

**ZAMP S.A.**

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

Publicly Held Company

**MATERIAL FACT AND NOTICE TO SHAREHOLDERS**

**ZAMP S.A.** ("Company"), in compliance with the provisions of article 157, paragraph 4 of Law No. 6,404, of December 15, 1976, as amended ("**Brazilian Corporate Law**"), and in Resolution of the Brazilian Securities and Exchange Commission ("**CVM**") No. 44, of August 23, 2021, as amended, in continuity with the Material Fact disclosed by the Company on July 5<sup>th</sup>, 2024, hereby informs its shareholders and the market that, at the Extraordinary General Meeting held on this date ("**EGM**"), shareholders of the Company approved the increase in the Company's share capital by a minimum amount of R\$ 268,920,003.60 ("**Minimum Increase Amount**"), through the issuance, for private subscription, of 78,631,580 common shares, registered, book-entry and with no par value ("**Minimum Number of Shares**"), and by a maximum amount of R\$ 450,000,002.16 ("**Maximum Increase Amount**"), through the issuance, for private subscription, of 131,578,948 common shares, registered, book-entry and with no par value ("**Maximum Number of Shares**"), which will grant the same rights attributed to the remaining common shares issued by the Company, at the issue price per share of R\$ 3.42 ("**Issue Price**"), under the terms below ("**Capital Increase**").

**1. Disclose the amount of the increase and the new share capital**

The Capital Increase will be in the amount of, at least, R\$ 268,920,003.60, through the issuance, for private subscription, of 78,631,580 common shares, registered, book-entry and with no par value and, at most, R\$ 450,000,002.16, through the issuance, for private subscription, of 131,578,948 common shares, registered, book-entry and with no par value, and will be allocated to the Company's share capital account.

Considering the Minimum Increase Amount, the Company's share capital will increase from R\$ 1,461,068,417.41, fully subscribed and paid-in, divided into 275,355,447 common shares, registered, book-entry and with no par value, to R\$ 1,729,988,421.01, divided into 353,987,027 common shares, registered, book-entry and with no par value.

Considering the Maximum Amount of the Increase, the Company's share capital will increase from R\$ 1,461,068,417.41, fully subscribed and paid-in, divided into 275,355,447 common shares, registered, book-entry and with no par value, to R\$ 1,911,068,419.57, divided into 406,934,395 common shares, registered, book-entry and with no par value.

The total number of shares and the value of the Company's share capital will be approved at an extraordinary general meeting of the Company to be called in due course after the completion of the Capital Increase, subject to the possibility of partial approval of the Capital Increase, as per item "r" below, which will also resolve on the amendment and consolidation of the Company's Bylaws to provide for the new share capital.

**2. Disclose whether the increase will be carried out through: (a) conversion of debentures or other debt securities into shares; (b) exercise of subscription rights or warrants; (c) capitalization of profits or reserves; or (d) subscription of new shares**

The Capital Increase will be carried out through the subscription of new shares to be issued by the Company.

**3. Explain, in detail, the reasons for the increase and its legal and economic consequences**

The purpose of the Capital Increase is to raise funds to meet the commitments assumed by the Company in relation to its growth strategy, continuing its organic expansion plans, including the opening of new Burger King stores and/or the modernization of existing Burger King stores, and inorganic expansion plans, including the acquisition of certain assets and rights that are part of the operations of Starbucks stores in Brazil, in addition to the evaluation of new opportunities that might generate value for the Company and its shareholders, as well as the optimization of the capital structure and the deleveraging of the Company.

The Capital Increase will be carried out through private subscription, respecting the preemptive right of the Company's current shareholders, which is why only shareholders who fail to exercise their respective preemptive right will be diluted. If shareholders exercise the preemptive right in full, they shall maintain their current interests in the Company's share capital.

**4. Provide a copy of the fiscal council's opinion, if applicable**

Not applicable, since the Company does not have a Fiscal Council installed.

