



**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, 21, 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, as a result of variations on the average occupancy of flights, Smiles was notified by its controlling shareholder, GOL Linhas Aéreas Inteligentes S.A. (B3: GOLL4 e NYSE: GOL) ("GOL"), about its intention to extraordinarily adjust the prices of classical airline tickets and miles between GOL and Smiles, pursuant to the terms and conditions provided for in the Miles and Airline Ticket Commercial Purchase and Sale Agreement signed on December 28, 2012.

Smiles will examine the grounds of GOL's request and start the required proceedings to update and calculate the amounts of the prices of classical airline tickets and miles. Upon completion of such update proceedings, any potential adjustment will be submitted to Smiles' Independent Committee and Board of Directors for approval and timely disclosed to the market.

**SMILES FIDELIDADE S.A.**

**Marcos Antonio Pinheiro Filho**

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This release may contain forward-looking statements relating to the prospects of the business, estimates for operating and financial results, and those related to growth prospects of Smiles. These are merely projections and, as such, are based exclusively on the expectations of Smiles' management. Such forward-looking statements depend, substantially, on external factors, in addition to the risks disclosed in Smiles' filed disclosure documents and are, therefore, subject to change without prior notice.