

Azul Announces Expected Settlement Date for the Previously Announced Exchange Offers of Certain Existing Notes for New Notes and the Solicitations of Consents to Proposed Amendments to the Existing Indentures

São Paulo, July 12, 2023 – Azul S.A., “Azul,” (B3: AZUL4, NYSE: AZUL) (“Azul”) today announces the expected settlement date (the “Settlement Date”) in connection with the previously announced: (i) separate offers by its wholly-owned subsidiary Azul Investments LLP (the “Existing Notes Issuer”) to Eligible Holders (as defined below) to exchange (such offers, the “Exchange Offers”) (a) any and all of the outstanding 5.875% Senior Notes due 2024 issued by the Existing Notes Issuer (the “Existing 2024 Notes”) for newly issued 11.500% Senior Secured Second Out Notes due 2029 to be issued by Azul Secured Finance LLP (the “New Notes Issuer”) (the “New 2029 Notes”), and (b) any and all of the outstanding 7.250% Senior Notes due 2026 issued by the Existing Notes Issuer (the “Existing 2026 Notes” and, together with the Existing 2024 Notes, the “Existing Notes”) for newly issued 10.875% Senior Secured Second Out Notes due 2030 to be issued by the New Notes Issuer (the “New 2030 Notes,” and together with the New 2029 Notes, the “New Notes”), and (ii) solicitation of consents by the Existing Notes Issuer from Eligible Holders to certain proposed amendments to the terms of the Existing Notes (the “Solicitations”). The Exchange Offers and the Solicitations are being made pursuant to the terms and subject to the conditions set forth in the confidential exchange offering memorandum and consent solicitation statement, dated June 13, 2023, in respect of the Exchange Offers and Solicitations (the “Offering Memorandum”).

Any capitalized terms used in this press release without definition have the respective meanings assigned to such terms in the Offering Memorandum.

Expected Settlement Date for the Exchange Offers

As of the date of this press release, the Existing Notes Issuer expects that the Settlement Date for the Exchange Offers will occur on July 14, 2023, subject to all conditions to the consummation of the Exchange Offers set forth in the Offering Memorandum having been satisfied or waived by the Existing Notes Issuer. Subject to such satisfaction or waiver, on the Settlement Date, the Existing Notes Issuer would accept for exchange and settle the Exchange Offers for all Existing Notes validly tendered (and not validly withdrawn):

- (i) as of the early participation deadline of 5:00 p.m., New York City time, on June 27, 2023 (the “Early Participation Deadline”), for (a) the applicable Total Early Exchange Consideration, and (b) the related amount in cash equal to the accrued and unpaid interest, if any, from the last payment date for the Existing Notes of the relevant series up to, but not including, the Settlement Date; and
- (ii) after the Early Participation Deadline but at or prior to the expiration deadline of 11:59 p.m., New York City time, on July 12, 2023 unless extended or earlier terminated by the Existing Notes Issuer (such date and time, as they may be extended, the “Expiration Deadline”), for (a) the applicable Total Early Exchange Consideration *minus* (in the case of the Existing 2026 Notes only) the applicable Early Exchange Premium, and (b) the related amount in cash equal to the accrued and unpaid interest, if any, from the last payment date for the Existing Notes of the relevant series up to, but not including, the Settlement Date.

