



**AMBIPAR PARTICIPAÇÕES E
EMPREENDIMENTOS S.A.**

Publicly-Held Company

CNPJ/MF No. 12.648.266/0001-24

NIRE No. 35.300.384.466

CVM Code 2496-1

**ENVIRONMENTAL ESG PARTICIPAÇÕES
S.A.**

Publicly-Held Company

CNPJ/MF No. 09.527.023/0001-23

NIRE No. 35.300.3846.466

CVM Code 2627-1

MATERIAL FACT

AMBIPAR PARTICIPAÇÕES E EMPREENDIMENTOS S.A. (“**Ambipar Participações**”) and **ENVIRONMENTAL ESG PARTICIPAÇÕES S.A.** (“**ESG**”), in compliance with Article 157, Paragraph 4, of Brazilian Law No. 6,404, of December 15, 1976 (“**Brazilian Corporation Law**”), Resolution No. 44, issued by the Brazilian Securities and Exchange Commission (“**CVM**”) on August 23, 2021, and CVM Resolution No. 78, of March 29, 2022 (“**CVM Resolution 78**”), hereby inform their shareholders and the market in general that, at a meeting held on this date (“**Board Meeting**”), the Board of Directors of Ambipar Participações approved a corporate reorganization proposal (“**Corporate Reorganization**”) involving Ambipar Participações, ESG, Ambipar Response Brasil Participações S.A. (“**Response**” and, together with Ambipar Participações and ESG, the “**Companies**”), along with companies belonging to the economic group of Ambipar Participações (“**Ambipar Group**”), which were acquired as part of the Companies’ business expansion strategy (“**Acquired Companies**”).

For more information, [click here](#) to download a presentation.

A. Purpose of the Corporate Reorganization

The Corporate Reorganization is part of the context of the execution of agreements between the Companies and certain founding shareholders of the Acquired Companies (“**Agreements**” and “**Founding Shareholders**”, respectively), in which these individuals still hold equity interests. The Agreements were negotiated independently between the Companies and the Founding Shareholders and establish the terms and conditions under which the Founding Shareholders agree to exchange their minority stakes in the Acquired Companies for equity interests in Ambipar Participações, thereby becoming shareholders of Ambipar Participações. As a result, the Acquired Companies will become wholly owned by entities of the Ambipar Group (“**Migration**”).

The Acquired Companies represent twenty-eight (28) CNPJs and thirty-one (31) Founding Shareholders, and approximately 75% of the net revenue of Grupo Ambipar’s Brazilian subsidiaries with minority shareholders and approximately 73% of the EBITDA of such subsidiaries¹. With the Migration, the Companies take an important step in building a global partnership in environmental services.

¹ This corresponds to approximately 25% of the consolidated net revenue of Ambipar Group, and approximately 27% of the consolidated EBITDA.

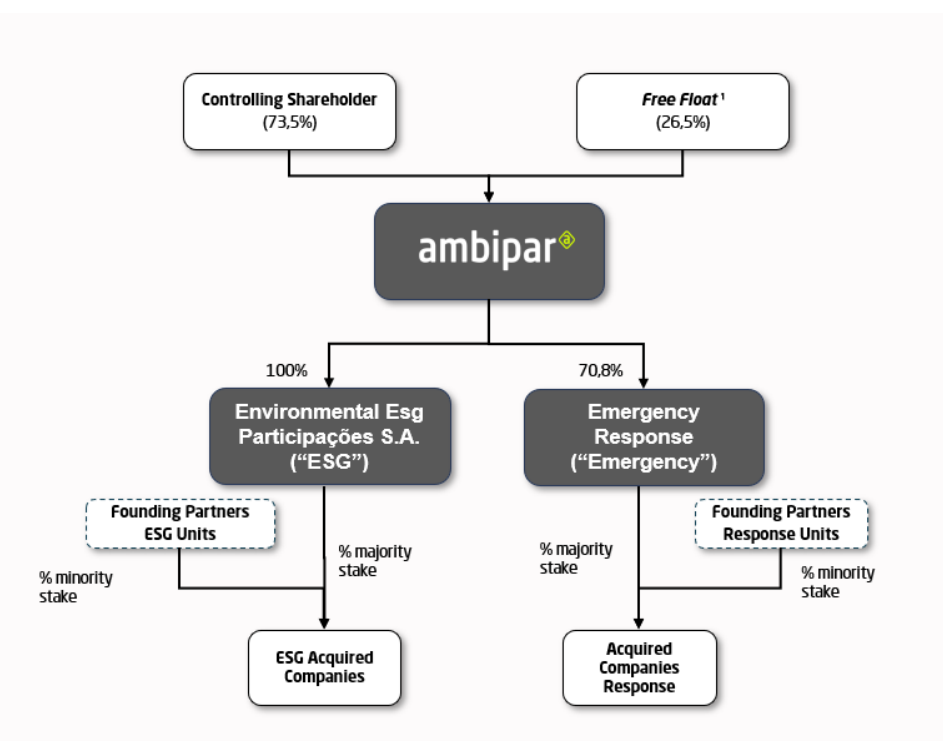
The Migration is aligned with the Companies' strategic planning and aims to:

- (a) ensure the long-term retention of the Founding Shareholders as executives of Ambipar Participações;
- (b) align value creation for the shareholders of Ambipar Participações;
- (c) simplify the corporate structure of the Ambipar Group and increase cash generation through the capture of synergies, cost/SG&A reduction, and tax optimization; and
- d) strengthen the credit profile, reduce the cost of capital, and improve cash management.