**5. In the event of a capital increase through the subscription of shares**

**a. Describe the use of proceeds**

The net resources to be received by the Company under the Capital Increase will be exclusively allocated to the Company's share capital account to meet the commitments assumed by the Company in relation to its growth strategy, continuing its organic expansion plans, including the opening of new Burger King stores and/or the modernization of existing Burger King stores, and inorganic expansion plans, including the acquisition of certain assets and rights that are part of the operations of Starbucks stores in Brazil, in addition to the evaluation of new opportunities that might generate value for the Company and its shareholders, as well as the optimization of the capital structure and the deleveraging of the Company

**b. Disclose the number of shares of each type and class to be issued**

Within the scope of the Capital Increase, 78,631,580 common shares, registered, book-entry and with no par value will be issued, considering the Minimum Increase Amount, and up to 131,578,948 common shares, registered, book-entry and with no par value, considering the Maximum Increase Amount.

**c. Describe the rights, advantages and restrictions attributed to the shares to be issued**

The shares will grant their holders the same rights, advantages and restrictions granted to current holders of common shares issued by the Company, including full participation in any distributions of dividends, interest on shareholders' equity and capital remuneration that might be declared by the Company after the approval of the Capital Increase and all other rights currently granted to the common shares issued by the Company, as provided for in the Brazilian Corporate Law and in the Company's Bylaws.

The shares will not grant their holders the right to any income or dividends that may be declared until the Capital Increase is ratified.

**d. Disclose whether the subscription will be public or private**

The Capital Increase will be carried out through private subscription.

**e. Being a private subscription, inform whether related parties, as defined by the accounting rules that deal with this matter, will subscribe shares in the capital increase, specifying the respective amounts, if already known**

The Company's controlling shareholders have informed that they will fully exercise their preemptive rights for subscription of shares of the Company within the scope of the Capital Increase.

Except for the above, the Company has not received any additional formal indications from any related parties regarding their eventual interest in participating in the Capital Increase.

**f. Disclose the issue price of the new shares or the reasons why its determination should be delegated to the board of directors, in cases of public distribution**

The issue price will be of R\$ 3.42 per share. For more information on the ratio for calculating this price per share, see item "i" below.

**g. Disclose the par value of the shares issued or, in the case of shares with no par value, the portion of the issue price that will be allocated to the capital reserve**

The shares issued by the Company have no par value. In addition, the Company clarifies that, under the terms of article 14, sole paragraph, of the Brazilian Corporate Law, the entire Capital Increase will be allocated to the Company's share capital account.

**h. Provide management's opinion on the effects of the capital increase, especially regarding the dilution caused by the increase**

The Company's management understands that the Capital Increase is justified as a way of expanding the investments carried out by the Company. These investments are fundamental to the execution of the Company's strategy, with positive effects on sales growth, improved service levels, profitability, and lower financial expenses. In addition, the funds will also contribute to optimizing the company's capital structure.

Considering that the Capital Increase will be carried out through private subscription, respecting the preemptive right of the current shareholders of the Company to participate in the increase in proportion to their equity interests, any corporate dilution will only occur if the shareholders fail to exercise their respective preemptive rights in the subscription of shares. If all the Company's shareholders exercise in full their respective preemptive rights in the subscription of new shares, their respective equity interests in the Company's share capital will be preserved.

Also, as mentioned in item "i" below, the issue price per share was fixed without undue dilution for the Company's current shareholders, pursuant to article 170, paragraph 1, item III of the Brazilian Corporate Law.

**i. Disclose the ratio for calculating the issue price and justify, in detail, the economic aspects that determined its choice, under the terms of art. 170 of Law No. 6.404, of 1976**

The Issue Price was fixed without undue dilution for the Company's current shareholders, based on article 170, paragraph 1, item III of the Brazilian Corporate Law, considering the volume-weighted average price (VWAP) of the Company's shares issued on B3 S.A. – Basil, Bolsa, Balcão (*Brazilian Stock Exchange*) ("**B3**"), in the 90-days period, carried out between April 5<sup>th</sup>, 2024 (this day included) and July 3<sup>rd</sup>, 2024 (this day included), without the application of goodwill or negative goodwill.

