

**ZAMP S.A.**

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

**MATERIAL FACT – Waiver from 9<sup>th</sup> Issuance**

**ZAMP S.A. (“Company”)**, in compliance with the provisions of CVM Resolution No. 44/21, and article 157, §4<sup>th</sup>, of Law No. 6,404/76, and in continuation to the Material Fact disclosed on September 8<sup>th</sup>, 2022, hereby informs to its shareholders and the market in general that: the Debenture holders of the 9<sup>th</sup> Issuance Of Simple, Not Convertible into Shares, Unsecured Debentures, in a Single Series, for Public Distribution with Restricted Distribution Efforts by the Company (“**9<sup>th</sup> Issuance**”) approved the grant of prior consent for the non-acceleration of all obligations contained in the respective Issuance Deed, in the event of acquisition of the Company's control by MC Brazil F&B Participações S.A., as a result of the voluntary public offering for the acquisition of control of the Company launched on August 2<sup>nd</sup>, 2022 (“**TO**”): (a) upon the payment, by the Company, of a waiver fee, only if the TO is successful, in a single payment (flat fee), equivalent to 0.6% over the Outstanding Par Value of the Debentures, plus interest accrued until payment date; and (b) subject to the obtaining of the confirmation, by Restaurant Brands International Inc. – RBI, that the success of the TO will not trigger the termination or any change in the terms and conditions of the franchise and license agreements mentioned in Sections 9.1.b and 9.2 of the Reference Form of the Company of May 30, 2022.

The Company will keep its shareholders and the market duly informed on the developments on this matter, through its usual disclosing channels of periodic and occasional information, on the websites of the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), B3 S.A. Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)) and of the Company (<http://www.burgerking.com.br/ri>).

Barueri, September 12<sup>th</sup>, 2022.

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**Gabriel Magalhães da Rocha Guimarães**

Investor Relations Officer