As part of the Migration, ten million, fifty-two thousand, four hundred and forty-five (10,052,445) shares issued by Ambipar Participações, representing 5.68% of its share capital², will be issued and allocated to the Founding Shareholders. The acquisition price of the Acquired Companies was calculated based on the weighted average multiple of 5.2x EV/EBITDA 2024 of the shares of the Acquired Companies. In addition to the aforementioned shares, the Founding Shareholders will receive the amount of BRL 215.9 million in local currency, to be paid over three (3) years.

B. Main Steps of the Corporate Reorganization

On this date, the simplified corporate structure³ of the Companies and the Acquired Companies is as follows⁴:



¹ And other shareholders, with treasury representing 0.3% of the total shares.

² It corresponds to the result of dividing the number of new shares of Ambipar Participações to be issued as a result of the Corporate Reorganization by the sum of this amount and the current number of shares of Ambipar Participações, multiplying the resulting quotient by 100 (item 7.8(b)(i) of the Circular Letter / Annual – 2025 – CVM/SEP dated February 27, 2025).

³ Simplified organizational chart, for the specific purposes of the Corporate Reorganization.

⁴ Response was incorporated on November 26, 2024, and converted into a company on April 30, 2025, specifically for the purposes of this Corporate Reorganization. As of this date, all of its shares are held by the Founding Shareholders.

The Migration will involve Acquired Companies from two distinct business lines of Ambipar Participações: (a) the **“ESG Line”**, which includes the minority interests of the Founding Shareholders in the Acquired Companies under the corporate structure of ESG (**“ESG Acquired Companies”**); and (b) the **“Response Line”**, which includes the minority interests of the Founding Shareholders in the Acquired Companies under the corporate structure of Emergência Participações S.A. (**“Emergência”**) and will be contributed to Response, a company incorporated within the Migration process (**“Response Acquired Companies”**).

The Migration of the Founding Shareholders holding shares in the ESG Acquired Companies (**“ESG Migration”**) has been structured to occur in two interdependent and interconnected stages, as follows:

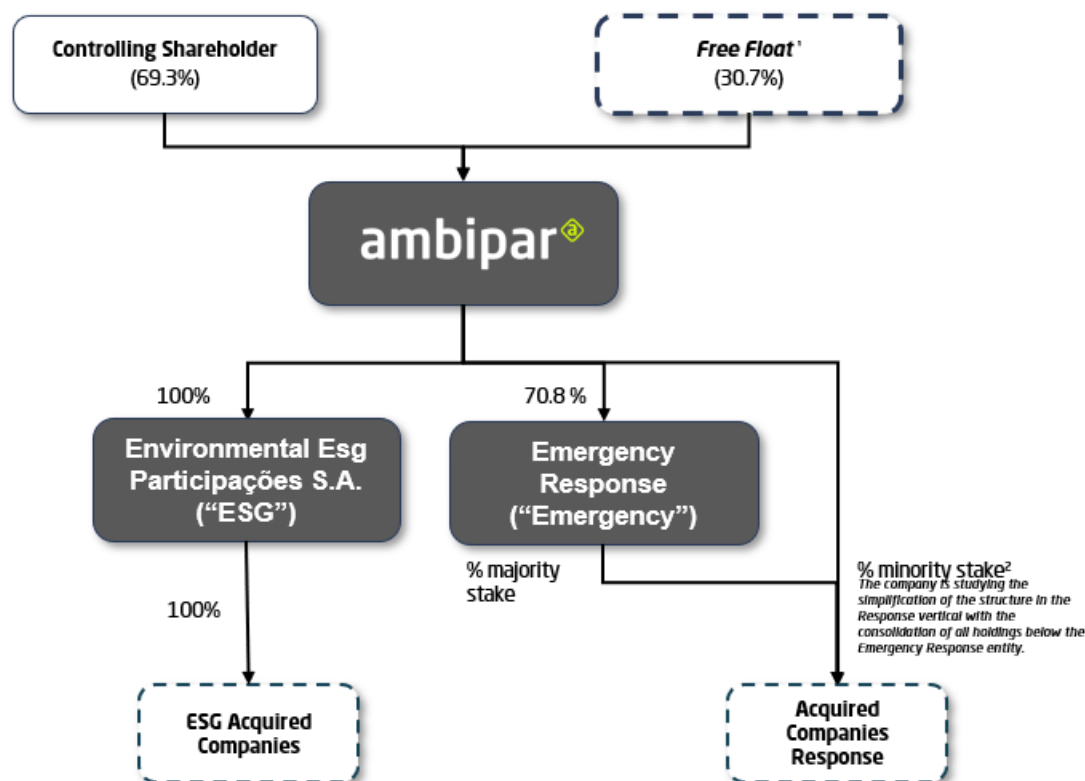
- A. 1st stage: merger, by ESG, of all shares issued by the ESG Acquired Companies that are not yet held by ESG, through the issuance of ESG shares to the respective Founding Shareholders, based on a previously agreed exchange ratio (**“Mergers of Shares of ESG Acquired Companies”**). As a result of the Mergers of Shares of ESG Acquired Companies, the ESG Acquired Companies will become wholly owned subsidiaries of ESG; and
- B. 2nd stage (subsequent and interdependent on the Mergers of Shares of ESG Acquired Companies): merger, by Ambipar Participações, of all ESG shares that are not yet held by Ambipar Participações, through the issuance of shares of Ambipar Participações to the Founding Shareholders of the ESG Acquired Companies, based on a previously agreed exchange ratio (**“Merger of ESG Shares”** and, together with the Mergers of Shares of ESG Acquired Companies, the **“Mergers of the ESG Line”**). As a result of the Merger of ESG Shares, ESG will become a wholly owned subsidiary of Ambipar Participações.

