

**Azul Announces the Launch of a Mandatory Repurchase Offer
to Purchase up to U.S.\$55,900,850 in Aggregate Principal Amount of its
Outstanding 11.500% Senior Secured Second Out Notes due 2029**

São Paulo, July 20, 2023 – Azul S.A. (B3: AZUL4, NYSE: AZUL) (“Azul”) today announced that its wholly-owned subsidiary Azul Secured Finance LLP (the “Issuer”) has commenced an offer to purchase for cash (the “Offer”) up to US\$55,900,850 in aggregate principal amount (the “Maximum Repurchase Amount”) of its outstanding 11.500% Senior Secured Second Out Notes due 2029 (the “Notes”), plus accrued and unpaid interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase and Notice of Mandatory Repurchase Offer, dated July 20, 2023 (the “Offer to Purchase”). Any capitalized terms used in this press release without definition have the respective meanings assigned to such terms in the Offer to Purchase.

The following table sets forth certain information relating to the Offer:

<u>Title of Security</u>	<u>CUSIP / ISIN</u>	<u>Principal Amount Outstanding</u>	<u>Purchase Price⁽¹⁾</u>
11.500% Senior Secured Second Out Notes due 2029	05501WAA0 (Rule 144A) / U0551YAA3 (Reg S)	US\$294,215,000	US\$1,000.00
	US05501WAA09 (Rule 144A) / USU0551YAA39 (Reg S)		

(1) Holders whose Notes are accepted for purchase by the Issuer will also be paid accrued and unpaid interest from, and including, July 14, 2023 to, but excluding, the Repurchase Date (as defined below).

The Issuer is making the Offer to registered holders of Notes (the “Holders”), as a mandatory repurchase offer pursuant to Section 4.03 of the First Supplemental Indenture dated as of July 14, 2023, which supplemented the Indenture dated as of July 14, 2023, among the Issuer, Azul, Azul Linhas Aéreas Brasileiras S.A., IntelAzul S.A., ATS Viagens e Turismo Ltda., Azul IP Cayman Holdco Ltd., and Azul IP Cayman Ltd., as guarantors (the “Guarantors”), UMB Bank, N.A., as trustee (the “Trustee”), U.S. collateral agent, registrar, paying agent and transfer agent, and TMF Brasil Administração e Gestão de Ativos Ltda., as Brazilian collateral agent.

The Offer will expire at 11:59 p.m., New York City time, on August 16, 2023, unless extended by the Issuer in its sole discretion (such date and time, as the same may be extended, the “Expiration Deadline”). Notes tendered in the Offer may be withdrawn by 11:59 p.m., New York City time, on August 16, 2023 (such date and time, as the same may be extended, the “Withdrawal Deadline”).

The Purchase Price payable in the Offer is equal to 100% of the principal amount of the Notes. For each US\$1.00 principal amount of Notes tendered by a Holder, the Issuer will pay such Holder US\$1.00, plus accrued and unpaid interest from, and including, July 14, 2023 to, but excluding, the date fixed for the purchase of Notes tendered pursuant to the Offer (which is the date on which settlement of the Offer will occur) (the “Repurchase Date”). The Repurchase Date for the Offer is expected to be two business days after the Expiration Deadline. The Repurchase Date is currently expected to be August 18, 2023. Each Holder has the right to tender all or any portion of the Notes registered in such Holder’s name, but any portion of a Note tendered must be tendered in minimum

denominations of US\$175,000 or integral multiples of US\$1.00 in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Notes must continue to hold Notes in at least the minimum authorized denomination of US\$175,000 principal amount.

The Offer is not conditioned on any minimum amount of the Notes being tendered. Notes that are validly tendered pursuant to the terms of the Offer may be subject to proration if the aggregate principal amount of the Notes validly tendered exceeds the Maximum Repurchase Amount. If proration of tendered Notes is required, the Issuer will determine the applicable proration factor as soon as practicable after the Expiration Deadline. The Issuer may make appropriate adjustments down to the nearest US\$1.00 principal amount to avoid purchases of Notes in principal amounts other than integral multiples of US\$1.00. Depending on the amount tendered and the proration factor applied, if the principal amount of Notes that are not accepted and returned to a Holder as a result of proration would result in less than the minimum denominations of US\$175,000 and integral multiples of US\$1.00 in excess thereof being returned to such Holder, the Issuer will either accept or reject all of such Holder's validly tendered Notes.

