

Assembleia Geral de aprovação

DISTANCE VOTING BALLOT

Extraordinary General Meeting (EGM) - ZAMP S.A. to be held on 01/03/2024

Shareholder's Name
Shareholder's CNPJ or CPF
E-mail
Instructions on how to cast your vote <p>This voting form ("Voting Form") shall only be filled out if the Shareholder decides to exercise its right to vote by remote voting at the Extraordinary General Meeting of ZAMP S.A., which will be held on January 3, 2024, at 10:00 a.m., to be performed exclusively digitally, via Digital Platform Ten Meetings ("Digital Platform") pursuant to article 5, paragraph 2, item I and article 28, paragraphs 2 and 3 of the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários) Resolution No. 81 of March 29, 2022, as amended ("CVM Resolution 81").</p> <p>In order for this Voting Form to be considered valid: (i) all fields must be filled out in legible handwriting, including the full name of the Shareholder, its Federal Taxpayer's Registry (CNPJ) or Individual Taxpayer's Registry (CPF) and its email address for contact; (ii) all pages must be initialized; and (iii) at the last page, the Shareholder or its legal representatives, as the case may be and in accordance with applicable laws, must sign the Voting Form.</p>
Instructions for sending your ballot, indicating the delivery process by sending it directly to the Company or through a qualified service provider <p>The Shareholder that chooses to exercise its voting right to remote voting may: (i) complete and send the Voting Form directly to the Company, as per instructions below; or (ii) transmit the instructions for filling the Voting Form to qualified service providers, such as: (a) the Shareholder custodian agents, if the Shareholders' shares are held in central depository institution; or (ii) Itaú Corretora de Valores S.A., the financial institution hired by the Company to provide registrar services of securities that are not in central depository institution (Avenida Brigadeiro Faria Lima, No. 3,500, 3rd floor, São Paulo, Zip Code 04538-132; email: atendimentoescrituracao@itauunibanco.com.br, phone number for the attendance of Shareholders: + 55 (11) 3003-9285 (capitals and metropolitan regions) or 0800 7209285 (other locations)).</p> <p>1. Remote Voting Directly</p> <p>The Shareholder who chooses to exercise its voting right by sending the Voting Form directly to the Company, shall send to the email ri@zamp.com.br or, if the Shareholder prefer, to the Company's head office located at Alameda Tocantins, No. 350, 10º floor, Alphaville Industrial, Zip Code 06455-020, in the City of Barueri, State of São Paulo, to the care of the Investor Relations Department:</p> <p>(i) Voting Form duly filled out, with all pages initialized and signed;</p> <p>(ii) copy of the following documents:</p> <p>(a) Individuals: personal identity card with photo of the Shareholder or, when represented by an attorney, a power of attorney, as well as the identity card of the attorney;</p> <p>(b) Legal entities: latest consolidated bylaws or articles of association, and corporate documents evidencing the shareholder's legal representation (minutes of the meeting which elected the Executive Officers and/or power of attorney), as well as the as personal identity cards with photo of the legal representative(s) of such company;</p> <p>(c) Investment funds: latest consolidated rules of the fund; latest consolidated bylaws or acts of incorporation of the administrator or manager, as the case may be, in accordance with the fund's voting policy, and corporate documents evidencing the representation powers; and identity card with photo of the legal representative(s).</p> <p>Foreigner shareholders shall present the same documentation of the Brazilian shareholders. The Company does not require the certification of signature and the notarization of powers of attorney, as well as the sworn translation of documents originally drafted in English or Spanish. The following identification documents of the foreigner Shareholder will be accepted, so long as they have a photo ID: identity card (RNE) or passports.</p> <p>The Company clarifies that, exceptionally for this Extraordinary General Meeting, the Shareholder will not need to send the physical copies of the its representation documents to the Company's office, as well as the signature of the grantor in the power of attorney to represent the Shareholder, the notarization, consularization, apostille and sworn translation of documents originally drafted in English or Spanish of Shareholders' representation documents, being enough the sending of a simple copy of the original versions of such documents to the Company's email address indicated above.</p> <p>Pursuant to article 27 of CVM Resolution 81, this Voting Form and the required documentation will be received up to seven (7) days before the date of the Shareholders Meeting, which means, December 27, 2023. Voting Forms received after this date will be disregarded.</p> <p>Also, pursuant to article 46 of CVM Resolution 81, the Company will inform the Shareholder, within</p>

