



ZAMP S.A.

CNPJ/MF No. 13.574.594/0001-96
NIRE 35.300.393.180

SHAREHOLDERS' ATTENDANCE MANUAL

EXTRAORDINARY GENERAL MEETING

DATE: AUGUST 31ST, 2023

TIME: 10:00 AM

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MESSAGE FROM MANAGEMENT

Dear Shareholders,

We hereby invite the shareholders of ZAMP S.A. ("**Company**") to attend the Extraordinary General Meeting to be held on August 31st, 2023, at 10:00 a.m. ("**EGM**"), exclusively online, pursuant to article 5, paragraph 2, item I and paragraph 3, and article 28, paragraphs 2 and 3, of CVM Resolution of No. 81, of March 29, 2022, as amended ("**CVM Resolution 81**"), through Ten Meetings Digital Platform ("**Digital Platform**"), to resolve on the following items of the agenda, according to the proposal made by shareholders of the Company, though a formal request disclosed to the market on July 24th, 2023, based on article 123, sole paragraph, item "c" of Law No. 6.404, of December 15, 1976, as amended ("**Brazilian Corporation Law**"), and article 2 of CVM Resolution No. 70, of March 22, 2022:

1. inclusion of an article in the Company's Bylaws to provide that any person or group of people that acquires or become holders of 25% or more of the Company's capital stock shall be required carry out a public tender offer ("**Poison Pill PTO**"); and
2. in case item (i) above is approved, the inclusion of an article in the Company's Bylaws to provide the voting limitation of 15% of the capital stock, under the terms of article 110, paragraph 1, of the Brazilian Corporation Law, in meetings exclusively held to: (i) amend or exclude the Company's Bylaws article of the Poison Pill PTO; and (ii) waive the execution of the Poison Pill PTO.

This Shareholders Attendance Manual provides the guidelines for participating in the EGM in accordance with the provisions of CVM Resolution 81 and the Brazilian Corporation Law, as well as other relevant information for exercising voting rights at the EGM.

The Proposal for the EGM has been made available to the Company's shareholders to assist in their better understanding, which may be accessed on the websites of the Company (<https://ri.zamp.com.br/>), CVM (www.gov.br/cvm), and B3 S.A. - Brasil, Bolsa, Balcão ("**B3**") (www.b3.com.br).

GUIDELINES FOR SHAREHOLDERS' ATTENDANCE AND TERMS

In order to guide shareholders on the procedure for attending the EGM, we have made available this Manual of the General Shareholders' Meeting.

All documents and information related to the matters referred above are available to shareholders at the Company's headquarters in the City of Barueri, State of São Paulo, at Alameda Tocantins, No. 350, 10th floor, Alphaville Industrial, Postal Code 06455-020, on the websites of the Company (<https://ri.zamp.com.br/>), CVM ([www.gov.br /cvm](http://www.gov.br/cvm)) and B3 (www.b3.com.br), as provided for in the Brazilian Corporation Law and in CVM Resolution 81. The information set forth in article 12 of CVM Resolution 81 were duly submitted to CVM through Empresas.Net System.

1. Convening of the AGE

The Extraordinary General Meeting will be convened, on first call, with the presence of shareholders representing, at least, two thirds (2/3) of the Company's total share capital with voting rights and, on second call, upon publication of a new call notice, it will be convened with any number of shareholders present.

2. Shareholders' Attendance

As permitted by the Brazilian Corporation Law and CVM Resolution 81, the EGM will be held exclusively online, for which reason Shareholders may only attend:

(a) through Remote Vote Form ("Voting Form"), with detailed guidelines on the documentation required for remote vote set forth in item 2.1 below and the Voting Form, which can be accessed on the websites of the Company (<https://ri.zamp.com.br/>), CVM (www.gov.br/cvm) and B3 (www.b3.com.br); and

(b) through Digital Platform, pursuant to article 28, paragraphs 2 and 3, of CVM Resolution 81, in which case the shareholders or their duly appointed proxies may: (i) simply participate in the EGM, whether or not they have sent the Voting Form; or (ii) participate and vote at the EGM, noting that, it being understood that with respect to shareholders that have already sent the Voting Form and which, if they choose to do so, vote in the AGE, all voting instructions received through the Voting Form shall be disregarded.

Shareholders holding shares issued by the Company may participate on the EGM on their account or by their legal representatives or proxies.