The Company is a publicly held company, listed on B3, and understands that the share's market price criteria is the one that best reflects the value attributed to the Company by the market, being the most appropriate to encourage the subscription of shares and maximize the Company's funding, within the scope of the Capital Increase. From an economic point of view, the share's market price represents the value that economic agents and investors are willing to pay for the shares issued by the Company on the secondary market. This means that the use of a pricing criteria that indicates a different price could make the operation unattractive to investors, who could buy shares issued by the Company in the market at a lower price.

In relation to the other criteria listed in article 170, paragraph 1 of the Brazilian Corporate Law, it is worth noting that: (a) the perspective of future profitability criteria is necessarily based on a series of assumptions that have been strongly affected by the current situation, considering the economic and market uncertainties, not being, therefore, at this moment, the most appropriate criteria; and (b) the book value criteria is based

exclusively on accounting criteria, not necessarily reflecting, at all times, the market's perception of the Company's value.

**j. If the issue price has been set with a goodwill or negative goodwill in relation to the market value, identify the reason for the goodwill or negative goodwill and explain how it was determined**

As mentioned on item "i" above, the Issue Price was fixed without undue dilution for the Company's current shareholders, based on article 170, paragraph 1, item III of the Brazilian Corporate Law, without the application of goodwill or negative goodwill.

**k. Provide a copy of all appraisal reports and studies that supported the setting of the issue price**

No appraisal report or studies were hired to support the determination of the Issue Price, considering that the Issue Price was set under the terms of article 170, paragraph 1, item III of the Brazilian Corporate Law.

**m. Disclose the issue prices of shares in capital increases carried out over the last three (3) years**

Not applicable, since there were no capital increases carried out in the Company in the last 3 years.

**n. Present the percentage of potential dilution resulting from the issue**

The percentage of potential corporate dilution resulting from the issuance of shares, in the context of the Capital Increase, for shareholders who do not subscribe to any shares, will be, at least, 22.21312% (including treasury shares), considering the subscription and payment of the Minimum Number of Shares eligible for placement within the scope of the Capital Increase and, at most, 32.33419% (including treasury shares), considering the subscription and payment of the Maximum Number of Shares eligible for placement within the scope of the Capital Increase.

**o. Disclose the deadlines, conditions and form of subscription and payment of the issued shares**

Deadline to exercise the preemptive rights:

The holders of shares issued by the Company might exercise their respective preemptive rights for the subscription of new shares, and will be able to subscribe or assign such rights to third parties, from July 29, 2024 (this day included) to August 27, 2024 (this day included), to exercise their preemptive right in the subscription of shares, in the percentage of 48.41297358% applied to the number of shares issued by the Company held by the respective shareholder on the Cut-off Date, as defined in item "p" below. The shares issued by the Company will be traded ex-preemptive right as of July 29, 2024 (this day included).

Conditions and form of payment:

The shares shall be paid in a single installment, in Brazilian national currency, at the time of subscription, in compliance with the rules and procedures of Itaú Corretora de Valores S.A., as the institution responsible for the bookkeeping of shares issued by the Company ("**Bookkeeper**"), and B3's Central Depository of Securities (*Central Depositária de Ativos*) ("**Central Depository**"). The same payment procedure will also be applied to shares subscribed within the scope of the apportionment of leftovers, as described in item "q" below.

Subscription procedures:

The holders of subscription rights held in custody at the Central Depository who wish to exercise their preemptive right must do so through their custody agents and in accordance with the rules stipulated by the Central Depository itself. The holders of subscription rights held in custody by the Bookkeeper who wish to exercise their preemptive right to subscribe for the shares must do so, within the deadline for exercising the preemptive right, with any branch of the Bookkeeper in the national territory. The preemptive right must be exercised through the execution of the subscription form, according to the sample to be made available by the Bookkeeper, and the delivery of the documents listed below, which must be presented by the shareholder (or assignee of the preemptive right) to exercise their preemptive right directly with the Bookkeeper.

