

**ZAMP S.A.**

Corporate Taxpayer ID (CNPJ): 13.574.594/0001-96  
NIRE nº 35.300.393.180  
Publicly Held Company

**MATERIAL FACT**

**ZAMP S.A.** (“**Company**”), in compliance with the provisions of CVM Resolution No. 44 and article 157, paragraph 4<sup>th</sup>, of Law No. 6,404, of December 15, 1976, as amended (“**Law No. 6,404**”), hereby informs its shareholders and the market in general that , in addition to the Material Fact disclosed on May 25, 2025, that, on this date, it received the attached correspondence from **MC BRAZIL F&B PARTICIPAÇÕES S.A.**, its controlling shareholder, informing the protocol of the request for registration of a public offering for the acquisition of common shares issued by the Company for the purpose of converting the Company’s registration as a publicly-held company in category “A” to category “B”, pursuant to CVM Resolution No. 80/22, and, consequently, delisting from the Basic Listing Segment of B3 S.A. – Brasil, Bolsa, Balcão (“**Registration Request**” and “**PTO**”).

The Registration Request mentions that the value per share to be offered in the PTO will be R\$ 3,50.

São Paulo, 05 de junho de 2025.

**Gabriel Magalhães da Rocha Guimarães**  
Investor Vice President Relations Officer

Rio de Janeiro, June 5, 2025.

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**Zamp S.A.**

120 Lemos Monteiro Street,  
Edifício Pinheiros One, 12º (parte), 13º e 14º andares Butantã,  
São Paulo - SP, CEP 05501-050

A/C: Members of the Board of Directors of Zamp S.A.

C/C: Director Vice-President of Finance and Investor Relations Mr. Gabriel  
Magalhães da Rocha Guimarães

**Ref.: Tender Offer for Conversion of  
Registration**

**MC BRAZIL F&B PARTICIPAÇÕES S.A.** ("Offeror"), in its capacity as controlling shareholder of Zamp S.A. ("Company" or "Zamp"),<sup>1</sup> hereby informs that, on this date, it submitted to the Brazilian Securities and Exchange Commission (CVM) a request for registration of a public tender offer for the acquisition of common shares issued by the Company for the purpose of converting its registration as a category "A" securities issuer with the CVM to a category "B" securities issuer, pursuant to CVM Resolution 80/22 ("CVM Resolution 80"), and, consequently, for delisting from the Basic Listing Segment of B3 S.A. - Brasil, Bolsa, Balcão ("B3"), in accordance with the provisions of Law No. 6.385/76 ("Law 6.385"), Law No. 6.404/76 ("Brazilian Corporate Law"), CVM Resolution No. 80/22 ("CVM Resolution 80"), and, consequently, delisting from the Basic Listing Segment of B3 S.", CVM Resolution No. 85/22 ("CVM Resolution 85"), the self-regulatory rules issued by B3, as applicable, and the Company's Bylaws ("Registration Conversion" and "Offer"), offering a price per share equivalent to R\$ 3.50 (three reais and fifty cents) ("Price per Share").

The Offeror understands that the Offer - which, as described in the respective public notice, will have as its object the acquisition of up to all of the common shares issued by the Company, excluding those **(i)** held by the Offeror and by related persons, pursuant to CVM Resolution 85, including MIC Capital Partners (Brazil Special Opportunities II) Fundo de Investimento em Participações Multiestratégia Investimento no Exterior ("Related Persons"); and **(ii)** held in treasury - will not **be** considered as a public offer.

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<sup>1</sup>The Offeror directly holds 42.97% of Zamp's share capital, controlling the Company together with its sole shareholder, MIC Capital Partners (Brazil Special Opportunities II) Fundo de Investimento em Participações Multiestratégia Investimento no Exterior, which has a direct stake in Zamp corresponding to 28.62% of its share capital.

meets the Company's interests, in view of the direct and indirect costs arising from maintaining its registration as a publicly traded company in category "A" with the CVM, as well as the fact that there is no intention of raising funds through a public subscription of shares.

The Price per Share to be charged in the Offer is **higher than** the fair price determined in the appraisal report prepared by Apsis Consultoria Empresarial Ltda., pursuant to article 4, paragraph 4, of Law 6.404/76 ("Appraisal Report"), which indicated, for the purposes of the Registration Conversion, the fair price of R\$ 2.93 (two reais and ninety-three cents) per share issued by the Company. In this sense, the Price per Share represents a premium of 19.5% (nineteen point five percent) over the fair price determined by the Valuation Report.

In addition to the other conditions described in the notice, the success and settlement of the Offer, with the effective Conversion of Registration, will be subject to the favorable manifestation of shareholders holding more than 2/3 (two thirds) of the Outstanding Shares issued by the Company that qualify for the Offer auction, including those that expressly express their agreement with the Conversion of Registration ("Quorum for Conversion of Registration").

In this context, for the purposes of this Offer and the verification of the Quorum for Conversion of Registration, shares issued by the Company that are not: **(i)** held by the Offeror and by Related Persons; **(ii)** held by managers of the Company; and **(iii)** held in treasury are considered to be outstanding shares ("Outstanding Shares").

In this regard, it should be noted that, under the terms of the notice, if the Quorum for Conversion of Registration is not reached, the Offeror will withdraw from the Offer and will not acquire shares from any qualified shareholder who has issued a sale order at the Price per Share in the Auction. In addition, the Offeror hereby clarifies that it has no interest in making the Offer at a price higher than the Price per Share and, therefore, reserves the right to withdraw from the Offer, in the event of a revision of the Price per Share, as provided for in article 4-A of Law no. 6,404, of 1976.

In these cases, the Company will remain a publicly-held company registered with the CVM as a category "A" securities issuer, and its shares will be admitted to trading on B3's Basic Listing Segment.

In view of the above, we request that you promptly publish a material fact notice informing the Company's shareholders and the market in general of the content of this letter.

That being said, we remain at your disposal for any clarifications that may be necessary.