

ZAMP S.A.

Corporate Taxpayer ID (CNPJ/ME) 13.574.594/0001-96
NIRE 35.300.393.180
Publicly Held Company

MATERIAL FACT

ZAMP S.A. (former BK Brasil Operação e Assessoria a Restaurantes S.A. – “**Company**”), in compliance with the provisions of the Brazilian Securities and Exchange Commission (“**CVM**”) Resolution No. 44, of August 23, 2021, as amended, and article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended, hereby informs its shareholders and the market in general, in connection with the voluntary tender offer for the acquisition of common shares for the acquisition of the Company’s control by MC Brazil F&B Participações S.A., pursuant to the announcement published on August 2, 2022, as amended on August 26, 2022 (“**Tender Offer**”), that received, after closing of trading session of September 02, 2022, the attached letter from Burger King do Brasil Assessoria a Restaurantes Ltda., as shareholder holding 9.8% of the Company’s capital stock.

The Company will keep its shareholders and the market in general informed on any information related to the Tender Offer, in accordance with the applicable laws and regulations.

Barueri, September 05, de 2022.

Gabriel Magalhães da Rocha Guimarães
Investor Relations Office

BY EMAIL

Zamp S.A. (f/k/a BK Brasil Operação e Assessoria a Resaurantes S.A.) (“**you**”, “**Zamp**” or the “**Company**”)

Attn: Iuri Miranda, Chief Executive Officer
Alameda Tocantins, 350, 10ºAndar, CEP 06455-020
Alphaville Industrial, São Paulo/SP, Brazil

September 2, 2022

Dear Mr. Miranda,

RE: Proposed Offer to Zamp Shareholders

This letter is being directed to you in our capacity as a shareholder of the Company (the undersigned below together with its affiliates, “**BKDB**” or “**we**” or “**our**”), currently holding approximately 9.8% of the outstanding capital stock of Zamp.

We refer herein to that certain announcement of voluntary tender offer, dated as of August 2, 2022 (as amended on August 26, 2022, the “**Offer Notice**”) by MC Brazil F&B Participações S.A., a portfolio company of Mubadala Capital LLC (the “**Proposed Offeror**”), for the purchase of shares of the Company, subject to the terms and conditions set forth therein (the “**Proposed Offer**”).

As a preliminary matter, we would like to confirm to you that our long-term minority investment in Zamp, consistent with our other long-term minority investments in certain franchisees throughout the world, is indicative of our business model that emphasizes our willingness to offer deep and lasting support for our franchisees. As a result of this mindset, and consistent with our past practices, we would like to inform you that we do not intend to sell any capital stock in Zamp in connection with the Proposed Offer.

Notwithstanding our long-term position, based on the information provided to date in respect of the Proposed Offer and consistent with the recommendation of the Board of Directors of the Company, BKDB is not currently in a position to express support for the Proposed Offer; however, in the interest of expressing the views of a minority shareholder position that is highly interested in seeing the maximization of corporate value of the Company, we ask that Mubadala make available to the public additional information regarding the following important topics: (1) details of the specific management composition and policies of the Company contemplated by the Proposed Offeror to be pursued after the Tender Offer; (2) details of how to address any unfavorable trading environment that may exist for remaining minority shareholders, including the ones that are diluted on a pro-rata basis by the Proposed Offer (the “**Affected Minority Shareholders**”); (3) consequences to the Company as a result of any payments made by the Company to secure consents, waivers and/or approvals to the Proposed Offer; (4) details of improvement of the corporate governance, particularly in light of any conflicts that may arise between the Proposed Offeror as controlling shareholder of the Company and all other shareholders including the Affected Minority Shareholders; and (5) details on the basis for the tender offer price, which we believe does not properly reflect the intrinsic value of the Company’s business as a whole.

We reserve all of our rights and remedies at law or otherwise.

[Signature Page Follows]

Burger King do Brasil Assessoria a Restaurantes Ltda.

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ALICE NOGUEIRA DE SA PIKIELNY
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[SIGNATURE PAGE TO LETTER]