

ZAMP S.A.

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

MATERIAL FACT

ZAMP S.A. ("**Company**"), in compliance with the provisions of CVM Resolution No. 44/21 and article 157, §4th, of Law No. 6,404/76, in the context of the public tender offer for the control of the Company launched by MC Brazil F&B Participações S.A. ("**TO**"), and the consequent anticipation of the vesting periods originally provided for in the Plans (defined below) widely disclosed to the market, hereby informs to its shareholders and the market in general that the Board of Directors, decided, on this date, to offer to the Participants of the First and Second Restrict Stock Units Plans, approved, respectively, on March 22, 2019 and July 31, 2020 ("**Fourth Plan**" and "**Fifth Plan**"), and the Restrict Stock Units Plan by Performance approved on April 29, 2022 ("**Sixth Plan**", and, together with the Fourth Plan and Fifth Plan, "**Plans**"), the maintenance of the vesting periods and conditions originally provided for in the Plans in the event that the TO is not successful ("**Proposal**").

The Board of Directors of the Company received the intention of adherence to the Proposal from approximately 84% of the participants of the Plans ("**Participants**"). In this case, if the TO is not successful, there will be a reduction in the impact on the Company's results of 2022 of approximately 70%, considering all the terms of the Proposal, when compared to R\$32 million, plus R\$19 million of social and labor charges on the Company presented in the opinion of the Board of Directors of August 17, 2022.

If the TO is successful and the Company becomes controlled by a controlling shareholder as a result of the TO, the vesting periods of the virtual shares already allocated shall be considered in advance, as currently provided for in the Plans (with specific procedures for those who accept the Proposal).

To the Participants who do not accept the Proposal, the corresponding shares will be allocated in anticipation of the vesting periods under the current terms of the Plans, prior to the TO, regardless if the TO is successful or not.

The interpretation and the decision of the Board of Directors regarding the Plans in the context of the TO and as to the different situations of failure and success of such offer aim to align the best interests of the Company and its shareholders' to the maintenance of stability, permanence and alignment of the Company's management and the other Participants of the Plans, which are the guiding principles of the Plans.

The Company will keep its shareholders and the market duly informed on the developments of the TO, in accordance with the applicable law and regulations.

Barueri, September 7th, 2022.

Gabriel Magalhães da Rocha Guimarães
Investor Relations Officer