIL	ALMAP BBDO PUBLICIDADE E COMUNICACO ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (11) 23954000 FAX: EMAIL: almap@almapbbdo.com.br	Trade Debt		\$4,050,512.28		\$4,050,512.28
14 HONEYWELL AIRCRAFT LANDING SYSTEMS ATTN: CESAR BASLER SN RUA E. SKY HARBOR CIRCLE PHOENIX, AZ 85034	HONEYWELL AIRCRAFT LANDING SYSTEMS ATTN: CESAR BASLER PHONE: FAX: EMAIL: cesar.basler@honeywell.com	Trade Debt	Unliquidated	\$2,526,766.92		\$2,526,766.92
15 JEPPESEN SANDERSON, INC. ATTN: PRESIDENT OR GENERAL COUNSEL RUA 55 INVERNESS DRIVE ENGLEWOOD, CO 80122	JEPPESEN SANDERSON, INC. ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: EMAIL: captain@jepesen.com	Trade Debt		\$2,433,414.92		\$2,433,414.92
16 JEPPESEN SYSTEMS AB ATTN: PRESIDENT OR GENERAL COUNSEL RUA BOX 192 ., 401 23 GOT NAO INFORMADO, EX 1 SWEDEN	JEPPESEN SYSTEMS AB ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: EMAIL: captain@jepesen.com	Trade Debt		\$2,374,675.89		\$2,374,675.89
17 KLM ROYAL DUTCH AIRLINES ATTN: PRESIDENT OR GENERAL COUNSEL RUA PO BOX 7700 THE NETHERLANDS	KLM ROYAL DUTCH AIRLINES ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: EMAIL: mail@klm-info.com	Trade Debt		\$2,367,281.32		\$2,367,281.32
19 MASTER FREIGHT TRANSPORTES INTERNAC ATTN: PRESIDENT OR GENERAL COUNSEL RUA 8925 NW 26 STREET MIAMI, FL 33172	MASTER FREIGHT TRANSPORTES INTERNAC ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: 55 (11) 50980000 FAX: EMAIL: contact@masterfreight.com	Trade Debt		\$2,337,537.64		\$2,337,537.64
19 SAFRAN LANDING SYSTEMS MRO ATTN: PRESIDENT OR GENERAL COUNSEL SN RUA BATIMENT 60 A ROND-POINT, SN CHATELLERAULT FRANCE	SAFRAN LANDING SYSTEMS MRO ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: 55 (11) 50982000 FAX: EMAIL: aogcsc.sls@safrangroup.com	Trade Debt	Unliquidated	\$2,304,029.08		\$2,304,029.08
20 LOCALIZA RENT A CAR SA ATTN: PRESIDENT OR GENERAL COUNSEL AVENIDA BERNARDO DE VASCONCELOS 377 BELO HORIZONTE, MG 31150-900 BRAZIL	LOCALIZA RENT A CAR SA ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (11) 50943325 FAX: EMAIL: acatibaia@speedycorp.com.br	Trade Debt		\$2,129,173.85		\$2,129,173.85



