

**CONFIDENTIAL**

**UPFRONT COMMISSION AGREEMENT**

**DUMONDE TRAVEL**  
**ARC number: 1058330**

This Upfront Commission Agreement (the "Agreement"), effective as of **September, 2017**, is made by and between **DUMONDE TRAVEL** and **Oceanair Linhas Aérea S/A, D.B.A. ("Avianca Brasil" or "O6")**.

**Applicable Routings:**

- All domestic flights within Brazil according to O6's network
- International O6 flights:
  - GRU / MIA / GRU
  - GRU / SCL / GRU
  - SSA / BOG / SSA
  - FOR / BOG / FOR

**Commission:**

The commission paid for tickets sold by **DUMONDE TRAVEL** on behalf of the Carrier is set forth on Exhibit A and excludes any taxes and fees. Commissions apply to published fares or private fares (e.g. Amadeus Negotiated Fares) and are based on the originating class of service; provided that only one commission may be taken per itinerary. Commissions will be determined by originating class of service. No commission shall apply for markets not shown on Exhibit A.

**Exclusions:**

The commission is not permitted:

- For net fares
- For Group bookings (G class)
- Codeshare Flights (O6\* and marketed by other airlines)

**Ticket Validity:**

The commission applies to tickets sold between **13 September 2017 and 31 December 2017**.

**Fare Rules:**

For published fares, the published fare rules apply to all tickets sold pursuant to this Agreement, including, but not limited to, advance purchase requirements, stopovers, refunds, rerouting, open jaw rules, cancellation terms, surcharges and carrier's refusal to transport. For private fares, all applicable private fare rules apply.

**Minimum Performance Targets:**

The carrier will review ticket sales on a quarterly basis to determine the continuation of this Agreement under the present terms.

**Amendment:**

Oceanair may amend this Agreement at any time.

**Cancellation:**

Oceanair retains the right to cancel the Agreement, in writing, without prior notice if any of the conditions contained herein (including targets) are not met. Moreover, any Party may cancel the Agreement, for any reason or no reason at all, by providing written notice of the cancellation.

**EXHIBIT A**

MARKET	ORIGIN	DESTINATION	COMMISSION
INTERNACIONAL	MIA/NYC	BR	25%
INTERNACIONAL	BR	MIA/NYC	8%
INTERNACIONAL	MIA/NYC	SCL	5%
INTERNACIONAL	SCL	MIA/NYC	5%
INTERNACIONAL	FOR/SSA	BOG	5%
INTERNACIONAL	BOG	FOR/SSA	5%
DOMESTIC	BR	BR	5%

**NOTES:**

- The destinations in Brazil are: Aracaju, Belo Horizonte, Brasília, Campo Grande, Chapecó, Cuiabá, Curitiba, Florianópolis, Fortaleza, Foz de Iguaçu, Goiânia, Ilhéus, João Pessoa, Juazeiro do Norte, Maceió, Natal, Navegantes, Petrolina, Porto Alegre, Recife, Rio de Janeiro, Salvador, São Paulo (O6 flights only).
- International Destination: Bogotá, Miami and Santiago de Chile (O6 flights only).
- No commission applies for markets not shown above.
- Over Commission does not apply on G Class.