### Assignment of rights:

The shareholders who choose not to exercise, in whole or in part, their respective preemptive rights for the subscription of shares within the scope of the Capital Increase may, in whole or in part, trade them or, pursuant to article 171, paragraph 6 of the Brazilian Corporate Law, assign them to third parties, either on the stock exchange or in a private trading environment, during the period for exercising the preemptive right described above.

The holders of shares issued by the Company held in custody by the Bookkeeper who wish to privately assign their preemptive rights to the subscription, must fill in the specific form that will be available at any branch of the Bookkeeper. Such form must be executed, and the parties must present the representation documents. The shareholders whose shares are deposited at the Central Depository, and who wish to trade their subscription rights, should contact their custody agents.

The shares subscribed by assignees of preemptive rights will be computed in the assignor's proportion in the apportionment of leftovers, provided that, at the time of subscription of shares during the period to exercise the preemptive right, an intention of reserving leftovers has been informed.

### Documents to exercise or assign subscription rights:

The holders of subscription rights held in custody at the Central Depository who wish to exercise their preemptive right or assign such right should consult their custody agents regarding the necessary documents. The holders of subscription rights held in custody at the Bookkeeper who wish to exercise their preemptive right or assign such right, directly through the Bookkeeper, must present the following documents:

**(1) individual:** (a) identity card (RG or RNE); (b) proof of enrollment with the Individual Taxpayers' Registry of the Ministry of Economy (*Cadastro de Pessoa Física do Ministério da Fazenda*) ("**CPF/MF**"); and (c) proof of residence; and

**(2) legal entity:** (a) original version and copy of the bylaws and minutes electing the current officers or certified copy of the restated articles of association or bylaws; (b) proof of enrollment in the National Registry of Legal Entities of the Ministry of Economy (*Cadastro Nacional da Pessoa Jurídica do Ministério da Fazenda*) ("**CNPJ/MF**"); (c) certified copy of the corporate documents that prove the powers of the signatory of the subscription form; and (d) certified copy of the identity document, CPF/ME and proof of residence of the signatory(ies).

In the event of representation by power-of-attorney, the public instrument of mandate with specific powers must be presented, together with the documents mentioned above, as applicable, in relation to the grantor and the attorney-in-fact.

Investors residing abroad may be required to present other representation documents, pursuant to the applicable law.

In case of doubt, shareholders might contact the Bookkeeper, on business days, from 9 a.m. to 6 p.m., at the following telephone numbers: (i) capital cities and metropolitan regions: +55 (11) 3003-9285; and (ii) other locations: 0800 720 9285.

The holders of subscription rights held in custody at the Central Depository must exercise their preemptive rights through their custody agents, subject to the terms stipulated by the B3 and the conditions set forth in this Material Fact.

The execution of the subscription form will represent a manifestation of the subscriber's irrevocable and irreversible will to acquire the new subscribed shares, creating an irrevocable and irreversible obligation for the subscriber to pay in such shares.

### Subscription receipts:

Subscription receipts of the shares subscribed through the exercise of the preemptive right with B3 will be available to subscribers on the first business day following the last day of the period for exercising the preemptive right.

Subscription receipts of the shares subscribed through the exercise of preemptive rights with the Bookkeeper will be available to subscribers immediately after the execution of the subscription form.

Subscription receipts can be traded on B3 from the first business day following the last day of the period for exercising the preemptive right and until the date of ratification, albeit partial, of the Capital Increase by the extraordinary general meeting of the Company to be called in due course after the completion of the Capital Increase, which will also resolve on the amendment and consolidation of the Company's Bylaws to provide for the new share capital.

### Share credit:

The issued shares shall appear in the extracts of their respective subscribers as of the third business day after the ratification, albeit partial, of the Capital Increase by the extraordinary general meeting of the Company to be called in due course after the completion of the Capital Increase, which will also resolve on the amendment and consolidation of the Company's Bylaws to provide for the new share capital.

