

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 4th, of Law No. 6,404, of December 15, 1976, as amended (“**Law No. 6,404**”), and following up on the Relevant Fact of November 28, 2023, which disclosed the receipt of the request from Mar Absoluto Master Fundo de Investimento Multimercado, shareholder holding 5.98% of the Company’s voting capital, requesting: (a) the inclusion of additional items in the agenda of the Company’s General Shareholders’ Meeting called for January 3, 2024 (“**EGM**”); and, alternatively (b) the convening of an extraordinary shareholders meeting to resolve on the items described in the attached letter (“**Mar Request**”), hereby informs its shareholders and the market in general that:

- (i) the Company’s Board of Directors understood that the Mar Request meets the legal requirements set forth in article 123, sole paragraph, item (c), of Law No. 6,404 and article 2 of CVM Resolution No. 70/22;
- (ii) considering that the Mar Request mentions and is related to the request of shareholder MC Brazil F&B Participações S.A., a company that is part of the Mubadala Capital LLC (“**Mubadala**”) group which, in turn, originally proposed: (a) the voluntary withdrawal of the Company from the listing segment Novo Mercado of B3 with the waiver of the tender offer, provided for such level of governance; and (b) to amend and consolidate the Bylaws of the Company, subject to the approval of the withdrawal of Novo Mercado (“**Mubadala Request**”), and that the items of the Mar Request depend, in part, on the approval or rejection of the matters of the Mubadala Request;
- (iii) whereas combining the Mubadala Request and the Mar Request in a single meeting may reduce any uncertainties and volatility during the period between the EGM and another meeting to deal exclusively with the points of the Mar Request, if such requests were dealt with in separate meetings, and that there is a procedural economy in holding a single event instead of two separate meetings;
- (iv) the Board of Directors understood that the unification of all the issues of both requests in a single meeting meets the needs of the Company's shareholders, who will have the opportunity to evaluate the entire context, considering all the

variables and the consequences of each proposed item, and approved the re-ratification of the EGM Notice for inclusion, on its agenda, of the items contained in the Mar Request (“**Unification**”); and

- (v) the proposal for the EGM, as resubmitted on this date, included a statement of reasons for the Board of Directors’ decision for Unification.

The date to hold the EGM on first call remains January 3, 2024, at 10:00 am.

On this date, the following documents were disclosed on the websites of the Company (<https://ri.zamp.com.br/>), CVM (www.gov.br/cvm) and B3 (www.b3.com.br): (i) the Re-ratification of the Call Notice of November 27, 2023; (ii) the resubmission of the EGM supporting documents; and (iii) the upload of a new Remote Vote Form (*Boletim de Voto a Distância*) which, as it will be uploaded within 30 days of the EGM being held on the 1st call, will replace the Remote Vote Form previously uploaded by the Company.

In this regard, Remote Vote Forms received to date will be disregarded, so that shareholders who wish to exercise their right to vote remotely at the EGM shall submit a new Remote Vote Form by December 27, 2023 (including).

The Company will keep its shareholders and the market promptly informed about developments on this matter.

Barueri, December 4th, 2023.

Gabriel Magalhães da Rocha Guimarães

CFO and Investor Relations Officer