2.1. Attendance through Voting Form

Shareholders who decide to exercise their right to vote remotely must do so using one of the options described below:

2.1.1. By sending voting instructions to the registrar of the shares issued by the Company

This option is intended, exclusively, for shareholders holding shares deposited with Itaú Corretora de Valores S.A. ("Itaú"), as the registrar of the shares issued by the Company.

Eligible shareholders wishing to use this option must register form and hold a digital certificate. Information on how to register and the step-by-step instructions for issuing a digital certificate are described at the following address: <https://assembleiadigital.certificadodigital.com/itausecurities/services/artigo/home/assembleia-digital>.

2.1.2. By sending voting instructions to their respective custody agents

This option is intended, exclusively, for shareholders holding shares deposited with institutions and/or brokers ("**Custody Agents**") at B3. In this case, the remote vote will be exercised by the shareholders in accordance with the procedures adopted by the Custody Agents that hold their shares in custody.

Shareholders holding shares deposited with B3 who choose to exercise their voting rights remotely must do so by transmitting their voting instructions to the Custody Agent with which they keep their shares in custody, subject to the rules determined by the latter, which will subsequently forward such voting instructions to B3's Central Depository.

As the provision of service of collection and transmission of instructions for filling the Voting Form is optional for Custody Agents, we recommend that Shareholders verify whether their custodian is qualified to provide such service and what procedures they have established for issuing voting instructions, as well as the documents and information required by them.

Pursuant to article 27 of CVM Resolution 81, Shareholders must transmit the instructions for completing the Voting Form to their Custody Agents at least 7 days before the date of the EGM, i.e., **up to and including August 24, 2023**, unless a different deadline, always prior to that date, is established by their Custody Agents.

The Company informs that if the respective Custody Agent does not provide the remote voting service, the Shareholders will have the option of sending their Voting Form and applicable documents directly to the registrar of the shares issued by the Company or to the Company itself, as per items 2.1.1 above and 2.1.3 below. The Company is not responsible for communication between Shareholders and their respective Custody Agents.

2.1.3. By sending the completed and signed Form directly to the Company

If shareholders choose to send their voting instructions directly to the Company, they shall access the Company's Investor Relations website (<https://ri.zamp.com.br/>) or the CVM website (<http://www.gov.br/cvm>), print the Form, complete it, initial all pages and sign it.

They should, then, send it to the e-mail ri@zamp.com.br or, if they prefer, send it to the address of the Company's headquarters informed above, for the attention of the Investor Relations Office or the Legal Department: **(a)** the original copy of the remote vote forms relating to EGM, duly completed, initialed and signed; and **(b)** a copy of the following documents:

- (i) individuals: identity document with photo of the shareholder or, when represented by a proxy, the identity document of its legal representative and a copy of the document proving the powers of the signatory;
- (ii) legal entities: latest restated bylaws or articles of association and corporate documentation granting powers of representation (minutes of election of directors and/or power of attorney), as well as identification document with photo of the legal representative(s); and

- (iii) investment funds: latest restated regulation of the fund and bylaws or articles of association of its administrator or manager, as the case may be, in addition to the corporate documentation granting powers of representation (minutes of election of directors and/or power of attorney), as well as identification document with photo of the legal representative(s).

The Company clarifies that it will waive the need to send physical copies of Shareholders' representation documents to the Company's headquarters, as well the signature recognition of the grantor in the power of attorney for shareholder's representation, notarization, consularization, apostille and sworn translation of documents that have been originally drawn up in English or Spanish, for the representation of the Shareholder, it is enough to send a simple copy of the originals of such documents to the Company's email address indicated above.

If the Voting Form is eventually sent directly to the Company, and it is not fully completed or is not accompanied by the supporting documents described above, it will be disregarded and the shareholder will be informed by means of the e-mail address indicated in the Form. Any Voting Forms received by the Company after August 24, 2023 will be disregarded.

2.2. Attendance through Digital Platform

Shareholders wishing to participate in the EGM should access the Company's specific EGM website at <https://www.tenmeetings.com.br/assembleia/portal/?id=583A3BB4E9C9>, and complete their registration form, at least 2 days before the EGM (i.e., **by August 29, 2023**), attaching a copy of the following documents:

- (i) individuals: identity document with photo of the shareholder or, when represented by a proxy, identity document of its legal representative and a copy of the document proving the powers of the signatory;
- (ii) legal entities: latest restated bylaws or articles of association and corporate documentation granting powers of representation (minutes of election of directors and/or power of attorney), as well as identification document with photo of the legal representative(s); and
- (iii) investment funds: latest restated regulation of the fund and bylaws or articles of association of its administrator or manager, as the case may be, in addition to the corporate documentation granting powers of representation (minutes of election of officers and/or power of attorney), as well as identification document with photo of the legal representative(s).