The Migration of the Founding Shareholders holding shares in the Response Acquired Companies (**“Response Migration”**) has, in turn, been structured to occur in two stages, as follows:

- (a) 1st stage: Capital increase of Response, through the issuance of common shares, which will be fully subscribed by the Founding Shareholders of the Response Acquired Companies and paid in through the contribution of shares issued by the Response Acquired Companies held by them (**“Response Capital Increase”**); and
- (b) 2nd stage (subsequent and interdependent on the Response Capital Increase): Merger, by Ambipar Participações, of Response shares, through the issuance of Ambipar Participações shares to the Founding Shareholders of the Response Acquired Companies, based on a previously agreed exchange ratio (**“Merger of Response Shares”** and, together with the Mergers of the ESG Line, the **“Share Mergers”**).

The completion of the Migration is subject to the applicable corporate approvals and the terms and conditions set forth in the Agreements and the Protocols and Justifications (as defined below). Once all stages of the Migration are approved in the respective Extraordinary General Meetings of the Companies and the Acquired Companies, and after the expiration of the Withdrawal Right (as defined below) period, the Migration will be declared completed and fully effective by the Board of Directors of Ambipar Participações (**“Closing Date”**).

After the implementation of the Migration, the shareholding structure of the Companies and the Acquired Companies will be as follows:



¹Includes founding partners (5.7%) and treasury (0.3%) ²Held through the vehicle company Ambipar Response Brasil Part. S.A.

In the context of the Migration, the Board of Directors of Ambipar Participações, at the Board Meeting, approved the execution of the following: (i) the “*Instrumento Particular de Protocolo e Justificação de Incorporação das Ações de Emissão da Environmental ESG Participações S.A. pela Ambipar Participações e Empreendimentos S.A.*” (“**ESG Protocol and Justification**”), which was executed on May 28, 2025 by the legal representatives of Ambipar Participações and ESG; and (ii) the “*Instrumento Particular de Protocolo e Justificação de Incorporação das Ações de Emissão da Ambipar Response Brasil Participações S.A. pela Ambipar Participações e Empreendimentos S.A.*” (“**Response Protocol and Justification**”), which was executed on May 28, 2025 by the legal representatives of Ambipar Participações and Response.

At the Board Meeting, the call of the Extraordinary General Meeting of Ambipar Participações was approved, which will be held, on first call, on June 25, 2025, at 2:00 p.m., exclusively in digital format, to resolve on, among other matters, the Protocols and Justifications and the Share Mergers (“**EGM**”). The information and documents related to the EGM call, including the Management Proposal and the Protocols and Justifications, are available on the websites of Ambipar Participações (ri.ambipar.com.br), CVM (www.gov.br/cvm), and B3 (www.b3.com.br).

On this date, the Board of Executive Officers of ESG executed the Protocols and Justifications for the Mergers of Shares issued by the ESG Acquired Companies (“**Protocols and Justifications of ESG**”).

Acquired Companies” and, together with the ESG Protocol and Justification and the Response Protocol and Justification, the **“Protocols and Justifications”**).

In compliance with CVM Resolution 78, the main terms and conditions of the Share Mergers are outlined in **Exhibit A**.

The Company will continue to keep its shareholders and the market informed regarding subsequent events related to the Migration.

São Paulo, May 29, 2025.

**AMBIPAR PARTICIPAÇÕES E
EMPREENDIMIENTOS S.A.**

**ENVIRONMENTAL ESG PARTICIPAÇÕES
S.A.**

Pedro Borges Petersen
Investor Relations Officer

Exhibit A

(Required information pursuant to CVM Resolution 78)

1 Identification of the companies involved in the transaction and brief description of their activities

1.1 AMBIPAR PARTICIPAÇÕES E EMPREENDIMENTOS S.A.: Ambipar Participações is a publicly held company, headquartered in the city of São Paulo, State of São Paulo, at Avenida Pacaembu, No. 1,088, Pacaembu, ZIP Code 01155-000, registered with the National Corporate Taxpayers Register of the Ministry of Finance (“**CNPJ/MF**”) under No. 12.648.266/0001-24, and listed as a category “A” securities issuer with the CVM under Code No. 2496-1. Ambipar Participações is the parent company of the Ambipar Group, which provides products and services across various segments of the value chain, focusing on waste recovery and long-term business sustainability, supporting clients in improving their ESG indicators. The Ambipar Group operates in comprehensive waste management with an emphasis on recovery, aligned with the circular economy concept, particularly in the treatment, reuse, repair, and recycling of materials. It also specializes in responding to chemical and pollutant-related accidents, firefighting, and environmental emergencies on highways, railways, airports, ports, industrial facilities, mining operations, pipelines, and natural disasters.

