



Linhas aéreas inteligentes

## Material Fact

São Paulo, December 12, 2016 – GOL Linhas Aéreas Inteligentes S.A. (“GLAI”), (BM&FBOVESPA: GOLL4 and NYSE: GOL), (S&P: CCC, Fitch: CC and Moody’s: Caa3), Brazil’s largest air transportation and travel services group, hereby informs its shareholders and the market in general of the information set forth below further to the Market Announcement made by the Company on October 21, 2016, and as required by article 157, paragraph 4 of Brazilian Law no. 6.404/76, and CVM Instruction no. 358, of January 3, 2002.

As a result of inquiries from the Brazilian federal tax authorities regarding payments made to Gdav Comércio e Representações Ltda. and Jesus.com Serviços de Promoções, Propaganda e Atividades de Radio Ltda. (in the aggregate amount of R\$2.4 million) and to Viscaya Holding Participações, Intermediações, Estruturações e Serviços S/C Ltda (in the amount of R\$295,000) during 2012 and 2013, the Company promptly initiated an internal investigation to ascertain the facts.

The internal investigation was suspended when the Company engaged independent U.S. and Brazilian legal counsel to conduct their own investigation, which is still ongoing.

At the same time, the Company cooperated with relevant Brazilian authorities, and as a result through its subsidiary Gol Linhas Aéreas S.A. (“Gol”) today entered into a Leniency Agreement with the Federal Public Ministry. As described in further detail below, pursuant to the terms of the Leniency Agreement, Gol has undertaken, among other things, to pay certain fines and penalties, and the Federal Public Ministry, in turn, has agreed not to bring any criminal or civil suits related to activities that are the subject of the Leniency Agreement and that may be characterized as:

- (1) acts of administrative impropriety and related acts involving politically exposed persons, and
- (2) other possible actions, which to date have not been identified by the ongoing external independent investigation.

As of this date, there is no indication that any employee or representative of the Company or current member of its management, participated in the negotiations for the engagement of the named companies, knew of any possible illicit purposes, or knew of any illicit benefit to the Company arising out of the engagements.

The main obligations assumed by Gol under the Leniency Agreement are:

- To pay: (i) R\$ 5.5 million, as compensation for harm done to the public good; (ii) R\$5.5 million, as a fine pursuant to Brazilian Law 8.429/92; and (iii) R\$ 1.0 million, pursuant to article 7, introductory clause, clause I, and paragraph 1 of Brazilian Law 9.613/98,



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- To present a detailed description of facts that come to light related to the object of the Leniency Agreement, and associated reports, documents and information. The Company also commits to generally cooperate fully and permanently with relevant authorities, especially with the Federal Public Ministry, and
- Improve its compliance programs in accordance with Articles 41 and 42 of Brazilian Decree 8.420/2015, within 120 days from the judicial approval of the Leniency Agreement.

The Federal Public Ministry, in turn, committed itself to:

- Share the Leniency Agreement with other regulators, requesting the execution of similar agreements by these regulators, and
- Not institute any criminal or civil proceedings, relating to facts or acts coming to light in connection with the Leniency Agreement against Gol or against members of its management, its employees, representatives and third parties hired by Gol and who may adhere to the Leniency Agreement, pursuant to the Leniency Agreement's terms and conditions.

The Leniency Agreement will be submitted for approval by the Federal Public Ministry's 5th Chamber of Coordination and Revision, and for judicial approval by the 13th Federal Court of Justice of Curitiba.

The Company will continue to cooperate with relevant authorities. The Company will also continue to support the external independent investigation until its conclusion, and will take the necessary measures to ensure the effectiveness and independence of the external investigation.

### Investor Relations

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### About GOL Linhas Aéreas Inteligentes S.A.

Brazil's largest air transportation and travel services group, with operation in passenger transportation, cargo transportation and coalition loyalty programs. **GOL** is Latin America's largest low-cost and low-fare carrier, operating approximately 800 daily flights to 63 destinations, being 11 international in South America and the Caribbean. **GOLLOG** is the cargo transportation and logistics business serving more than 3,000 Brazilian municipalities and, through partners, 90 international destinations in 47 countries. **SMILES** is one of the largest coalition loyalty programs in Latin America, with over 11 million registered participants, allowing clients to accumulate miles and redeem tickets for more than 700 locations worldwide. GLAI shares are traded on BM&FBOVESPA (GOLL4) and NYSE (GOL), GLAI has the following ratings CCC (Standard & Poor's), CC (Fitch) and Caa3 (Moody's).