Once the Company has analyzed the documents, the Shareholder will receive an email at the registered address with the confirmation of the approval or justifying rejection of the registration made, and, as the case may be, with guidelines on how to regularize the registration.

Shareholder Represented by Proxy:

Shareholders unable to attend the EGM through Digital Platform may be represented by a proxy, who shall register with their data at the link <https://www.tenmeetings.com.br/assembleia/portal/?id=583A3BB4E9C9> and submit the documents indicated below:

- (i) identification document with photo;

- (ii) instrument of proxy granted pursuant to article 126, paragraph 1, of the Brazilian Corporation Law, provided that the proxy must have been appointed less than one (1) year ago; and
- (iii) documents proving the regularity of the Shareholder's representation by the signatories to the powers of attorney.

The proxies, under the terms of paragraph 1 of article 126 of the Brazilian Corporation Law, may only be granted to Shareholders or managers of the Company, lawyers or financial institutions, provided that, as understood by the CVM Board of Directors at a meeting held on November 4, 2014 (CVM Case RJ 2014/3578), there is no need for the attorney-in-fact of a legal entity to be a Shareholder, a manager of the Company or a lawyer.

The attorney-in-fact will receive an individual e-mail on the qualification status of each registered shareholder and, if necessary, will complement the documents. Attorneys-in-fact representing more than one shareholder may only vote at the EGM for shareholders who have their qualification confirmed by the Company.

For further information on the registration of the proxy and shareholders represented by them, see the "Platform Manual – Participant" made available by Ten Meetings at the link <https://www.tenmeetings.com.br/assembleia/portal/?id=583A3BB4E9C9>.

Shareholders who attend through Digital Platform will be considered present at the EGM, may exercise their respective voting rights, and a subscriber to the respective minutes of the EGM, pursuant to article 47, paragraph 1 of CVM Resolution 81.

The Company emphasizes that access to the Digital Platform by Shareholders who do not submit the necessary attendance documents within the period provided herein shall not be granted, pursuant to article 6, paragraph 3 of CVM Resolution 81.

Access to the electronic system of the EGM will be restricted to shareholders who register by August 29, 2023, and enter the Digital Platform until the opening of the EGM proceedings.

The guidelines on access the Digital Platform and reminders on the rules of conduct to be adopted at the EGM will be sent in due course to each Shareholder or proxy holder along with confirmation of individual registration for access to the Digital Platform. Such information and guidelines will be sent exclusively to the email address informed in the registration form.

If the shareholder who has duly requested his attendance does not receive the aforementioned guidelines from the Company at least 24 hours in advance of the meeting (that is, by 10:00 a.m., of August 30, 2023), he must contact the Company by email to ri@zamp.com.br – in any case, before 9:00 a.m., of August 31, 2023, so that the guidelines can be forward.

Notwithstanding, the Company also informs that, up to one (1) hour before the start time of the EGM, a reminder about the holding of the EGM will be sent.

The Company emphasizes that the login and password for access, among other information and guidelines for accessing the Digital Platform, are unique and non-transferable, with the Shareholders (or their respective proxy, as the case may be) assuming full responsibility for the possession and secrecy of the information and guidelines transmitted to them by the Company under the terms of this Manual. The accredited shareholders also undertake to (i) not transfer or disclose, in whole or

in part, the individual invitations to any third party, shareholder or not, the invitation being non-transferable; and (ii) not record or reproduce, in whole or in part, or transfer, to any third party, shareholder or not, the content or any information transmitted by virtual means during the EGM.

To access the Digital Platform, the following are required: (i) computer with camera and audio that may be enabled and (ii) internet access connection of at least 1mb (minimum bandwidth of 30mps). Access by videoconference should preferably be done through the following browsers Google Chrome or Microsoft Edge, noting that other browsers, including Mozilla Firefox or Safari of the IOS System, are not compatible with the Digital Platform. In addition, it is also recommended that shareholders disconnect any VPN or platform that may use their camera before accessing the Digital Platform.

The Company will provide technical assistance in the event that Shareholders have any problems attending the EGM. However, the Company will not be held responsible for any operational or connection problems that Shareholders may face, as well as for any other possible issues beyond the Company's control that may hinder or make it impossible for the Shareholder to attend and vote at the EGM.