### **p. Disclose whether the shareholders will have preemptive rights to subscribe to the newly issued shares and detail the terms and conditions to which this right is subject to**

Pursuant to the procedures established by the Bookkeeper and the Central Depository, the Company's shareholders will have the preemptive right to subscribe the shares.

The Company's shareholders recorded at the closing of the B3 trading session on July 26, 2024, considering the business carried out on such date ("**Cut-off Date**") will have, pursuant to article 171 of Brazilian Corporate Law, the period of July 29, 2024 (this day included) to August 27, 2024 (this day included) to exercise their preemptive right in the subscription of shares, in the percentage of 48.41297358% applied to the number of shares issued by the Company held by the respective shareholder on the Cut-off Date. The shares issued by the Company will be traded ex-preemptive right from July 29, 2024 (this day included).

The fractions of shares resulting from the calculation of the percentage for the exercise of the subscription right, and the right to subscribe leftovers or eventual apportionment of shares will be disregarded. Such fractions will be later grouped into whole numbers of shares and will be subject to the apportionment of leftovers and might be subscribed by those who informed their interest in the leftovers during the subscription period, as detailed in the item "**q**" below.

### **q. Disclose the management's proposal for the treatment of leftovers**

The shareholders or assignees of preemptive rights shall inform their interest to reserve leftovers during the period for exercising the preemptive right, in their respective share subscription form. After the end of the period to exercise the preemptive right, any remaining unsubscribed leftovers will be apportioned among the shareholders or assignees of preemptive rights who have informed their interest in reserving the leftovers in their respective subscription form, within five (5) business days from the disclosure of a Notice to Shareholders to be disclosed by the Company to inform the number of unsubscribed leftovers, by filling out and signing a new subscription form and carrying out the respective payment of the shares to be subscribed (pursuant to the payment procedure described in item "**o**" above). In the event of apportionment of unsubscribed leftovers, the proportional percentage for the exercise of the right to subscribe the leftovers shall be obtained by dividing the number of unsubscribed leftovers by the total number of shares subscribed by the subscribers who have informed their interest in the leftovers during the period for exercising the preemptive right, multiplying the resulting quotient by one hundred (100).

Upon subscription of the leftovers to which they are entitled, subscribers might request an additional number of remaining unsubscribed leftovers, subject to the availability of said leftovers.

Thus, the number of shares subscribed during the subscription period for leftovers might even exceed the number of leftovers to which each subscriber will be entitled, according to the proportional percentage described in the paragraph above, up to the limit of leftovers available. Requests for subscription of additional leftovers will only be granted if, after the proportional subscription of unsubscribed leftovers, there are still leftovers remaining, which will be apportioned only among subscribers who choose for the acquisition of additional leftovers, and no new deadline will be granted for the subscriber's manifestation in this regard and provided that (a) if the maximum number of additional leftovers that the subscriber requested is equal to the number of leftovers to which the subscriber is entitled, the subscriber will be assigned the exact number of additional leftovers requested by the subscriber; (b) if the maximum number of additional leftovers that the subscriber requested is greater than the number of leftovers to which the subscriber is entitled, the subscriber will be assigned only the number of leftovers to which he is entitled; and (c) if the maximum number of additional leftovers requested by the subscriber is less than the number of leftovers to which the subscriber is entitled, the subscriber will be assigned the exact number of leftovers requested at the time of subscription. If, at the end of the apportionment described above, there remain unsubscribed leftovers and requests for additional leftovers that have not been met, the apportionment calculation will be repeated as many times as necessary in relation to subscribers whose orders have not been met until (a) all requests for subscription of additional leftovers are met; or (b) all additional leftovers are subscribed.

If there are still unsubscribed leftovers after the procedure described above, the Company will not auction the remaining leftovers and the extraordinary general meeting of the Company to be called in due course will partially ratify the Capital Increase with the cancellation of the remaining unsubscribed shares, according to the procedures described in item "r" below, which will also resolve on the amendment and consolidation of the Company's Bylaws to provide for the new share capital.