Debtor Gol Finance (Luxembourg)  
Name

Case number (if known) \_\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff <sup>2</sup>	Unsecured claim
21 INFRAMERICA CONCESSIONARIA DO AEROP ATTN: PRESIDENT OR GENERAL COUNSEL AEROPORTO INTERNACIONAL DE B S/N, A BRASÁLIA, DF 71608-900 BRAZIL	INFRAMERICA CONCESSIONARIA DO AEROP ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (61) 32146913 FAX: EMAIL: financeiro@inframERICA.aero	Trade Debt	Unliquidated	\$2,110,367.99		\$2,110,367.99
22 BANCO DO BRASIL S/A ATTN: PRESIDENT OR GENERAL COUNSEL AVENIDA PAULISTA 2300 3 AND PART SAO PAULO, SP 01310-300 BRAZIL	BANCO DO BRASIL S/A ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: EMAIL: bbasset@bb.com.br	Trade Debt		\$1,811,102.08		\$1,811,102.08
23 CONCESSIONARIA AEROPORTO RIO DE JAN ATTN: PRESIDENT OR GENERAL COUNSEL AVENIDA VINTE DE JA S/N, AER INTERN RIO DE JANEIRO, RJ 21941-570 BRAZIL	CONCESSIONARIA AEROPORTO RIO DE JAN ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (21) 37219227 FAX: EMAIL: info@bnamericas.com	Trade Debt	Unliquidated	\$1,607,504.89		\$1,607,504.89
24 PALLAS OPERADORA TURISTICA LTDA ATTN: PRESIDENT OR GENERAL COUNSEL AVENIDA DAS AMERIC 3434 BL 5 SL 51 RIO DE JANEIRO, RJ 22640-102 BRAZIL	PALLAS OPERADORA TURISTICA LTDA ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (21) 994674896 FAX: EMAIL: campeonatos@pallatur.com.br	Trade Debt		\$1,579,914.83		\$1,579,914.83
25 INTELSAT INFLIGHT LLC ATTN: PRESIDENT OR GENERAL COUNSEL 111 RUA 111 N CANAL STREET CHICAGO, IL 60606	INTELSAT INFLIGHT LLC ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: 312 (0) 5176482 FAX: EMAIL: paula.duran@intelsat.com	Trade Debt	Unliquidated	\$1,543,839.67		\$1,543,839.67
26 AKAD SEGUROS S.A. ATTN: PRESIDENT OR GENERAL COUNSEL RUA DAS NACOES UNI 12995, AND 24 ED SAO PAULO, SP 04578-911 BRAZIL	AKAD SEGUROS S.A. ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (11) 30565534 FAX: EMAIL: atendimento@akadseguros.com.br	Trade Debt		\$1,464,924.01		\$1,464,924.01
27 RM SERVICOS AUXILIARES DE TRANSPORT ATTN: PRESIDENT OR GENERAL COUNSEL ESTRADA DO AEROPORTO S/N, S/N PORTO SEGURO, BA 45810-000 BRAZIL	RM SERVICOS AUXILIARES DE TRANSPORT ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (61) 99243780 FAX: EMAIL: contato@rmghs.com.br	Trade Debt		\$1,422,568.78		\$1,422,568.78
28 DELTA AIRLINES INC. ATTN: PRESIDENT OR GENERAL COUNSEL 1775 RUA M H JACKSON SERVICE RO ATLANTA, GA 30354	DELTA AIRLINES INC. ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: FAX: EMAIL: edilene.nogueira@uol.com.br	Trade Debt	Unliquidated	\$1,343,786.96		\$1,343,786.96
29 GOODYEAR DO BRASIL PRODUTOS DE BORR ATTN: FERNANDO MIRANDA AVENIDA JUSCELINO KUBITSCHEK DE 550 SANTA BARBARA D OESTE, SP 13457-190 BRAZIL	GOODYEAR DO BRASIL PRODUTOS DE BORR ATTN: FERNANDO MIRANDA PHONE: (11) 28184153 FAX: EMAIL: fernando.miranda@goodyear.com	Trade Debt		\$1,277,289.34		\$1,277,289.34
30 MATHEX SOLUCOES TECNOLOGICAS LTDA ATTN: PRESIDENT OR GENERAL COUNSEL RUA RIO NEGRO 503, SL 2020 BARUERI, SP 06454-000 BRAZIL	MATHEX SOLUCOES TECNOLOGICAS LTDA ATTN: PRESIDENT OR GENERAL COUNSEL PHONE: (11) 985319185 FAX: EMAIL: atendimento@mathex.com.br	Trade Debt		\$1,223,556.16		\$1,223,556.16

**Gol Finance**

*société anonyme*

Registered office: 17, boulevard Raiffeisen

L - 2411 Luxembourg, Grand Duchy of Luxembourg

R.C.S Luxembourg: B178497

(the "**Company**")

**CIRCULAR RESOLUTIONS OF THE COMPANY'S BOARD OF DIRECTORS OF THE COMPANY ADOPTED ON THE DATE OF THE LAST SIGNATURE BY A DIRECTOR OF THE COMPANY**

**THE UNDERSIGNED**

- Ms Carla Patricia CABRAL DA FONSECA, director (*administrateur*);
- Mr Celso GUIMARAES FERRER JUNIOR, director (*administrateur*); and
- Mr Mario TSUWEI LIAO, director (*administrateur*);

(together the "**Directors**" and each a "**Director**").