The Company also recommends that Shareholders familiarize in advance with the use of the Digital Platform, as well as ensuring compatibility of their respective electronic devices with the use of the Digital Platform (by video and audio). Additionally, the Company requests such shareholders to access the Digital Platform on the day of the EGM at least thirty (30) minutes before the time scheduled for its start in order to allow validation of access and attendance by all the shareholders who use it.

3. Foreign Shareholder Present at the EGM

Foreign Shareholders shall submit the same documentation as Brazilian Shareholders. The Company waives notarization and consularization of the powers of attorney, as well as the submission of a sworn translation of documents that have been originally drawn up in English or Spanish. The following identity documents of foreign shareholders will be accepted, provided they have a photo ID: RNE or Passport.

4. Holders of American Depositary Receipts

Holders of American Depositary Receipts will be represented by JP Morgan Chase Bank, NA ("**JP Morgan**"), as depositary institution, pursuant to the Deposit Agreement entered into with the Company.

5. Conflict of Interests and Voting Impediments

As provided for in the Brazilian Corporation Law, shareholders may not vote on EGM resolutions related to the approval of their accounts as managers, or on any others that may benefit them in a particular way, or regarding which they have conflicting interests with the Company. In the event of an allegation by any of the Shareholders present regarding a supposed conflict of interest of a shareholder that prevents him from voting at the EGM, or, also on the occurrence of another legal hypothesis of impediment to vote and the Shareholder himself not having declared his impediment, the chairman or secretary of the EGM must suspend the resolution to hear and receive such allegation, together with any contrary statement from the Shareholder in question, before putting the matter to the vote. The chairman of the EGM may, upon finding a possible impediment to vote, ask the shareholder to clarify the situation, before putting the matter to the vote.

In line with CVM's understanding, in situations where the impediment to vote is unequivocal and the shareholder does not abstain from voting, the chairman has the power to declare such impediment, not being entitled to prevent vote in other situations, without prejudice to the legal provisions on the possible annulment of the vote cast.

ZAMP S.A.

Publicly-Held Company with Authorized Capital
National Corporate Taxpayer's Register of the Ministry of Finance (CNPJ/MF) No. 13.574.594/0001-96
State Registration Number (NIRE) 35.300.393.180

CALL NOTICE OF EXTRAORDINARY GENERAL MEETING

The shareholders of ZAMP S.A. ("**Company**") are called to the Extraordinary General Meeting, to be held on August 31th, 2023, at 10:00 a.m. ("**EGM**"), exclusively online, pursuant to the provisions of article 5, paragraph 2, item I and paragraph 3 and article 28, paragraph 2 and 3 of CVM Resolution No. 81 of March 29, 2022, as amended ("**CVM Resolution 81**"), through the Ten Meetings Digital Platform ("**Digital Platform**"), to resolve on the following items of the agenda, according to a proposal made by shareholders of the Company through the formal request disclosed to the market on July 24th, 2023, based on article 123, sole paragraph, item "c" of Law No. 6.404, of December 15, 1976, as amended ("**Brazilian Corporation Law**"), and article 2 of CVM Resolution No. 70, of March 22, 2022:

- (i) inclusion of an article in the Company's Bylaws to provide that any person or group of people acquiring or holding 25% or more of the Company's capital stock shall be required to make a public tender offer ("**Poison Pill PTO**"); and
 - (ii) in case item (i) above is approved, the addition of an article in the Company's Bylaws to provide the limit of 15% to vote the capital stock, under the terms of article 110, paragraph 1, of the Brazilian Corporation Law, in meetings exclusively held to: (i) change or exclude the Company's Bylaws article of the Poison Pill PTO; and (ii) waive the holding of the Poison Pill PTO.
- 1. Documents available to the shareholders.** The supporting material containing the wording of the proposed statutory amendment and all documents and information related to the matter mentioned above are available to consultation by the shareholders at the Company's headquarters and website (<https://ri.zamp.com.br/>), as well as on the websites of CVM (www.gov.br/cvm) and B3 S.A. – Brasil, Bolsa, Balcão ("**B3**") (www.b3.com.br), as provided for in the Brazilian Corporation Law and in CVM Resolution 81.
 - 2. Shareholder's Attendance.** As set forth under the Brazilian Corporation Law and CVM Resolution 81, the EGM will be held exclusively online, thus the Shareholders may only attend:
 - (a)** Through Remote Vote Form ("**Form**"), detailed guidelines on the documentation required for remote voting are set out in the Shareholder Attendance Manual and in the Form, which can be accessed on the websites of the Company (<https://ri.zamp.com.br/>), CVM (www.gov.br/cvm) and B3 (www.b3.com.br); and
 - (b)** Through Digital Platform, pursuant to article 28, paragraphs 2 and 3 of CVM Resolution 81, in which case the shareholders or their duly appointed proxies may: (i) simply

participate in the EGM, whether or not they have sent the Form; or (ii) participate and vote at the EGM, noting that with respect to shareholders that have already sent the Form and intend to vote at the EGM, all voting instructions received through the Form shall be disregarded.

