



SMILES FIDELIDADE S.A.
CNPJ/MF No. 05.730.375/0001-20
NIRE 35.300.493.095

**NOTICE TO THE MARKET – APPROVAL OF THE AMENDMENT OF THE COMPANY'S BYLAWS,
INVESTITURE OF THE MEMBERS OF THE INDEPENDENT SPECIAL COMMITTEE
AND INSTALLATION OF THE AUDIT COMMITTEE**

Barueri, November 29, 2018 - Smiles Fidelidade S.A. ("Smiles" or "Company") (B3: SMLS3) hereby informs its shareholders and the market in general that it was approved at the Extraordinary Shareholders' Meetings, held on the date hereof, the amendment of the Company's Bylaws to provide for the creation of a Special Independent Committee ("Committee"), to be incorporated, solely and exclusively, to analyze the conditions of a potential corporate reorganization involving the Company, Gol Linhas Aéreas Inteligentes S.A. and Gol Linhas Aéreas S.A. ("Corporate Reorganization"), and to submit its recommendations to the Board of Directors of the Company, in accordance with the guidelines set forth in the Orientation Opinion of Securities Exchange Commission No. 35, of September 1, 2008 ("Opinion 35").

Therefore, as disclosed in the Company's Notice to the Market on November 28, 2018, it becomes valid and effective the investiture of the following independent members:

- (i) **Mrs. ANA DOLORES MOURA CARNEIRO DE NOVAES**, Brazilian, single, economist, bearer of identity card No. 24.688.011-6 (Detran/RJ), enrolled with the CPF/MF under No. 346.152.454-91, with business address at Avenida Chedid Jafet, No. 222, build B, 5th floor, Vila Olímpia, Zip Code No. 04551-062, in the city of São Paulo, State of São Paulo;
- (ii) **Mr. JOSÉ GUIMARÃES MONFORTE**, Brazilian, married, economist, bearer of identity card No. 4.127.063, enrolled with the CPF/MF under No. 447.507.658-72, with business address at Rua Leopoldo Couto de Magalhães Junior, No. 1098, set 11, Itaim Bibi, Zip Code 04542-001, in the city of São Paulo, State of São Paulo; and
- (iii) **Mr. JOSÉ LUIZ OSÓRIO DE ALMEIDA FILHO**, Brazilian, married, engineer, bearer of identity card No. 2440046 (IFP), enrolled with the CPF/MF under No. 051.367.447-07, with business address at Rua Santa Luzia, No. 651, 14th floor, Zip Code 20021-903, in the city of Rio de Janeiro, State of Rio de Janeiro.

The members elected of the Committee were invested in their positions on the date hereof, when they declared themselves independent, in accordance with the definition of "independent board member" provided in the Novo Mercado Listing Regulation; and have undertaken to (a) faithfully fulfill the same legal duties and liabilities of the managers, pursuant to article 160 of Law No. 6,404/76 (Brazilian Corporation Law), and (b) to act in accordance with the provisions of the Opinion 35 and the Company's Bylaws.

In addition, Smiles informs that, due to the request of shareholders representing 9.966% of its voting capital, the Company's Audit Committee was installed until the Annual Shareholders' Meeting approving the accounts for the fiscal year ending on December, 31, 2018, in which were elected to hold the positions of members of the Company's audit committee:

- (i) in a separate vote section, as representatives of the minority shareholders present, **Mr. RICARDO MAGALHÃES GOMES**, Brazilian, single, electrical engineer, bearer of Identity Card RG

nº 08.14.552-7 (IFP/RJ), enrolled with the CPF/MF under No. 014.729.747-86, resident and domiciled in the City of Rio de Janeiro, State of Rio de Janeiro at Av. Lucio Costa, No. 3,600, apartment No. 1801, block 1, Barra da Tijuca, as effective member of the Company's audit committee; and as his alternate, Mr. **RAPHAEL MANHÃES MARTINS**, Brazilian, lawyer, single, enrolled with the Brazilian Bar Association (*OAB*), Section of Rio de Janeiro under No.147.187, enrolled with the CPF/MF under No. 096.952.607-56, resident and domiciled in the City of Rio de Janeiro, State of Rio de Janeiro with office at Rua Araújo Porto Alegre, No. 36, room 1102;

(ii) as representatives of the other shareholders, were elected (ii.a) Mr. **RENATO CHIODARO**, Brazilian, married, lawyer, bearer of Identity Card RG No. 22.290.450-1 SSP/SP, enrolled with the CPF/MF under No. 256.611.098-06, resident and domiciled in the City of São Paulo, State of São Paulo, with office at Av. Brigadeiro Faria Lima, No. 2013, 11th floor, set 11A, as effective member of the Audit Committee; and her alternate, Mrs. **GRAZIELA GALLI FERREIRA BARIONI**, Brazilian, married, lawyer, bearer of Identity Card RG No. 22.697.214-8 SSP/SP, enrolled with CPF/MF under No. 258.751.358-83, resident and domiciled in the City of São Paulo, State of São Paulo at Praça Comandante Linneu Gomes, without number, Entrance 3º; (ii.b) Mrs. **VALDENISE DOS SANTOS MENEZES**, Brazilian, married, accountant, bearer of Identity Card RG No. 05.929.893-5 (Detran/RJ), enrolled with the CPF/MF under No. 836.229.937-15, resident and domiciled in the City of São Paulo, State of São Paulo at Praça Comandante Linneu Gomes, without number, Entrance 3º, as effective member of the Audit Committee; and her alternate, Mrs. **RENATA BANDEIRA GOMES DO NASCIMENTO**, Brazilian, single, accountant, bearer of Identity Card RG No. 23.188.077-7, enrolled with the CPF/MF under No. 152.673.398-65, resident and domiciled in the City of São Paulo, State of São Paulo at Praça Comandante Linneu Gomes, without number, Entrance 3º.

SMILES FIDELIDADE S.A.

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