ESG Migration

1.2 ENVIRONMENTAL ESG PARTICIPAÇÕES S.A.: ESG is a publicly held company registered as a category “A” securities issuer with the CVM under Code No. 2627-1, with its headquarters located in the municipality of Nova Odessa, State of São Paulo, at Rodovia Anhanguera, km 120, Warehouse 05, Distrito Industrial I, ZIP Code 13.388-220, registered with the CNPJ/MF under No. 09.527.023/0001-23. ESG provides a comprehensive platform for the valorization of industrial and post-consumer waste, offering recycling, co-processing, reverse manufacturing, and other waste management services, all centered on the principles of the circular economy and ESG.

1.3 AMBIPAR ESG BRASIL S.A. is a privately held company, headquartered in the municipality of Nova Odessa, State of São Paulo, at Rodovia Anhanguera, s/n, km 120, Room 02, Distrito Industrial I, ZIP Code 13.388-220, registered with the CNPJ/MF under No. 41.000.384/0001-20 (“**ESG Consulting**”). ESG Consulting’s corporate purpose includes the provision of consulting, planning, and advisory services in risk management, corporate governance, insurance, systems, strategy, research, intelligence services, data analysis and supply, implementation, support, and maintenance of technologies.

1.4 BIOFÍLICA AMBIPAR ENVIRONMENTAL INVESTMENTS S.A. is a privately held company, headquartered in the city of São Paulo, State of São Paulo, at Avenida Angélica, No. 2,346, 5th floor, Suite 53, Room 03, Consolação, ZIP Code 01228-200, registered with the CNPJ/MF under No. 09.720.550/0001-50 (“**Biofílica**”). Biofílica’s corporate purpose includes validation and verification of carbon credit projects and/or programs arising from: (i) carbon credit generation through emission reduction validation by reducing deforestation and forest degradation (REDD+); (ii) changes in agricultural practices and implementation of sustainable agricultural methods (Agricultural Land Management – ALM); (iii) tree planting and restoration (Afforestation, Reforestation, and Revegetation – ARR); and (iv) protection and conservation of marine ecosystems (blue carbon).

1.5 AMBIPAR ENVIRONMENT CIRCULAR ECONOMY RM S.A. is a privately held company, headquartered in the city of São José dos Campos, State of São Paulo, at Avenida Dr. Sebastião Henrique da Cunha Pontes, Nos. 8,000/8,500, Warehouse N2, Condominium Century, Chácaras Reunidas, ZIP Code 12.238-365, registered with the CNPJ/MF under No. 05.034.679/0001-53 ("**GMC**"). GMC's corporate purpose includes the provision of waste management services related to reverse manufacturing, collection of recyclable, common and/or hazardous waste, treatment, destruction, de-characterization, and disposal of various types of waste.

1.6 AMBIPAR ENVIRONMENTAL MACHINES S.A. is a privately held company, headquartered in the city of São Paulo, State of São Paulo, at Avenida Angélica, No. 2,346, 5th floor, Suite 51, Room 3, Consolação, ZIP Code 01228-200, registered with the CNPJ/MF under No. 21.000.046/0001-80 ("**Machines**"). Machines' corporate purpose includes the operation of reverse vending machines, which encourage selective collection of recyclable post-consumer packaging materials, such as aluminum, steel, plastic, and glass, offering rewards to users through point systems that can be exchanged for benefits.

1.7 AMBIPAR ENVIRONMENTAL SUPREMA INDUSTRIAL SOLUTIONS S.A. is a privately held company, headquartered in the city of Pedro Leopoldo, State of Minas Gerais, at Rodovia Dr. Otávio Costa, No. 1,800, Parque Industrial, Block A, District of Dr. Lund, ZIP Code 33.250-461, registered with the CNPJ/MF under No. 00.512.573/0001-02 ("**Suprema**"). Suprema's corporate purpose includes the leasing of equipment for internal logistics and mining operations, being integrated into the internal logistics chain of its clients and playing a key role in the circular economy through waste handling operations, industrial cleaning, and a strong commitment to environmental preservation.

1.8 MECBRUN INDÚSTRIA E COMÉRCIO S.A. is a privately held company, headquartered in the city of Pedro Leopoldo, State of Minas Gerais, at Avenida Lincoln Diogo Viana, No. 560, Manoel Carlos, ZIP Code 33.250-490, registered with the CNPJ/MF under No. 01.899.414/0001-67 ("**Mecbrun**"). Mecbrun's corporate purpose includes the leasing of equipment for internal logistics and mining operations, being integrated into the internal logistics chain of its clients and playing a key role in the circular economy through waste handling operations, industrial cleaning, and a strong commitment to environmental preservation.

Response Migration

1.9 AMBIPAR RESPONSE BRASIL PARTICIPAÇÕES S.A.: Response is a privately held company, headquartered in the city of São Paulo, State of São Paulo, at Avenida Angélica, No. 2,346, 5th floor, ZIP Code 01228-200, registered with the CNPJ/MF under No. 58.238.535/0001-85. The corporate purpose of Response includes holding equity interests in other companies.

1.10 AMBIPAR RESPONSE ESPÍRITO SANTO S.A. is a privately held company, headquartered in the city of Vitória, State of Espírito Santo, at Rua Manoel Fel Subtil, No. 60, Room 201, Enseada do Suá, ZIP Code 29.050-400, registered with the CNPJ/MF under No. 27.853.153/0001-38 ("**Ambipar ES**"). The corporate purpose of Ambipar ES includes holding equity interests in other companies.