Pursuant to Article 11 of the articles of association of the Company as amended (the "**Articles**") and in accordance with the Luxembourg law of 10 August 1915 on commercial companies, as amended from time to time (the "**Act**"), resolutions in writing approved and signed by all Directors by circular means shall have the same effect as resolutions passed at the directors' meetings.

The Directors does hereby unanimously consent and agree, by signing these circular resolutions, to the adoption of the following resolutions with the same effect as if such action had been taken by unanimous vote at a meeting of the board of directors of the Company duly convened and held.

**WHEREAS**, the purpose of these written resolutions is for the Directors to, among others, consider the following:

- (i) entry by the Company into debtor-in-possession financing, use cash collateral and entry into any other agreements, certificates, instruments, powers of attorney, letters, forms transfer, deeds and other documents in furtherance of a restructuring transaction or series of transactions by which the Company would restructure its debt obligations and other liabilities; and
- (ii) the filing of a voluntary petition for relief under the provisions of chapter 11 of the United States Bankruptcy Code (the "**Bankruptcy Code**") for the Company, and if applicable, local proceedings for the Company, pursuant to applicable law and in accordance with the requirements of the Company's governing documents and applicable law ((i) and (ii) together, the "**Restructuring Transactions**").



**WHEREAS**, the Company is a wholly-owned subsidiary of Gol Linhas Aéreas Inteligentes S.A., a publicly-held *sociedade por ações* under the Laws of Brazil, specializing and active in the field of air passengers and cargo transportation throughout the domestic market of Brazil as well as international markets connecting Brazil with North America and other Latin American destinations ("**GLAI**" and, GLAI with all of its direct and indirect subsidiaries, the "**Group**").

**WHEREAS**, the Directors have been provided with certain materials presented to them by the Company's financial and legal advisors, including, but not limited to, certain materials regarding the liabilities and obligations of the Company, its liquidity, strategic alternatives available to it, and the effect of the foregoing on the Company's business, and have had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to the Company.

**WHEREAS**, the Directors, along with the Company's legal and financial advisors, have considered the liquidity, financial and operational condition, including capital resources, and sources and uses of cash, of the Company and its affiliates and its current lending arrangements in respect to meeting the Company's short-term liquidity needs.

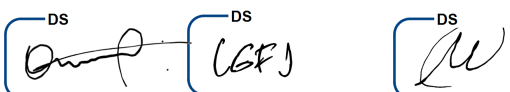
**WHEREAS**, the Directors have reviewed the historical performance and results of the Company and the Group, the market in which the Company operates, its current, short-term and long-term future liquidity needs, its business prospects and its current and long-term liabilities.

**NOW THEREFORE**, after having thoroughly considered the above, the Directors unanimously pass the following written resolutions:

**FIRST RESOLUTION – VOLUNTARY PETITION FOR RELIEF UNDER APPLICABLE  
BANKRUPTCY LAW AND SEEKING NECESSARY RELIEF**

The Directors have determined that it is for the corporate benefit of the Company and in its corporate interest (*intérêt social*) and permitted under the corporate object of the Company, and in the best interest of its creditors, and other parties in interest for the Directors to authorize the Company to file or cause to be filed (i) a voluntary petition for relief (the "**Chapter 11 Case**") under the provisions of chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), and (ii) any other petition for relief, recognition, or other order or ancillary proceedings that may be desirable under applicable law and in accordance with the requirements in the Company's governing documents and applicable law and hence **resolve** to consent to, authorize and approve, the filing of the Chapter 11 Case and the foreign ancillary proceedings, if any.

Any one Director of the Company and any person authorized by any officer of the Company (including, without limitation Ms Renata Domingues da Fonseca Guinesi and Mr Joseph Wilfred Bliley IV, each, an "Authorized Person" and collectively, the "Authorized Persons") acting individually under his or her sole signature, with full power of substitution and with the power to delegate his or her authority is hereby authorized and empowered to execute and file, on behalf of the Company, all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, but not limited to, any action necessary or proper to maintain the ordinary course operations of the Company's businesses.