- 3. Presentation of Documents to Attend the EGM.** Shareholders holding shares issued by the Company may participate in the EGM on their account or by their legal representatives or proxies.

Shareholders that wish to attend the EGM shall access the specific website for the EGM at <https://www.tenmeetings.com.br/assembleia/portal/?id=583A3BB4E9C9>, complete their registration and attach all documents necessary for their qualification to participate and/or vote at the EGM, as indicated in the Shareholder's Attendance Manual, at least 2 days before the EGM (i.e., **by August 29, 2023**). **The Company emphasizes that access to the Digital Platform by shareholders that do not submit the necessary participation documents within the period established herein shall not be granted, pursuant to article 6, paragraph 3 of CVM Resolution 81.**

The Company clarifies that, for this EGM, it shall waive the need to send hard copies of the shareholders' representation documents to the Company's headquarters, as well as the notarization of the grantor's signature in the power of attorney to the representation of the shareholder, notarization, consularization, the apostille, and certified translation of all representation documents of the shareholder, being necessary simply sending a simple copy of the original copies of such documents to the address indicated above.

The Forms may be sent by the shareholders through their respective custody agents, the bookkeeping agent of the Company's shares or directly to the Company, as provided in the Form.

Detailed information on the rules and procedures for participation and/or remote voting at the EGM, including guidelines on accessing the Digital Platform and sending the Form, are contained in the Shareholder Attendance Manual, which can be accessed on the websites of the Company (<https://ri.zamp.com.br/>), CVM (www.gov.br/cvm), and B3 (www.b3.com.br).

Barueri, July 28, 2023.

Marcos Grodetzky

Chairman of the Board of Directors

RELATED DOCUMENTS AND LINKS

ZAMP S.A.:	https://zamp.com.br/
ZAMP S.A.'s Investor Relations:	https://ri.zamp.com.br/
Brazilian Securities Commission - CVM:	www.gov.br/cvm
B3 S.A. – Brasil, Bolsa e Balcão:	www.b3.com.br

EXHIBIT 1: POWER OF ATTORNEY FORM - INDIVIDUALS

POWER OF ATTORNEY

By this private instrument of power of attorney and on the best terms of the law, _____, residing and domiciled in _____, enrolled with the Individual Taxpayers' Register of the Ministry of Finance ("CPF/MF") under No. _____, hereby appoints and constitutes as its true and lawful attorney(s)-in-fact _____, to whom he/she grants special powers to represent the interests of the Grantor's at the Extraordinary General Meeting of ZAMP S.A., with its headquarters located in the City of Barueri, State of São Paulo, at Alameda Tocantins, No. 350, 10th floor, Alphaville Industrial, Postal Code 06455-020, enrolled with the National Corporate Taxpayers' Register of the Ministry of Finance ("CNPJ/MF") under No. 13.574.594/0001-96, to be held on August 31, 2023, at 10:00 a.m., being able to resolve, discuss and vote on the matters of the agenda, as well as examine and approve documents and accounts, challenge, agree, sign minutes and attendance books.

_____, _____, 2023.

EXHIBIT 2: POWER OF ATTORNEY FORM - LEGAL ENTITIES

POWER OF ATTORNEY

By this private instrument private power of attorney and on the best terms of the law, _____, with its headquarters located at _____, enrolled with the National Corporate Taxpayers' Register of the Ministry of Finance ("CNPJ/MF") under number _____, herein represented by its undersigned Directors, hereby names and appoints as its true and lawful attorney(s)-in-fact _____, to whom it grants special powers to (acting jointly or separately, regardless of the order of appointment), represent the interests of the Grantor at the Extraordinary General Meeting of ZAMP S.A., with its headquarters located in the City of Barueri, State of São Paulo, at Alameda Tocantins, No. 350, 10th floor, Alphaville Industrial, Postal Code 06455-020, enrolled with CNPJ/MF under No. 13.574.594/0001-96, to be held on August 31, 2023, at 10:00 a.m., being allowed to resolve, discuss and vote on the matters included in the agenda, as well as examine and approve documents and accounts, challenge, agree, sign minutes and attendance books.

_____, _____, 2023.