

**GOL LINHAS AÉREAS INTELIGENTES S.A.**  
**(“Publicly-held Company”)**

**CNPJ/MF No 06.164.253/0001-87**  
**NIRE 35.300.314.441**

**MINUTES OF THE BOARD OF DIRECTORS’ MEETING**  
**HELD ON DECEMBER 21, 2018**

**I. Date, Time and Place:** December 21, 2018, at 12:00 p.m., at Gol Linhas Aéreas Inteligentes S.A. (“Company”), Praça Comte. Linneu Gomes, S/N, Portaria 3 – Prédio 7 – Meeting Room of the Board of Directors, Jardim Aeroporto, City and State of São Paulo.

**II. Calling and Attendance:** Call notice on November 22, 2018, under the terms of §1 of Article 19 of the Company’s bylaws and the attendance of all members of the Board of Directors: Constantino de Oliveira Junior, Joaquim Constantino Neto, Ricardo Constantino, William Charles Carroll, Antonio Kandir, Germán Pasquale Quiroga Vilardo, André Béla Jánosky, Anna Luiza Serwy Constantino and Francis James Leahy Meaney.

**III. Presiding Board:** Mr. Constantino de Oliveira Junior was the chairman of the meeting, and invited me, Graziela Galli Ferreira Barioni, to act as secretary of the meeting.

**IV. Agenda:** To pass resolutions on the following matters: **(i)** approval of the Company’s budget for the fiscal year 2019; and **(ii)** homologation of the Company’s capital increase, as a result of the exercise of stock purchase options granted under the Company’s Stock Purchase Option Plan.

**V. Resolutions:** After the necessary explanations were provided and after a detailed review of the documents regarding the matters hereof, the following resolutions were approved by unanimous vote: **(i)** the Company’s budget for the fiscal year 2019, which original copy was initialed by the presiding board of the meeting and filed with the Company’s head-office; and **(ii)** homologation of the Company’s capital increase, within the limit of its authorized capital, in the amount of R\$5,491,473.91, upon the issue of 589,586 preferred shares, all of them nominative and with no face value, as a result of the exercise of stock purchase options granted under the Company’s Stock Purchase Option Plan. The shares issued are identical to existing shares, and, under the terms of the Stock Purchase Option Plan, will be entitled to the same rights granted to the other shares of the same kind, including the receipt of dividends and interest on own capital: **(ii.a)** the preemptive rights of the Company’s current shareholders upon the subscription of new preferred shares are hereby excluded, in conformity with the provisions of Article 171, §3, of Law no. 6.404/76, as amended; and **(ii.b)** the total issue price was

R\$5,491,473.91, in accordance with the Stock Purchase Option Plan. As a result of the foregoing, the capital stock of the Company shall be increased from R\$3,092,738,908.93 to R\$3,098,230,382.84, comprising 3,131,226,450 shares, of which 2,863,682,710 are common shares and 267,543,740 are preferred shares, all of them nominative and with no face value. **VI. Suspension of the Meeting and Drawing-up of the Minutes:** The floor was offered to whoever might wish to use it, and since nobody did so, the meeting was suspended for the time necessary for these minutes to be drawn-up. Upon the reopening of the meeting, these minutes were read, checked and signed by the attendees. Signatures: Presiding Board: Constantino de Oliveira Junior, as chairman, and Graziela Galli Ferreira Barioni, as secretary. Members of the Board of Directors: Constantino de Oliveira Junior, Joaquim Constantino Neto, Ricardo Constantino, William Charles Carroll, Antonio Kandar, Germán Pasquale Quiroga Vilaro, André Béla Jánszky, Anna Luiza Serwy Constantino and Francis James Leahy Meaney. *I hereby certify that this is a faithful copy of the minutes that were drawn-up in the proper book.*

São Paulo, December 21, 2018

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Constantino de Oliveira Junior  
Chairman

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Graziela Galli Ferreira Barioni  
Secretary