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**SECOND RESOLUTION – DEBTOR-IN-POSSESSION FINANCING, CASH COLLATERAL, AND ADEQUATE PROTECTION**

To the extent applicable to the Company, in the judgment of the Directors, it is desirable and in the best interest of the Company, its interest holders, its creditors, and other parties in interest, to obtain the benefits from the incurrence of debtor-in-possession financing obligations by and among GOL Finance as borrower/issuer, the guarantors party thereto, the lender(s) or noteholder(s) from time to time party thereto (the “**DIP Lenders**”), and the administrative agent, collateral agent and/or trustee party thereto (collectively the “**DIP Agent**”), and propose to enter into that certain credit agreement (or any other debtor-in-possession agreement, instrument or arrangement) (the “**DIP Agreement**”), subject to a proposed order in interim and final form (the “**DIP Orders**”) and submitted for approval to the Bankruptcy Court;

The Directors resolve that in order to use and obtain the benefits of (a) the DIP Documents (as defined below) and (b) the use of cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code and in accordance with section 363 of the Bankruptcy Code, the Company will grant certain liens and claims, and provide adequate protection to certain secured parties and to the DIP Lenders to secure the obligations of the borrower and the guarantor under the DIP Agreement (collectively, the “**DIP Obligations**”);

The Directors further resolve that the Company, as a debtor and a debtor-in-possession under the Bankruptcy Code be, and is, authorized to incur the adequate protection obligations and the DIP Obligations, and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents, including granting liens on its assets to secure such obligations;

The Directors further resolve that the form, terms and provisions of the DIP Agreement, the DIP Orders, and the form, terms and provisions of each of the related instruments and documents, including security agreement(s) and such other agreements, documents, instruments, certificates, petitions, motions and other papers to which the Company is or will be a party in connection with the DIP Agreement (collectively with the DIP Agreement and the DIP Orders, the “**DIP Documents**”), as approved by the Authorized Person executing the same, be, and hereby are, in all respects approved; and further resolved, that the Company’s performance of its obligations under the DIP Agreement and the other DIP Documents, including the borrowings thereunder, the guaranteeing of the obligations of the obligors thereunder and the grant of a security interest in the assets of the Company, if applicable, be, and hereby are, in all respects, approved; and further resolved, that each of the Authorized Persons, acting alone or with one or more other Authorized Person be, and hereby is, authorized and empowered to execute, negotiate and deliver (including by facsimile, electronic or comparable method) the DIP Agreement, the DIP Orders, each of the other DIP Documents and each of the instruments, documents, certificates, petitions, motions and other papers contemplated or required thereby or as may be reasonably requested by the DIP Agent or any DIP Lenders, in the name and on behalf of the Company, on behalf of itself, with such changes therein as shall be approved by the Authorized Person executing the same, with such execution by said Authorized Person to constitute conclusive evidence of his or her approval of the terms thereof, including any departures therein from any form presented to the Board of Directors of the Company;

The Directors further resolve that the Company will obtain benefits from (a) the use of collateral which is security for the secured parties under the DIP Agreement, and (b) the incurrence of debtor-in-possession financing obligations pursuant to the DIP Agreement and other DIP Documents or arising from

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each DIP Order, which are necessary and convenient to the conduct, promotion and attainment of the business of the Company;

The Directors further resolve that the granting of security interests by the Company as contemplated by the DIP Agreement, the DIP Orders, the other DIP Documents and any other agreements, documents or filings that the DIP Agent or the DIP Lenders determine are necessary, appropriate or desirable pursuant to the terms of the DIP Documents be, and are, in all respects, authorized and approved;

The Directors further resolve each of the Authorized Persons of the Company is authorized and empowered in the name of, and on behalf of, the Company to file or to authorize the DIP Agent to file any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of the Company that the DIP Agent deems necessary or appropriate to perfect any lien or security interest granted under the DIP Orders and the other DIP Documents, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the DIP Agent may reasonably request to perfect the security interests of the DIP Agent under the DIP Orders;

