

ZAMP S.A.

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

Publicly Held Company

MATERIAL FACT

ZAMP S.A. ("Company"), pursuant to Article 157, § 4th, of Law No. 6,404, dated as of December 15, 1976, as amended, and the Brazilian Securities Commission ("CVM") Resolution No. 44, dated as of August 23, 2021, as amended, following the Material Fact disclosed on June 6, 2024 and the Notices to the Market disclosed on February 21, 2024, April 11 and 19, 2024, June 18, 2024 and August 8, 2024, informs about the conclusion of the acquisition by its subsidiary Zamp II S.A, at the end of October 9th 2024, of certain assets and rights that are part of the operations of Starbucks stores in Brazil ("Starbucks Brazil Assets" and the "Transaction").

Transaction Structure

The closing of the Transaction follows a competitive process organized in accordance with Law 11.101/2005 for the sale of Starbucks Brazil Assets within the judicial recovery proceedings of the SouthRock Group – Under Judicial Recovery before the 1st Bankruptcy and Judicial Recovery Court of the State of São Paulo and comprised, among others, the following steps:

- (1) the contribution, by the SouthRock group (under judicial recovery), of the Starbucks Brasil Assets to Café Pacífico S.A. ("Café Pacífico"), a company specifically incorporated for such purposes;
- (2) the execution of contracts with Starbucks Corporation, as the owner of the "Starbucks" brand, authorizing Zamp II S.A., the Company (and/or its affiliates) to exploit the brand and develop Starbucks operations in Brazilian territory ("Starbucks Contracts"); and
- (3) the acquisition, by Zamp II S.A., of all the shares issued by Café Pacífico, whereby the Company became, indirectly, the holder of 100% of the Starbucks Brazil Assets.

As disclosed in the Material Fact of June 6, 2024, the base price agreed for the acquisition of Starbucks Brazil Assets was of R\$ 120,000,000.00 (one hundred and twenty million reais), which was subject to adjustments to reflect, among other things, the number of stores actually acquired, as well as the net debt and inventory at the closing date. In view of the number of stores actually



transferred to Café Pacífico, the acquisition price was of R\$ 101,8 million, which is still subject to adjustment to reflect the inventory and net debt of Café Pacífico at the closing date, (assuming, as a reference, an inventory of R\$ 14.3 million and a net debt equal to zero) as well as the amounts effectively paid to third parties within the scope of the operation.

The Company informs that it is not yet possible to determine whether the purchase price will meet the criteria established in Article 256 of Law No. 6,404/76. Once the price adjustment calculations are finalized, it will inform its shareholders and the market regarding any potential need for approval by the general assembly to ratify the transaction.

The Company announces the appointment of Ms. **Mariane Wiederkehr Grechinski** as Vice President of Zamp and Country Manager of Starbucks in Brazil. Ms. Mariane holds a degree in Social Communication and an Executive MBA from Fundação Getúlio Vargas (FGV). She also completed the Stanford Executive Program in 2019 and the Executive Leadership program at Harvard Business School.

Throughout her professional career, she has held prominent positions in renowned organizations such as Multiplan and BrMalls. In recent years, she served as CEO of GuardeAqui Self Storage and held advisory and board roles at Alphaville Urbanismo, Estapar, and Infotec Brasil.

The Company previously made available all detailed information about the transaction through the Company's websites (<https://ri.zamp.com.br/>), CVM (www.gov.br/cvm), and B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br).

Barueri, October 10, 2024.

Gabriel Magalhães da Rocha Guimarães
Chief Financial and Investor Relations Officer