1.11 AMBIPAR RESPONSE ENVIRONMENTAL REMEDIATION LTDA. is a limited liability company, headquartered in the city of Indaiatuba, State of São Paulo, at Rua Augusto Poltronieri,

No. 243, Park Comercial de Indaiatuba, ZIP Code 13.347-443, registered with the CNPJ/MF under No. 14.233.110/0001-08 ("**Remediation**"). Remediation's corporate purpose includes the provision of services and the manufacturing and sale of equipment for soil decontamination.

1.12 AMBIPAR RESPONSE EMERGENCY MEDICAL SERVICES R S.A. is a privately held corporation, registered with the CNPJ/MF under No. 02.464.053/0001-99, headquartered in the city of Pinhais, State of Paraná, at Rua Vinte e Quatro de Maio, No. 299, Estância Pinhais, ZIP Code 83.323-060 ("**SMR**"). SMR's corporate purpose includes emergency medical care, emergency rooms, general medical rescue services, and transport of injured persons.

1.13 AMBIPAR RESPONSE EMERGENCY MEDICAL SERVICES H S.A. is a privately held company, registered with the CNPJ/MF under No. 05.959.078/0001-51, headquartered in the city of Pinhais, State of Paraná, at Rua Vinte e Quatro de Maio, No. 299, ZIP Code 83.323-060 ("**SSMR**"). SSMR's corporate purpose includes emergency medical care, emergency rooms, general medical rescue services, and transport of injured persons.

1.14 AMBIPAR RESPONSE EMERGENCY MEDICAL SERVICES S S.A. is a privately held company, registered with the CNPJ/MF under No. 07.759.154/0001-00, headquartered in the city of Pinhais, State of Paraná, at Rua Vinte e Quatro de Maio, No. 299, Estância Pinhais, ZIP Code 83.323-060 ("**SSR**"). SSR's corporate purpose includes emergency medical care, emergency rooms, general medical rescue services, and transport of injured persons.

1.15 JM SERVICOS INTEGRADOS S.A. is a privately held company, registered with the CNPJ/MF under No. 05.120.343/0001-03, headquartered in the city of Morretes, State of Paraná, at Rua Dionísio Gonçalves Nascimento, No. 102, Raia Velha, ZIP Code 83.350-000 ("**JM**"). JM's corporate purpose includes the provision of emergency response services and the transportation of hazardous and non-hazardous products.

1.16 AMBIPAR RESPONSE TANK CLEANING S.A. is a privately held company, headquartered in the city of Niterói, State of Rio de Janeiro, at Rua Manoel Pacheco de Carvalho, No. 102, Centro, ZIP Code 24.030-290, registered with the CNPJ/MF under No. 18.591.097/0001-10 ("**Industrial Response**"). Industrial Response's corporate purpose includes the provision of general industrial cleaning and maintenance services, and cleaning and maintenance of tanks and storage facilities.

1.17 AMBIPAR RESPONSE INDUSTRIAL SERVICES S.A. is a privately held company, headquartered in the city of Rio das Ostras, State of Rio de Janeiro, at Avenida dos Bandeirantes, No. 690, Block 069, Lots 012, 014, 017, 019, 021, Enseada das Gaivotas, ZIP Code 28.897-188, registered with the CNPJ/MF under No. 39.233.457/0001-81 ("**Plimsoll**"). Plimsoll's corporate purpose includes industrial mechanical components manufacturing, including naval operations, fabrication of metal structures, machining and welding services, boilermaking and heavy boilermaking works, maintenance of metal structures, industrial equipment and devices, repairs, including naval equipment, installation and repairs of naval equipment, civil engineering works, general industrial painting, including naval applications, construction of large vessels, commercial and special-purpose vessels (excluding large vessels), recreational boats, and maintenance and repair of vessels and floating structures, as well as engineering services, structural projects, and calculations.

1.18 AMBIPAR RESPONSE DRACARES APOIO MARITIMO E PORTUARIO S.A. is a privately held company, headquartered in the city of São Francisco do Sul, State of Santa Catarina, at Rua Fernandes Dias, No. 456, Room 301, Centro, ZIP Code 89.240-000, registered with the CNPJ/MF

under No. 07.049.258/0001-21 ("**Marine**"). Marine's corporate purpose includes provision of navigation services, including cabotage navigation, maritime and port support, long-haul navigation, and emergency response services.

1.19 AMBIPAR RESPONSE MARINE S.A. is a privately held company, headquartered in the city of Niterói, State of Rio de Janeiro, at Rua Engenheiro Fábio Goulart, No. 163, Ilha da Conceição, ZIP Code 24.050-090, registered with the CNPJ/MF under No. 06.086.769/0001-50 ("**Girassol**"). Girassol's corporate purpose includes port and maritime support navigation, as well as maintenance and repair of vessels and floating structures.

1.20 AMBIPAR RESPONSE MARITIME SERVICES PDA S.A. is a privately held company, headquartered in the city of Vitória, State of Espírito Santo, at Rua das Palmeiras, No. 795, Santa Lúcia, ZIP Code 29.056-210, registered with the CNPJ/MF under No. 04.978.039/0001-39 ("**Zenith**"). Zenith's corporate purpose includes provision of port support navigation services and chartering of unmanned vessels.

1.21 AMBIPAR RESPONSE DRONE S.A. is a privately held company, headquartered in the city of Rio de Janeiro, State of Rio de Janeiro, at Avenida Olegário Maciel, No. 531, Room 239, Barra da Tijuca, ZIP Code 22.621-200, registered with the CNPJ/MF under No. 29.301.466/0001-09 ("**Drone**"). Drone's corporate purpose includes the provision of aerial photogrammetry and aerial surveying services.