The Directors further resolve that the Authorized Persons of the Company, acting alone or with one or more other Authorized Persons, be, and each of them is, authorized, directed and empowered in the name and on behalf of the Company, as debtors and debtors in possession, to guarantee the obligations under the DIP Documents on behalf of itself, to assign, transfer, pledge and grant, or to continue to assign, transfer, pledge and grant, to the DIP Agent, for the benefit of the respective or applicable secured parties, a security interest in all or substantially all the assets of the Company, as collateral security for the prompt and complete payment and performance when due of the obligations under the DIP Documents to which the Company is a party and to take or cause to be taken any such actions as may be necessary, appropriate or desirable to cause the Company to create, perfect and maintain a security interest in each of its respective property or assets constituting collateral as described or contemplated in the DIP Documents;

The Directors further resolve that each of the Authorized Persons be, and is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the DIP Documents, to arrange for and enter into supplemental agreements, instruments, certificates or documents relating to the transactions contemplated by the DIP Agreement, the DIP Orders or any of the other DIP Documents and to execute and deliver all such supplemental agreements, instruments, certificates or documents in the name and on behalf of the Company under its corporate seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform the Company's DIP Obligations under or in connection with the DIP Agreement, the DIP Orders or any of the other DIP Documents and the transactions contemplated by the DIP Documents, and to carry out fully the intent of the foregoing resolutions, in such form and with such terms as shall be approved by the Authorized Person executing the same, with such execution by said Authorized Person to constitute conclusive evidence of his or her approval of the terms thereof;

The Directors further resolve that each of the Authorized Persons be, and is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, re-

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newals, replacements, consolidations, substitutions and extensions of the DIP Agreement, the DIP Orders or any of the other DIP Documents that shall, in their sole judgment, be necessary, proper or advisable, in such form and with such terms as shall be approved by the Authorized Person executing the same, with such execution by said Authorized Person to constitute conclusive evidence of his or her approval of the terms thereof;

The Directors further resolve that for all transactions authorized above, the Authorized Persons are authorized to open an account or accounts with such third parties as they deem necessary or desirable for the purpose of engaging in such transactions, and the other party to such transactions is authorized to act upon any verbal or written orders and instructions from the Authorized Persons in connection with such accounts and transactions;

The Directors further resolve that each of the Authorized Persons of the Company be, and is, authorized and empowered to take all actions or to not take any action in the name of any Company with respect to the transactions contemplated by these resolutions as shareholder or the sole shareholder of each applicable subsidiary of the Company, if any, whether existing now or in the future, in each case, as such Authorized Person shall deem necessary or desirable, including, without limitation, the authorization of resolutions and agreements necessary to authorize the execution, delivery and performance pursuant to the DIP Documents (including, without limitation, certificates, affidavits, financing statements, notices, reaffirmations, and amendments and restatements thereof or relating thereto) as may be necessary, appropriate or convenient to effectuate the purposes of the transactions contemplated in this written consent. The performance of any such further act or thing and the execution of any such document or instrument by any of the Authorized Persons of the Company pursuant to these resolutions shall be conclusive evidence that the same have been authorized and approved by the Company in every respect;

The Directors further resolve that all acts and actions taken by the Authorized Persons prior to the date of this written consent with respect to the transactions contemplated by the DIP Agreement, the DIP Orders or any of the other DIP Documents be, and are, in all respects confirmed, approved and ratified;

The Directors further resolve that the signature of any Authorized Person of the Company shall be conclusive evidence of the authority of such Authorized Person to execute and deliver the documents to which the Company is a party. The authority granted in this written consent shall apply with equal force and effect to any successors-in-office of the Authorized Persons identified in this written consent;

The Directors further resolve that all capitalized terms used in the resolutions under this section and not otherwise defined herein shall have the meanings given to such terms in the DIP Agreement, as applicable;