The obligation of the Existing Notes Issuer to complete an Exchange Offer and related Solicitation with respect to either series of Existing Notes is subject to certain conditions described in the Offering Memorandum, which include (i) with respect to the Existing 2024 Notes, the receipt of Existing 2024 Notes validly tendered (and not validly withdrawn) prior to the Expiration Deadline representing not less than 70% of the aggregate principal amount of Existing 2024 Notes outstanding and, with respect to the Existing 2026 Notes, the receipt of Existing Notes validly tendered (and not validly withdrawn) prior to the Expiration Deadline representing not less than 70% of the aggregate principal amount of Existing Notes outstanding (conditions which were satisfied on the Early Participation Deadline), (ii) certain amendments to the indenture (*escritura de emissão de debêntures*) governing the convertible debentures issued by Azul and certain collateral and other documents are required to be amended or replaced in respect of such convertible debentures, (iii) certain amendments to the forbearance agreement entered into between Azul Linhas Aéreas Brasileiras S.A. (“Azul Linhas”), as lessee, and certain lessors of aircraft (the “Relevant Lessors”), and to the global partial deferral agreement entered into between Azul Linhas, as lessee, Azul, as guarantor, and the Relevant Lessors, and the related collateral and other documents are required to be replaced, (iv) the obtaining by Azul and certain of its subsidiaries of waivers and amendments from their creditors to certain financings agreements and arrangements entered into in the ordinary course of their business with certain financial institutions, and (v) certain other customary conditions. Certain of these conditions are subject to waiver by Azul. As of the date of this press release, except as noted above, each of these conditions remains to be satisfied. If any of the conditions are not satisfied or waived by the Expiration Date, the Existing Notes Issuer will not be obligated to accept for exchange, and may delay the acceptance for exchange of, any tendered Existing Notes and may terminate either or both of the Exchange Offers, in each case subject to applicable law.

Miscellaneous

Except as modified by the press release issued by Azul on June 28, 2023, the terms and conditions of the Exchange Offers and the Solicitations, as previously announced and described in the Offering Memorandum, remain unchanged.

The New Notes are being offered for exchange only (a) in the United States to holders of Existing Notes who are reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”)) in reliance upon the exemption from the registration requirements of the Securities Act, and (b) outside the United States to holders of Existing Notes who are persons other than “U.S. persons” (as defined in Rule 902 under the Securities Act) in reliance upon Regulation S under the Securities Act. In addition, the New Notes may not be transferred to or held by a Competitor.

Only holders of Existing Notes who have properly completed and submitted the eligibility certification in electronic form (the “Eligible Holders”) are authorized to receive and review the Offering Memorandum. Only Eligible Holders that also comply with the other requirements set forth in the Offering Memorandum are eligible to participate in the Exchange Offers and the Solicitations. Holders who desire to obtain and complete an eligibility certification should either visit the website for this purpose at <https://gbsc-usa.com/eligibility/azul> or contact the Information Agent. Requests for documentation and questions regarding the Exchange Offers and the Solicitations can be directed to Global Bondholder Services Corporation at +1 (212) 430-3774 (banks and brokers) and +1 (855) 654-2014 (toll free).

No Offer or Solicitation

This press release does not constitute an offer to buy or the solicitation of an offer to sell the Existing Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. This press release does not constitute an offer to sell or the solicitation of an offer to buy the New Notes, nor shall there be any sale of the New Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. The New Notes will not be registered under the Securities Act or the securities laws of any state and may not be offered or sold in the United States absent registration or an exemption from the registration requirements of the Securities Act and applicable state securities laws. The Exchange Offers and Solicitations are being made only pursuant to the Offering Memorandum and only to such persons and in such jurisdictions as is permitted under applicable law.

None of the Existing Notes Issuer, the New Notes Issuer, the Guarantors, any of their respective directors or officers, the Dealer Managers, the Financial Advisor, the Exchange Agent, the Information Agent, or the Trustees, or in each case, any of their respective affiliates, makes any recommendation as to whether Eligible Holders should tender or refrain from tendering all or any portion of the Existing Notes in response to any of the Exchange Offers, or deliver Consents in response to the Solicitations. Eligible Holders will need to make their own decision as to whether to tender Existing Notes in the Exchange Offers and participate in the Solicitations and, if so, the principal amount of Existing Notes to tender.

This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Cautionary Statement Regarding Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. 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 Exchange Offers and Solicitations; the satisfaction or waiver of the conditions set forth in the Offering Memorandum; and those factors set out in the Offering Memorandum under “Risk Factors,” 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 that 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. Eligible 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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