

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**”), hereby informs its shareholders and the market in general that the Extraordinary General Meeting (“**EGM**”) held on this date:

- (i) approved the voluntary withdrawal of the Company from Novo Mercado of B3 S.A. - Brasil, Bolsa, Balcão, with the waiver of the public tender offer (OPA), by the majority of the free float attending the EGM, under the terms of article 44 of the Novo Mercado Listing Regulation, with the consequent migration of the Company to the basic standard segment of B3;
- (ii) approved, by the majority of votes of the shareholders attending the EGM, the Bylaws as originally proposed by the shareholder MC Brazil F&B Participações S.A. (“**Mubadala**”), as detailed in the material of the EGM available to the public and in the minutes of the EGM;
- (iii) rejected, by the majority of votes of the shareholders attending the EGM, of the matters related to the inclusion, in the Bylaws: (a) of a clause of a mandatory tender offer to be launched any shareholder or group of shareholders who acquire a material stake equal to or greater than 33% of the Company's shares; and (b) of a limitation on the voting rights in resolutions aiming to amend or exclude certain clauses related to governance and rights of shareholders, as detailed in the material of the EGM available to the public; and
- (iv) some items of the Agenda were withdrew because they depended on the results of the combination of the other items of the Agenda, that did not occur.

Considering the current scenario of high ownership concentration of the shareholder **Mubadala**, and its aim to actively perform with the Company and to contribute with the development and execution of its long-term strategies (“**Ownership Concentration**”), the Company’s Board of Directors resolved on the of acceleration of the vesting periods of the

virtual shares granted within the scope of the Restrict Stock Plans, and that it was triggered on the present date, and will achieve all grants given in the programs of: (a) Restrict Stock Plan approved by the Extraordinary General Meeting held on July 31, 2020 (“**Fifth Plan**”); and (b) Restrict Stock Units Plan by Performance approved on by the Extraordinary General Meeting held on April 29, 2022, as per amendment approved by the Extraordinary General Meeting held on April 28, 2023 (“**Sixth Plan**” and, together with the Fourth and Fifth Plan, “**Restrict Stock Plans**” and “**Vesting Acceleration**” or “**Acceleration**”).

This resolution was taken considering that the Ownership Concentration is an extraordinary and special situation caused by facts beyond the control of the Company and its administration, that justifies the Vesting Acceleration, given the spirit and basis on which the Restrict Stock Plans were created.

The Vesting Acceleration will result in an impact of approximately R\$ 46.2 million (included charges owned by the Company).

Barueri, January 3, 2024.

Gabriel Magalhães da Rocha Guimarães
CFO and Investor Relations Officer