2 Transaction description and purpose

Subject to applicable corporate approvals, the ESG Migration will be carried out through the following interdependent and interconnected steps, which must be coordinated to occur on the Closing Date:

- (a) the Mergers of Shares of the ESG Acquired Companies, pursuant to Article 252 of the Brazilian Corporation Law; and
- (b) as a subsequent and interdependent act of the Mergers of Shares of the ESG Acquired Companies, the Merger of ESG Shares, pursuant to Article 252 of the Brazilian Corporation Law.

Subject to applicable corporate approvals, the Response Migration will be carried out through the following interdependent and interconnected steps, which must be coordinated to occur on the Closing Date:

- (a) the Capital Increase of Response; and
- (b) as a subsequent and interdependent act of the Capital Increase of Response, the Merger of Response Shares.

Although the above steps of each Line are implemented sequentially, they all part of a complex and interdependent legal transaction within their respective lines. A fundamental principle agreed upon by the parties is that no individual step within the ESG Line or the Response Line will take effect unless all steps within the same Line are fully implemented. Therefore, the ESG Migration and the Response Migration cannot be partially approved by their respective corporate bodies of the involved parties, nor partially implemented within each Line.

Upon completion of the Share Mergers, each of the Companies and Acquired Companies will retain their own legal personality and separate assets.

The terms and conditions of the Share Mergers are further detailed in the Protocols and Justifications.

3 Main benefits, costs, and risks of the transaction

3.1 Benefits. The Migration is aligned with the strategic planning of the Companies. Upon the completion of the Migration, the Companies expect to maximize operational efficiency within the Ambipar Group and effectively realize the synergies that justified the acquisition of the Acquired Companies. Through the Migration, the Companies aim to consolidate structures, processes, and resources, as well as reduce administrative costs, thereby increasing the competitiveness of the Ambipar Group and improving the Companies' credit profile. Furthermore, the Migration enables more efficient tax planning, risk diversification, enhanced corporate governance, contributing to the longevity and sustainable growth of the Ambipar Group. Through the Migration, the Companies also seek to retain key individuals for their businesses within their corporate structures, specifically the Founding Shareholders, who, in addition to participating in the management of the Acquired Companies, will also become shareholders of Ambipar Participações, aligning with the long-term objectives of the Ambipar Group. To reinforce this alignment, the Agreements executed between the parties establish that the new shares of Ambipar Participações to be received by the Founding Shareholders in the context of the Migration will be subject to lock-up obligations, with gradual releases over time and a potential value adjustment at the end of the lock-up period, subject to the verification of specific conditions.

3.2 Estimated costs. The total costs and expenses for the implementation and consummation of the Share Mergers, including general advisory fees, legal counsel fees, appraisers' fees and other professional fees, are estimated to amount to approximately BRL 6,500,000.00 (six million, five hundred thousand Brazilian reais), not including in this amount the costs and expenses of financial advisors and other expenses incurred in connection with the negotiation of the Migration.

3.3 Risks

The completion of the Share Mergers is subject to approval by the shareholders of Ambipar Participações, subject to the Withdrawal Right period.

Failure to complete the Share Mergers may negatively impact the trading price of Ambipar Participações shares and affect the future business and financial results of the Companies.

The Companies have already incurred and expect to continue incurring non-recurring, direct, and indirect costs associated with the Share Mergers. These costs and expenses include fees paid to financial, legal, and audit advisors, as well as other consultants, registration fees, printing expenses, and other related charges. Some of these costs will be incurred by the Companies regardless of whether the Share Mergers are completed.

4 Share exchange rations

Mergers of Shares of the ESG Acquired Companies

Pursuant to the Agreements, the implementation of the Mergers of Shares of the ESG Acquired

Companies will result in the Founding Shareholders of the ESG Acquired Companies receiving shares issued by ESG, as indicated in the table below (collectively, the “**Exchange Ratios of the ESG Acquired Companies**”):

ESG Acquired Companies	Number of Shares of ESG Acquired Companies Held by Founding Shareholders on the Closing Date	Number of ESG Shares to be Delivered to the Founding Shareholders as a Result of the Mergers of Shares of the ESG Acquired Companies	Exchange Ratios of the ESG Acquired Companies
ESG Consulting	2,451,219	2,939,372	1.199147037
Mecbrun	5,442,157	3,729,626	0.68532128
Biofillica	82,502	109,805	1.330937432
GMC	8,487,351	1,830,011	0.215616274
Machines	243,365	290,220	1.192529739
Suprema	541,017,532	2,822,460	0.005216947
Total	-	11,721,494	-

Response Capital Increase

Pursuant to the Agreements, the implementation of the Capital Increase of Response will result in the Founding Shareholders of the Response Acquired Companies receiving shares issued by Response, as indicated in the table below (collectively, the “**Exchange Ratios of the Response Acquired Companies**”):