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Also, pursuant to article 46 of CVM Resolution 81, the Company will inform the Shareholder, within three (3) days of the date it receives the Voting Form and required documentation, whether or not the documents received are sufficient for the vote to be considered valid.

If this Voting Form is sent directly to the Company and is incomplete or without the supporting documents described above, it will be disregarded and the Shareholder will be informed through the email indicated in this remote voting form.

The Company does not have an electronic system for receiving remote voting forms (except for the receipt by email).

2. Delivery of the Voting Form by service providers

If the Shareholder chooses to exercise its voting right to remote voting through service providers must deliver its voting instructions to its respective custodian or to the registrar of the shares issued by the Company and comply with the requirements determined by them. For this purpose, shareholders must contact their custodians or the registrar of the shares issued by the Company, and verify the procedures established by them for issuance of voting instructions via remote Voting Form, as well as the documents and information that may be required thereby.

For more information and instructions, see the Call Notice, Management Proposal and the Shareholders' Participation Manual Participations, available at the registered office of the Company, and on the websites of the Company (<https://ri.zamp.com.br/>), the CVM (www.gov.br/cvm) and the B3 (www.b3.com.br).

Postal and e-mail address to send the distance voting ballot, if the shareholder chooses to deliver the document directly to the company / Instructions for meetings that allow electronic system's participation, when that is the case.

ZAMP S.A.

A/C.: Investor Relations Department / Legal Department

Alameda Tocantins, nº 350, 10º andar, Alphaville Industrial, CEP 06455-020, Barueri, SP

E-mail: ri@zamp.com.br

Indication of the institution hired by the company to provide the registrar service of securities, with name, physical and electronic address, contact person and phone number

Itaú Corretora de Valores S.A.

Avenida Brigadeiro Faria Lima, 3.500, 3º andar

CEP 04538-132, São Paulo, SP

Tel.: (11) 3003-9285 (state capitals and metropolitan regions) 0800 7209285 (other locations).

E-mail: atendimentoescrituracao@itau-unibanco.com.br

Resolutions concerning the Extraordinary General Meeting (EGM)

[Eligible tickers in this resolution: ZAMP3]

3. To resolve, in accordance with the request to convene an extraordinary general meeting requested by MC Brazil F&B Participações S.A. ("Mubadala") and disclosed through a material fact on November 20, 2023, the voluntary withdrawal of the Company from the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão with the waiver of a Public Tender Offer (OPA), in accordance with articles 41 and 44 of the Novo Mercado Regulation, with the corresponding migration of the Company to the standard listing segment f B3 ("Withdrawal from Novo Mercado").

[] Approve [] Reject [] Abstain

[Eligible tickers in this resolution: ZAMP3]

4. Approve the amendment and consolidation of the Company's Bylaws ("Bylaws"), as suggested by Mubadala, subject to the approval of the Withdrawal from Novo Mercado.

[] Approve [] Reject [] Abstain

[Eligible tickers in this resolution: ZAMP3]

5. To resolve, in accordance with the request to convene an extraordinary general meeting requested by Mar Absoluto Master Fundo de Investimento Multimercado ("Mar" and "Mar Request") on the inclusion, as a new article 31 of the Bylaws, of a clause providing for the need for any shareholder or group of shareholders that acquires a material stake equal to or greater than thirty-three percent (33%) of the Company's common shares to make a public tender offer ("Poison Pill").