Subject to the applicable securities laws, the terms of the indenture governing the Notes, and the terms and conditions set forth in the Offer to Purchase, the Issuer expressly reserves the right, in its sole discretion, by the Expiration Deadline to extend the period during which the Offer is open, terminate the Offer or otherwise amend the Offer in any respect.

For More Information

The terms and conditions of the Offer are described in the Offer to Purchase. Copies of the Offer to Purchase are available from Global Bondholder Services Corporation (the "Tender and Information Agent"), which has been appointed as the tender and information agent for the Offer.

Requests for documentation and questions regarding the Offer can be directed to Global Bondholder Services Corporation at +1 (212) 430-3774 (banks and brokers) and +1 (855) 654-2014 (toll free).

Disclaimers

This press release is for informational purposes only and does not constitute an offer to purchase or the solicitation of an offer to sell any securities. The Offer is being made solely by means of the Offer to Purchase. The Offer is not being made to holders of the Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. The Issuer reserves the right, in its sole discretion, not to accept any tenders of Notes for any reason. The Issuer is making the Offer only in those jurisdictions where it is legal to do so.

None of the Issuer, the Guarantors, any of their respective directors or officers, the Tender and Information Agent, or the Trustee, or in each case, any of their respective affiliates, makes any recommendation as to whether Holders should tender or refrain from tendering all or any portion of the Notes in response to any of the Offer and Holders will need to make their own decision as to whether to tender Notes in the Offer and, if so, the principal amount of Notes to tender.

This press release may contain forward-looking statements within the meaning of Section 27A of the Securities Act, Section 21E of the Securities Exchange Act of 1934, as amended, including those related to the Offer. All statements other than statements of historical facts included in this press release, and those statements preceded by, followed by or that otherwise include the words “may,” “might,” “will,” “aim,” “would,” “could,” “should,” “believe,” “understand,” “expect,” “anticipate,” “intend,” “estimate,” “project,” “target,” “goal,” “guidance,” “budget,” “plan,” “objective,” “potential,” “seek,” or similar expressions or variations on these expressions are forward-looking statements. Azul and its subsidiaries can give no assurances that the assumptions upon which the forward-looking statements are based will prove to be correct or that, even if correct, intervening circumstances will not occur to cause actual results to be different than expected. Because forward-looking statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by the forward-looking statements. There are a number of risks, uncertainties and other important factors that could cause the actual results of Azul and its subsidiaries to differ materially from the forward-looking statements, including, but not limited to, the form and results of the Offer; and those factors set out in Azul’s annual report on Form 20-F for the year ended December 31, 2022 under “Risk Factors”, and in Azul’s other filings with the U.S. Securities and Exchange Commission. Although Azul and its subsidiaries believe the expectations reflected in the forward-looking statements are reasonable, Azul and its subsidiaries cannot guarantee future results, level of activity, performance or achievements. Moreover, neither Azul nor any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. Holders should not rely upon forward-looking statements as predictions of future events. The information included herein is given as of the date of this press release and, except as otherwise required by the applicable law, Azul and its subsidiaries disclaim any obligation or undertaking to publicly release any updates or revisions to, or to withdraw, any forward-looking statement contained in this press release to reflect any change in Azul’s and its subsidiaries’ expectations with regard thereto or any change in events, conditions or circumstances on which any forward-looking statement is based.

About Azul

Azul is the largest airline in Brazil in terms of departures and cities served, with around 1,000 daily departures to 158 destinations, creating an unparalleled network of more than 300 non-stop routes as of December 31, 2022. For more information visit <https://ri.voeazul.com.br>. Information on Azul’s website does not constitute a part of this press release.

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