

ZAMP S.A.

Corporate Taxpayer ID (CNPJ): 13.574.594/0001-96

Publicly Held Company

MATERIAL FACT AND NOTICE TO SHAREHOLDERS

ZAMP S.A. ("**Company**"), in compliance with the provisions of article 157, paragraph 4 of Law No. 6,404, of December 15, 1976, as amended ("**Brazilian Corporate Law**"), and in Resolution of the Brazilian Securities and Exchange Commission ("**CVM**") No. 44, of August 23, 2021, as amended, in continuity with the Material Fact and Notice to Shareholders disclosed by the Company on July 26, 2024 ("**Communication July 26, 2024**"), hereby informs its shareholders and the market that, on August 27, 2024 (this day included), the term for the shareholders or respective assignees to exercise or negotiate their preemptive right to subscribe for common shares, all nominative, book-entry and with no par value, issued by the Company within the scope of the Company's share capital increase for private subscription, approved at the Company's Extraordinary General Meeting held on July 26, 2024 ("**Capital Increase**").

Result of the Exercise of the Preemptive Right

During the period for the exercise of the preemptive right, 102,235,492 common shares, all nominative, book-entry and with no par value, issued by the Company, were subscribed, representing 77.7% of the Maximum Number of Shares (as defined in the Communication July 26, 2024). Considering the Issuance Price per share of R\$ 3.42, the exercise of the preemptive right totaled R\$ 349,645,382.64. Considering that, within the scope of the Capital Increase, it was approved the issuance of a maximum amount of 131,578,948 common shares, all nominative, book-entry and with no par value, it was verified that 29,343,456 shares were not subscribed during the period for the exercise of the preemptive right ("**Leftovers**").

As provided for in the Communication July 26, 2024, the Leftovers might be subscribed by shareholders or assignees who have expressed an interest to reserve Leftovers in the respective share subscription form, subject to the terms and conditions described below:

1. Subscription Period for Leftovers

The subscription period for the Leftovers will begin on September 9, 2024 (this day included) and will end on September 13, 2024 (this day included) ("**Period for Subscription of Leftovers**").

2. Proportion of the Right of Subscription of Leftovers

Each subscriber or assignee who has expressed, during the period for the exercise of the preemptive right, the intention of subscribing for Leftovers, will have the right to subscribe the percentage of 28,70258946%

applied to the number of shares subscribed by such shareholder or assignee during the period for the exercise of the preemptive right. Fractions of shares resulting from the exercise of the right of subscription of the Leftovers will be disregarded.

3. Procedures for Subscription of the Leftovers

In order to subscribe for Leftovers, it will be necessary to execute a new subscription form, noting that the Leftovers shall be apportioned according to the percentage described in item 2 above.

Upon subscribing for the Leftovers to which they are entitled, subscribers might request an additional number of Leftovers, subject to the availability of the Leftovers. Thus, the number of shares subscribed during the Period for Subscription of Leftovers might even exceed the number of Leftovers to which each subscriber will be entitled, according to the proportional percentage described in item 2 above, up to the limit of Leftovers available.

Requests for subscription of additional leftovers will only be granted if, after the proportional subscription of unsubscribed leftovers, there are still leftovers remaining, which will be apportioned only among subscribers who choose for the acquisition of additional leftovers, and no new deadline will be granted for the subscriber's manifestation in this regard and provided that (a) if the maximum number of additional leftovers that the subscriber requested is equal to the number of leftovers to which the subscriber is entitled, the subscriber will be assigned the exact number of additional leftovers requested by the subscriber; (b) if the maximum number of additional leftovers that the subscriber requested is greater than the number of leftovers to which the subscriber is entitled, the subscriber will be assigned only the number of leftovers to which he is entitled; and (c) if the maximum number of additional leftovers requested by the subscriber is less than the number of leftovers to which the subscriber is entitled, the subscriber will be assigned the exact number of leftovers requested at the time of subscription. If, at the end of the apportionment described above, there remain unsubscribed leftovers and requests for additional leftovers that have not been met, the apportionment calculation will be repeated as many times as necessary in relation to subscribers whose orders have not been met until (a) all requests for subscription of additional leftovers are met; or (b) all additional leftovers are subscribed.