Response Acquired Companies	Number of Shares of Response Acquired Companies Held by Founding Shareholders on the Closing Date	Number of Response Shares to be Delivered to the Founding Shareholders as a Result of the Capital Increase of Response	Exchange Ratios of the Response Acquired Companies
Ambipar ES	16,233,082	641,450	0.039514986
Remediation	147,000	305,278	2.076721088
SMR	3,645,000	122,405	0.033581619
SSMR	1,920,000	18,319	0.009541146
SSR	615,000	42,654	0.069356098
JM	1,800,000	225,300	0.125166667
Industrial Response	6,077,999	2,387,657	0.39283603
Plimsoll	9,800	357,617	36.49153061
Marine	17,754,867	564,770	0.031809306
Girassol	570,000	18,223	0.031970175
Zenith	655,199	16,235	0.024778731

Response Acquired Companies	Number of Shares of Response Acquired Companies Held by Founding Shareholders on the Closing Date	Number of Response Shares to be Delivered to the Founding Shareholders as a Result of the Capital Increase of Response	Exchange Ratios of the Response Acquired Companies
Drone	439,480	294,000	0.668972422
Total	-	4,993,908	-

Merger of ESG Shares and Merger of Response Shares

Pursuant to the Agreements, the implementation of the Merger of ESG Shares and the Merger of Response Shares will result in the Founding Shareholders receiving shares issued by Ambipar Participações, as indicated in the table below (“**ESG Exchange Ratio**” and “**Response Exchange Ratio**”, respectively; and, together with the Exchange Ratios of the ESG Acquired Companies and the Exchange Ratios of the Response Acquired Companies, the “**Exchange Ratios**”):

Company	Number of Shares of each Company to be Held by the Founding Shareholders after the Mergers of Shares of the ESG Acquired Companies and the Capital Increase of Response	Number of Ambipar Participações Shares to be Delivered to the Founding Shareholders	Exchange Ratio
ESG	11,721,494	5,048,537	0.430708 ⁵
Response	5,003,908	5,003,908	1.000000
Total	-	10,052,445	-

The Management clarifies that the Exchange Ratios were thoroughly and independently negotiated between the management of the Companies and the ESG Acquired Companies.

The Management also clarifies that the implementation of the Share Mergers will result in the issuance of new common shares by Ambipar Participações, which will lead to 5.68% dilution in the shareholding of current shareholders who do not participate in the transactions.

The Exchange Ratios of the Share Mergers were determined based on technical criteria and supported by valuation reports prepared by an independent appraiser, ensuring fairness and proportionality between the shareholdings of the current shareholders and Founding Shareholders. Detailed information on the equity and dilution impacts can be found in the Management Proposal for the EGM and in the Valuation Reports made available to shareholders.

Any fractions of shares issued by Ambipar Participações resulting from the Merger of Shares will be consolidated into whole numbers and subsequently sold in the spot market managed by B3 following the completion of the Merger of Shares, as outlined in a notice to shareholders to be disclosed by the Company at the appropriate time. The proceeds from such sales will be made available to the Founding Shareholders holding the respective fractions, as applicable, proportionally to their participation in each sold share.

⁵ This exchange ratio corresponds to the result of dividing (a) the number of shares in Ambipar Participações to be delivered to the Founding Shareholders as a result of the Merger of ESG Shares by (b) the number of shares in ESG to be delivered to the Founding Shareholders as a result of the Mergers of Shares of the ESG Acquired Companies.

5 Criteria for determining the share exchange ratios

The Exchange Ratios and other terms and conditions of the Share Mergers were independently negotiated between the Founding Shareholders and the management of the Companies and the ESG Acquired Companies, each of which hired external legal and financial advisors to assist in making informed decisions regarding the terms and conditions of the Share Mergers.

The Exchange Ratios of the ESG Acquired Companies and the ESG Exchange Ratio are supported by economic valuation reports, for the purposes of Article 264 of the Brazilian Corporation Law, based on the discounted cash flow methodology and on the balance sheets of the ESG Acquired Companies, ESG, and Ambipar Participações as of December 31, 2024 ("**Valuation Reports**"), prepared by Conatus Auditores Independentes S.S., a private legal entity, headquartered in the City of São Paulo, State of São Paulo, at Avenida Angélica, No. 2,491, 5th floor, Suite 58, Consolação, ZIP Code 01227-200, registered with the CNPJ/MF under No. 28.455.792/0001-08, registered with the São Paulo Regional Accounting Council (CRCSP) under No. CRC 2SP - 037.537/O-1 and with the CVM ("**Appraiser**").

6 Key assets and liabilities comprising each portion of the equity in the event of a spin-off

Not applicable.

7 Whether the transaction was or will be submitted to approval by Brazilian or foreign authorities

Not applicable.

8 In transactions involving parent companies, subsidiaries, or companies under common control, the share exchange ratio calculated pursuant to Article 264 of Law No. 6,404 of 1976

Merger of ESG Shares and Mergers of Shares of ESG Acquired Companies

As part of the Merger of ESG Shares and of the Mergers of Shares of ESG Acquired Companies, the Appraiser was engaged to prepare economic Valuation Reports for Ambipar Participações, ESG and Acquired Companies, pursuant to Article 264 of the Brazilian Corporation Law and Article 8, II, of CVM Resolution 78. The economic value of the shares of Ambipar Participações, ESG and Acquired Companies was assessed using the discounted cash flow method, as permitted by CVM Resolution 78, given that discounted cash flow was not used as a determining criterion for establishing the proposed ESG Exchange Ratios.