**FOURTH RESOLUTION – RETENTION OF PROFESSIONALS**

Any Authorized Person acting individually under his or her sole signature, with full power of substitution and with the power to delegate his or her authority is hereby authorized and empowered to employ on behalf of the Company: (i) the law firm of Milbank LLP, as general bankruptcy counsel, (ii) the law firm of Hughes Hubbard & Reed LLP, as aviation counsel, (iii) the firm of Seabury Securities LLC, as investment banker and financial advisor, (iv) the firm of Kroll Restructuring Administration LLC, as notice and claims agent under the Bankruptcy Code, (v) the firm of AlixPartners, LLP, as financial advisor, and (vi) any other legal counsel, accountants, financial advisors, restructuring advisors or other professionals the Director deems necessary, appropriate or advisable; each Director to

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represent and assist the Company in carrying out its duties and responsibilities and exercising its rights under the Bankruptcy Code and any applicable law (including, but not limited to, the law firms filing any pleadings or responses); and in connection therewith, such Authorized Persons are hereby authorized, empowered and directed, in accordance with the terms and conditions hereof, to execute appropriate retention agreements, pay appropriate retainers, as applicable, and to cause to be filed appropriate applications for authority to retain such services.

Any Authorized Person acting individually under his or her sole signature, with full power of substitution and with the power to delegate his or her authority is hereby authorized and empowered to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to perform such further actions and execute such further documentation that the Director may in his or her absolute discretion deem necessary, appropriate or desirable in accordance with these resolutions.

**FIFTH RESOLUTION – OTHER AUTHORIZATIONS AND RATIFICATION**

All acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before the adoption of these Resolutions, are hereby in all respects approved, confirmed and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Directors or any one Director empowered acting alone, as applicable.

Any Authorized Person acting individually under his or her sole signature, with full power of substitution and with the power to delegate his or her authority is hereby authorized and empowered to do all such other acts, deeds and other things as the Company itself may lawfully do, in accordance with its governing documents and applicable law, howsoever arising in connection with the matters above, or in furtherance of the intentions expressed in the foregoing resolutions, including, but not limited to, the negotiation, finalization, execution (whether or not expressed to be a deed, as may be necessary or appropriate) and delivery of any other agreements, certificates, instruments, powers of attorney, letters, forms, transfer, deeds and other documents whatsoever as the individual acting may in his or her absolute and unfettered discretion approve, deem or determine necessary, appropriate or advisable, such approval, deeming or determination to be conclusively evidenced by said individual taking such action or the execution thereof.

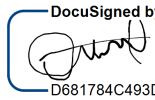
*[signature page to follow]*

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*[Signature page to the circular resolutions of the board of directors' meeting of Gol Finance]*

These written resolutions shall be adopted on the date of the last signature by a director of the Company.

DocuSigned by:  
  
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Name: Carla Patricia CABRAL DA FONSECA

Title: Director (*administrateur*)

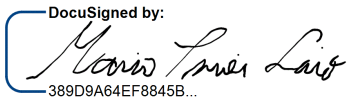
Date: January 25, 2024

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Name: Celso GUIMARAES FERRER JUNIOR

Title: Director (*administrateur*)

Date: January 25, 2024

DocuSigned by:  
  
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Name: Mario TSUWEI LIAO

Title: Director (*administrateur*)

Date: January 25, 2024



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:
  
In re: : Chapter 11
  
:
  
Gol Finance (Luxembourg), : Case No. 24-[ ] ( )
  
:
  
Debtor. : (Joint Administration Requested)
  
:
  
-----X

**CORPORATE OWNERSHIP STATEMENT**

Gol Finance (Luxembourg) is a wholly-owned subsidiary of affiliated debtor GOL Linhas Aéreas Inteligentes S.A. Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of GOL Linhas Aéreas Inteligentes S.A.’s equity interests:

Equity Holder	Percentage of Interests Held	
	Common Shares	Preferred Shares
Abra Mobi LLP	49.999%	18.797%
Abra Kingsland LLP	50.000%	18.797%

Fill in this information to identify the case and this filing:

Debtor Name Gol Finance (Luxembourg)
United States Bankruptcy Court for the: Southern District of New York (State)
Case number (If known):

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)
Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
Schedule H: Codebtors (Official Form 206H)
Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
Amended Schedule
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/25/2024
MM / DD / YYYY

/s/ Joseph W. Bliley
Signature of individual signing on behalf of debtor

Joseph W. Bliley
Printed name

Authorized Signatory
Position or relationship to debtor