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Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

6. In the event that resolution 5 above (item (iii) of the agenda) is approved, to resolve on the inclusion, in article 5 of the Bylaws, of a limitation on the exercise of voting rights in resolutions that seek to amend or exclude the clause relating to the Poison Pill proposed under the terms of Mar Request, such that any shareholder or group of shareholders may only vote on such resolutions with a maximum of shares representing twenty-five percent (25%) of the ordinary shares issued by the Company.

Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

7. In the event that the resolution on the Withdrawal of Novo Mercado is approved, resolve on the inclusion, in article 5 of the Bylaws, of a limitation on the exercise of voting rights in resolutions aimed at amending or excluding the clauses of the Bylaws dealing with (a) the provision for an arbitration clause for the resolution of any disputes; (b) a tag along of 100% for all shareholders holding ordinary or preferred shares (should they be issued); (c) among the powers of the Board of Directors, that said body prepare and disclose a reasoned opinion on any public tender offer for the acquisition of shares issued by the Company; and (d) the adoption, in the Code of Ethics and Conduct and Risk Management Policy, of a provision to the effect that any shareholder or group of shareholders may only vote on such resolutions with a maximum of shares representing twenty-five percent (25%) of the ordinary shares issued by the Company.

Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

8. Resolve on the amendment and consolidation of the Bylaws, in the form of Exhibit II to the Mar Request, in the event that items 5 and 6 above (items (iii) and (iv) of the agenda) are approved and the Withdrawal of Novo Mercado is rejected.

Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

9. Resolve on the amendment and consolidation of the Bylaws, in the form of Exhibit III to the Mar Request, in the event that item 5 (item (iii) of the agenda) is approved, item 6 (item (iv) of the agenda) is rejected, and the Withdrawal of Novo Mercado is rejected.

Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

10. Resolve on the amendment and consolidation of the Bylaws, in the form of Exhibit IV to the Mar Request, in the event that item 5 (item (iii) of the agenda) is approved, item 6 (item (iv) of the agenda) is approved, the Withdrawal of Novo Mercado is approved, and item 7 (item (v) of the agenda) is approved.

Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

11. Resolve on the amendment and consolidation of the Bylaws, in the form of Exhibit V to the Mar Request, in the event that item 5 above (item (iii) of the agenda) is approved, item 6 above (item (iv) of the agenda) is approved, the Withdrawal of Novo Mercado is approved, and item 7 above (item (v) of the agenda) is rejected.

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Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

12. Resolve on the amendment and consolidation of the Bylaws, in the form of Exhibit VI to the Mar Request, in the event that items 5 and 6 above (items (iii) and (iv) of the agenda) are rejected, the Withdrawal of Novo Mercado is approved and item 7 above (item (v) of the agenda) is approved.

Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

13. Resolve on the amendment and consolidation of the Bylaws, in the form of Exhibit VII to the Mar Request, in the event that items 5 and 6 above (items (iii) and (iv) of the agenda) are rejected, the Withdrawal of Novo Mercado is approved, and item 7 above (item (v) of the agenda) is rejected.

Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

14. Resolve on the amendment and consolidation of the Bylaws, in the form of Exhibit VIII to the Mar Request, in the event that item 5 above (item (iii) of the agenda) is approved, item 6 above (item (iv) of the agenda) is rejected, the Withdrawal of Novo Mercado is approved, and item 7 above (item (v) of the agenda) is approved.

Approve Reject Abstain

[Eligible tickers in this resolution: ZAMP3]

15. Resolve on the amendment and consolidation of the Bylaws, in the form of Exhibit IX to the Mar Request, in the event that item 5 above (item (iii) of the agenda) is approved, item 6 above (item (iv) of the agenda) is rejected, the Withdrawal of Novo Mercado is approved, and item 7 above (item (v) of the agenda) is rejected.

Approve Reject Abstain

City : _____

Date : _____

Signature : _____

Shareholder's Name : _____

Phone Number : _____