The table below sets forth the comparative exchange ratio for the Merger of ESG Shares of the ESG Acquired Companies, based on the Valuation Reports, as well as the ESG Exchange Ratios previously established in the Agreements, independently negotiated by Ambipar Participações, ESG, and the Acquired Companies:

ESG Acquired Company	Economic Value per Share of ESG Acquired Companies (BRL) ⁶	Economic Value per Share of the ESG (BRL) ⁷	Comparative Exchange Ratio (per Valuation Reports)	Exchange Ratio of ESG Acquired Companies
ESG Consulting	66.01	59.86	1.102724704	1.199147037
Mecbrun	38.78		0.64780971	0.68532128
Bioflica	57.84		0.966245039	1.330937432
GMC	10.15		0.16948996	0.215616274
Machines	106.57		1.780266315	1.192529739
Suprema	0.27		0.004474113	0.005216947

The ESG Exchange Ratio, as previously defined in the Agreements and independently negotiated by Ambipar Participações and ESG, is supported by the economic value of Ambipar Participações and ESG, as demonstrated in the following table.

Economic Value per Share of ESG (BRL) ⁸	Economic Value per Share of Ambipar Participações (BRL) ⁹	Comparative Exchange Ratio Based on the Valuation Reports	Exchange Ratio of the Merger of ESG Shares
56.99	123.30	0.462184	0.430708

As observed in the analysis of the tables above, within the scope of the Merger of ESG Shares, the comparative exchange ratio based on the Valuation Reports prepared by the Appraiser, pursuant to Article 264 of the Brazilian Corporation Law, are less favorable to the Company's minority shareholders than the ESG Exchange Ratio, defined in the Agreements. In this regard, no withdrawal rights will be granted to dissenting shareholders based on Article 264 of the Brazilian Corporation Law. However, dissenting shareholders will have withdrawal rights pursuant to Article 252 of the Brazilian Corporation Law.

⁶ Corresponding to the result of the division of (a) the total economic value of the respective ESG Acquired Company as determined in the respective Valuation Report by (b) the total number of issued shares of the respective ESG Acquired Company as of the current date.

⁷ Corresponding to the result of the division of (a) the total economic value of ESG as determined in the respective Valuation Report (BRL 13,916,000,000.00) by (b) the total number of issued shares of ESG as of the current date (232,476,294 shares).

⁸ Economic value per share of ESG on the Base Date, corresponding to the result of dividing (a) the total economic value of ESG determined in the respective Valuation Report (BRL 13,916,000,000.00) by (b) the total number of shares issued by ESG after the Merger of Shares of the ESG Acquired Companies (244,197,788 shares).

⁹ Economic value per share of Ambipar Participações on the Base Date, corresponding to the result of dividing (a) the total economic value of Ambipar Participações determined in the respective Valuation Report (BRL 20,596,000,000.00), by (b) the total number of shares issued by Ambipar Participações prior to the Merger of ESG Shares (167,041,869 shares).

Merger of Response Shares

Regarding the Merger of Response Shares, Ambipar Participações and Response are not parent or subsidiary companies of one another and are not under common control. Accordingly, this item does not apply to the Merger of Response Shares.

9 Applicability of withdrawal rights and redemption value

In the context of the Merger of ESG Shares and the Merger of Response Shares, shareholders of Ambipar Participações who dissent or abstain from voting on the resolutions approving such mergers, or those who do not attend the Extraordinary General Meeting ("**Dissenting Shareholders**"), will have the right to withdraw from Ambipar Participações in accordance with Articles 230 and 252, § 1, of the Brazilian Corporation Law. They must expressly state their intention to exercise this right within thirty (30) days from the date of publication of the minutes of the EGM ("**Withdrawal Right**"). The Withdrawal Right may be exercised by the Dissenting Shareholders with respect to all shares of Ambipar Participações of which they can prove uninterrupted ownership from the present date through the actual date of exercise of the Withdrawal Right.

The redemption value will be BRL 9.75 per share, calculated based on the book value of Ambipar Participações as set forth in the balance sheet included in the financial statements for the fiscal year ended December 31, 2024, as approved by the Annual General Meeting of Ambipar Participações held on April 30, 2025, pursuant to Article 45, § 1, of the Brazilian Corporation Law, without prejudice to the right to request a special balance sheet under Article 45, § 2, of the same law.

With respect to the ESG Acquired Companies, the respective Founding Shareholders have agreed that, pursuant to Articles 136 and 137 of the Brazilian Corporation Law, no withdrawal right will be granted in connection with the Mergers of Shares of the ESG Acquired Companies, as these Founding Shareholders have undertaken to approve such mergers at the respective Extraordinary General Meetings, as expressly stated in the Agreements executed between the parties.

Regarding ESG and Response, there are no dissenting shareholders concerning the approval of the share mergers, given that, at the time of implementation, Ambipar Participações and the Founding Shareholders of the Acquired Companies will be their sole shareholders.

10 Other Relevant Information

In compliance with Article 3 of CVM Resolution 78 and CVM Resolution No. 81 of March 29, 2022, the documents related to the Share Mergers, including the Management Proposal for the EGM and the Protocols and Justifications, are available to the shareholders of Ambipar Participações and ESG at their respective headquarters and on the websites of Ambipar Participações (ri.ambipar.com.br), ESG (ri.esgparticipacoes.com), CVM (www.gov.br/cvm), and B3 (www.b3.com.br), and may be consulted by the shareholders of Ambipar Participações and ESG in accordance with applicable regulations.

The Company is studying the simplification of the structure in the Response Line by consolidating all participation under the Emergency entity.