If there are still unsubscribed Leftovers after the procedure described above, the Company will not auction the remaining Leftovers and the Extraordinary General Meeting of the Company, to be held in due course ("**EGM**"), will partially ratify the Capital Increase with the cancellation of the remaining unsubscribed shares, in view of having already reached until this date the Minimum Number of Shares (as defined in the Communication July 26, 2024).

Shareholders or assignees whose rights to subscribe for Leftovers are deposited at the Central Depository of Securities (*Central Depositária de Ativos*) of B3 S.A. – Brasil, Bolsa, Balcão ("**B3**" and "**Central Depository**", respectively) shall exercise their respective rights through their respective custody agents, in accordance with the rules and terms stipulated by the Central Depository.

Shareholders or assignees whose rights to subscribe for Leftovers are held in custody at Itaú Corretora de Valores S.A., as the institution responsible for the bookkeeping of shares issued by the Company ("**Bookkeeper**"), who wish to exercise their right to subscribe to Leftovers, directly by means of the Bookkeeper, must present the following documents:

(1) individual: (a) identity card (RG or RNE); (b) proof of enrollment with the Individual Taxpayers' Registry of the Ministry of Economy (*Cadastro de Pessoa Física do Ministério da Fazenda*) ("**CPF/MF**"); and (c) proof of residence; and

(2) legal entity: (a) original version and copy of the bylaws and minutes electing the current officers or certified copy of the restated articles of association or bylaws; (b) proof of enrollment in the National Registry of Legal Entities of the Ministry of Economy (*Cadastro Nacional da Pessoa Jurídica do Ministério da Fazenda*) ("**CNPJ/MF**"); (c) certified copy of the corporate documents that prove the powers of the signatory of the subscription form; and (d) certified copy of the identity document, CPF/ME and proof of residence of the signatory(ies).

In the event of representation by power-of-attorney, the public instrument of mandate with specific powers must be presented, together with the documents mentioned above, as applicable, in relation to the grantor and the attorney-in-fact.

Investors residing abroad may be required to present other representation documents, pursuant to the applicable law.

4. Form of Payment of Leftovers

The payment of the subscribed Leftovers shall be made in a single installment, upon subscription, in Brazilian national currency, in compliance with the rules and procedures of the Bookkeeper and the Central Depository, as the case may be.

5. Ratification of the Capital Increase

After the above procedures are completed, the EGM will ratify, totally or partially, the Capital Increase in the value number of effectively subscribed and paid in shares, in view of having already reached until this date the Minimum Number of Shares.

6. Share Credit

The subscribed shares shall appear in the extracts of their respective subscribers as of the third business day after the ratification, albeit partial, of the Capital Increase by the EGM, under the terms of item 5 above, which will also resolve on the amendment and consolidation of the Company's Bylaws to provide for the new share capital.

7. Additional Information

The Bookkeeper will be fully available to the holders of subscription rights of Leftovers in custody at the Bookkeeper for clarifications or obtaining information, on business days, from 9:00 a.m. to 6:00 p.m., at the following telephone numbers: (i) capitals and metropolitan regions: +55 (11) 3003-9285; and (ii) other locations: 0800 7209285.

The attendance to the holders of subscription rights of Leftovers in custody at the Central Depository shall be carried out by their respective custodian agents.

Finally, detailed and additional information on the Capital Increase might be obtained on the websites of the Company (<https://ri.zamp.com.br/>), of CVM (<https://www.gov.br/cvm/>) and of B3 (<https://www.b3.com.br/>).

This Material Fact and Notice to Shareholders shall not, under any circumstances, be interpreted as, nor constitute, an investment recommendation or an offer to sell, or a solicitation or an offer to buy any securities issued by the Company, including shares, in Brazil or in any jurisdiction.

Barueri, September 6, 2024.

Gabriel Magalhães da Rocha Guimarães

Chief Financial and Investor Relations Officer