

ZAMP S.A.

CNPJ/ME No. 13.574.594/0001-96
Publicly-Traded Company

NOTICE TO THE MARKET AND NOTICE TO THE DEBENTURE HOLDERS

ZAMP S.A. (“**Company**” or “**Issuer**”), in compliance with the provisions of CVM Resolution No. 44/21, and article 157, §4, of Law No. 6,404/76, hereby informs its debenture holders and the market in general that:

- (i) on February 6, 2024, the holders of Debentures of the Company's 9th Issue **approved the granting of prior consent for the non-decree of the Early Maturity of all obligations contained in the Deed of the 9th Issue**, as a result of the possible future acquisition of Control (as defined in the Deed of the 9th Issuance), by MC Brazil (“**MC Brazil**”), a company in the Mubadala Capital LLC group, and its affiliates (“**Mubadala**”). In return for said approval, the Issuer will pay, only in the event of a possible future acquisition of Control of the Company by Mubadala, a premium of 0.2% multiplied by the duration of the paper on the Balance of the Nominal Value of the Debentures, plus the remuneration incurred until the date (previous day) of payment, in a single payment (“**Waiver Fee 9th Issue**”). Furthermore, at the request of the Debenture Holders present at the AGD, approval was conditional on obtaining the waiver from the Debenture Holders of the 8th Issuance of Simple Debentures, Non-Convertible into Shares, of the Unsecured Type, in a Single Series, for Public Distribution with Restricted Distribution Efforts (“**8th Issue**”); and
- (ii) on February 16, 2024, the holders of Debentures of the 8th Issue **approved the granting of prior consent for the non-decree of Early Maturity of all obligations contained in the Deed of the 8th Issue**, as a result of the possible future acquisition of Control as defined in the Deed of the 8th Issue), by MC Brazil, a company of the Mubadala group. In return for said approval, the Debenture Holders granted the waiver, as of this date, under the condition: (a) launch of an Early Redemption Offer within 30 days from the effective acquisition of Control of the Company by Mubadala (“**Effective Acquisition of Control**”), and the effective launch of the Early Redemption Offer is also subject to the existence of a liquidity event at the Issuer of at least R\$400,000,000.00 (“**Liquidity Event**”), between the General Meeting of Debenture Holders and the period of up to 30 days of the Effective Acquisition of Control; or (b) if the Liquidity Event does not occur as per item (a) above and if the Company does not launch the Early Redemption Offer mentioned in item (a) above, the Issuer will pay a premium of 0.2% multiplied by the duration of the paper on the Balance of the Nominal Value of the Debentures, plus the remuneration incurred up to the date (previous day) of payment, in a single payment (“**Waiver Fee 8th Issuance**”). For all purposes, the obligations contained in items (a) and (b) will only be applicable in the case of Effective Acquisition of Control.

The Company will keep its debenture holders and the market informed about developments in this matter through its usual disclosure channels.

Barueri, February 16, 2024.

Gabriel Magalhães da Rocha Guimarães
CFO and Investor Relations Officer