**r. Describe, in detail, the procedures that will be adopted in case of partial ratification of the capital increase**

In view of the possibility of partial ratification of the Capital Increase, each subscriber might, at the time of subscription, condition the subscription of the number of shares to which such subscriber is entitled, to the following events: (a) the subscription of the Maximum Increase Amount, that is, R\$ 450.000.002,16; or (b) the subscription of a certain minimum amount of the Capital Increase, provided that such minimum amount is not lower than the Minimum Increase Amount, that is, R\$ 268.920.003,60, and in the latter case, the subscribers shall indicate whether they wish to receive: (1) the totality of the shares they subscribed; or (2) the amount equivalent to the proportion between the number of shares actually subscribed and the Maximum Number of Shares subject of the Capital Increase. In the absence of a statement from the subscribers, the subscribers' interest in receiving the totality of the shares they subscribed will be presumed. In any case, the subscriber's option will be definitive and irreversible, and it will not be possible to amend it later.

If the subscriber has selected the option provided for in item "**(b) (2)**" above, the subscriber must indicate in the subscription form the following information, so that the Company can return the excess amounts (which will be the total amount paid by the subscriber, reduced by the amount necessary for the subscriber to maintain only its proportional equity interest in the Company's share capital): (i) bank; (ii) branch; (iii) checking account; (iv) name or corporate name; (v) CPF/MF or CNPJ/MF; (vi) address; and (vii) telephone number.

The Company's shareholders and/or assignees of preemptive rights to subscribe shares that condition their participation in the Capital Increase due to the partial ratification will receive back the amounts paid by them, without interest or monetary adjustment, without reimbursement and with deduction, if applicable, of the amounts related to levied taxes.

Since during the period for exercising the preemptive right shareholders will have the possibility to, upon execution of the subscription form, condition their subscription to the cases described above, there will be no final deadline for investment review, therefore the shareholders shall inform their decision in advance at the time of subscription.

**s. If the issue price of the shares can be, totally or partially, paid in with assets: (i) present a complete description of the assets; (ii) clarify the relationship between the assets and its corporate purpose; and (ii) provide a copy of the appraisal report of the assets, if available**

Not applicable since the issue price of the Capital Increase shares will not be, in whole or in part, paid in with assets.

**6. In the event of a capital increase through capitalization of profits or reserve: (a) disclose whether it will imply changes to the shares' par value, if any, or the distribution of new shares among the shareholders; (b) disclose whether the capitalization of profits or reserves will be carried out with or without modification of the number of shares, in companies with shares with no par value; (c) in case of distribution of new shares: i. disclose the number of shares issued of each type and class; ii. Disclose the percentage that the shareholders will receive in shares; iii. describe the rights, advantages and restrictions attributed to the shares to be issued; iv. disclose the acquisition cost, in reais per share, to be attributed so that the shareholders can comply with article 10 of Law 9,249, of December 26, 1995; and v. disclose the treatment of fractions, if applicable; (d) disclose the term set forth in §3 of article 169 of Law 6,404, of 1976; and (e) disclose and provide the information and documents provided for in item 5 above, when applicable**

Not applicable since the Capital Increase will not be carried out through capitalization of profits or reserves.

**7. In the event of a capital increase through the conversion of debentures or other debt securities into shares or through the exercise of warrants: (a) disclose the number of shares issued of each type and class; and (b) describe the rights, advantages and restrictions attributed to the shares to be issued.**

Not applicable since the Capital Increase will not be carried out through the conversion of debentures or other debt securities into shares or through the exercise of warrants.

This Material Fact shall not, under any circumstances, be interpreted as, nor constitute, an investment recommendation or an offer to sell, or a solicitation or an offer to buy any securities issued by the Company, including shares, in Brazil or in any jurisdiction.

Barueri, July 26, 2024.

**Gabriel Magalhães da Rocha Guimarães**

Chief Financial and Investor Relations Officer