



SMILES FIDELIDADE S.A.

(Publicly- Held Company)

Brazilian Corporate Taxpayer's Registry (CNPJ/MF) No. 05.730.375/0001-20

Company Registry (NIRE)35.300.493.095

MATERIAL FACT

Barueri, June, 19, 2019 – Smiles Fidelidade S.A. (B3 – Brasil, Bolsa, Balcão: SMLS3) (“**SMILES**”), in accordance with Normative Instruction No. 358, issued by the Brazilian Securities and Exchange Commission (CVM) on January 3rd, 2002, hereby informs its shareholders and the market in general that, on the date hereof, Smiles’s controlling shareholder, GOL Linhas Aéreas Inteligentes S.A. (B3: GOLL4 e NYSE: GOL) (“**GOL**”) released the following Material Fact:

*“GOL Linhas Aéreas Inteligentes S.A. (“**GOL**” or “**Company**”) (NYSE: GOL and B3: GOLL4), Brazil’s #1 airline, in compliance with §4 of Article 157 of Law No. 6404, dated December 15, 1976, as amended, and CVM Instruction No. 358/2002, hereby informs that, subsequent to the Material Facts disclosed on October 14, 2018 and December 16, 2018, following five months of studies and negotiations with the independent committee established by Smiles Fidelidade S.A. (“**Smiles**”) (B3: SMLS3), the parties have been unable to reach an agreement on terms for the proposed corporate reorganization. As a result, GOL and Smiles’ independent committee have decided to terminate negotiations.*

GOL acknowledges the work and recognizes the efforts of the members of Smiles’ independent committee. GOL informs that the end of the discussions with Smiles’ independent committee does not change GOL’s decision not to renew its operating agreement and the back office services agreement with Smiles beyond their current expiration date.

GOL’s operational and financial expectations are not affected by the termination of the negotiations and, therefore, remain unchanged, as none of the expected operational and financial benefits of the corporate reorganization was implemented in GOL’s business plan. GOL will continue to evaluate alternatives to improve the efficiency and competitiveness of its economic group.”

SMILES takes the opportunity to reinforce its commitment to seek the consistent delivery of results and growth, regardless of the corporate reorganization. In this regard, the Company is working on a review of its strategic plan to reflect GOL's decision of not renewing the operational agreement and the current competitive scenario of the industry in which SMILES operates. The result of this work will be duly submitted to the Board of Directors of SMILES for approval and, in case any change is approved, the new strategic plan will be timely communicated to the market.

SMILES FIDELIDADE S.A.

Marcos Antonio Pinheiro Filho

Financial and Investor Relations Officer

e-mail: ri@smiles.com.br

tel: +55 (11) 4841-1820

Este comunicado pode conter considerações futuras referentes às perspectivas do negócio, estimativas de resultados operacionais e financeiros, e às perspectivas de crescimento da Smiles. Estas são apenas projeções e, como tais, baseiam-se exclusivamente nas expectativas da administração da Smiles. Tais considerações futuras dependem, substancialmente, de fatores externos, além dos riscos apresentados nos documentos de divulgação arquivados pela Smiles e estão, portanto, sujeitas a mudanças sem aviso prévio.