



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

*Publicly-held Company*

CNPJ/ME nº 12.648.266/0001-24

NIRE 35.300.384.466 | CVM code 2496-1

### **NOTICE TO THE MARKET**

*Green Notes and Tender Offer*

**AMBIPAR PARTICIPAÇÕES E EMPREENDIMENTOS SA (B3: AMBP3)** (“Ambipar” or “Company”), communicates to its shareholders and the market in general that it approved, at a meeting of the Board of Directors held on this date, **(i)** the beginning of efforts by its wholly owned subsidiary, Ambipar Lux S.À R.L., a limited liability company (*société à responsabilité limitée*) established under the laws of the Grand Duchy of Luxembourg (“Ambipar Lux”), for the potential issuance of debt securities (Green Notes), on the international market (“Potential Offer” and “Notes”, respectively); and **(ii)** the authorization for Ambipar Lux to make an acquisition offer of up to US\$200,000,000.00 (“Maximum Tender Offer Value”) of Green Notes issued by it on January 30, 2024 with remuneration of 9.875% and maturity on February 6, 2031 (CUSIP: 02319W AA9/ L0183E AA3 / ISINs : US02319WAA99/ USL0183EAA30), conditional on the success of the Potential Offer (“Notes 2031” and “Tender Offer”, respectively).

#### **Potential Offer**

The Notes will be secured by guarantees to be provided by the Company and its subsidiaries Environmental ESG Participações SA and Ambipar Emergency Response, a limited liability company incorporated under the laws of the Cayman Islands, in favor of the holders of the Notes as collateral for the obligations to be assumed by Ambipar Lux, within the scope of the Potential Offering.

The Company emphasizes that the effective implementation of the Potential Offer is subject to market conditions, as well as the analysis and fulfillment of other conditions to be defined in due course by its Management.

If the Potential Offering is completed, the net proceeds will be used for (i) refinancing the Company's financial obligations, including the repurchase of the 2031 Notes under the Tender Offer, and (ii) the remainder, if any, for general corporate purposes.

#### **Tender Offer**

The Tender Offer is being made in accordance with the terms and conditions set forth in the tender offer memorandum dated January 22, 2025 (“Offer to Purchase”) and is scheduled to expire at 5:00 p.m. (New York time) on February 20, 2025, and may be extended or terminated earlier at Ambipar Lux’s sole discretion (“Expiration Date”).



Holders of the 2031 Notes ("Holders") must place (and maintain valid) orders to sell the 2031 Notes by 5:00 p.m. (New York time) on February 4, 2025, which date may be extended at the sole discretion of Ambipar Lux ("Early Tender Date").

Holders who tender their 2031 Notes on or before the Early Tender Date will be eligible to receive \$1,015.00 per \$1,000.00 principal amount of 2031 Notes tendered. Holders who tender their 2031 Notes after the Early Tender Date and on or before the Expiration Date will be eligible to receive \$985.00 per \$1,000.00 principal amount of 2031 Notes.

The tender offers relating to the 2031 Notes may be withdrawn in accordance with the terms of the Tender Offer until 5:00 p.m. (New York time) on February 4, 2025, and such date may be extended at the sole discretion of Ambipar Lux ("Withdrawal Date").

Ambipar Lux has the right to amend or revoke the Tender Offer at any time and to increase or decrease the Maximum Amount of the Tender Offer in its sole discretion, subject to applicable law. If the Tender Offer is revoked, any offers to sell the 2031 Notes will be disregarded and the 2031 Notes will be returned to their respective Holders and will remain outstanding. Ambipar Lux reserves the right, in its sole discretion, to not accept any offers of 2031 Notes for any reason.

Settlement of the Tender Offer is subject to the success of the Potential Offer, market conditions and the satisfaction or waiver of other conditions set forth in the Offer to Purchase. The Tender Offer is not conditioned on any minimum quantity of 2031 Notes to be tendered, being limited only to the Maximum Tender Offer Amount.

Any 2031 Notes not tendered or purchased pursuant to the Tender Offer will remain outstanding. All other terms and conditions governing the 2031 Notes will remain unchanged.

### **Notices**

The Company emphasizes that this Notice to the Market does not constitute an offer to sell or a solicitation of purchase orders, nor does it permit the sale of the Notes in any state or jurisdiction in which an offer, solicitation or sale would be illegal. The securities were offered to qualified institutional investors in accordance with the securities laws of the United States of America, as amended (Rule 144A under the U.S. Securities Act of 1933) and to non-US persons in international operations outside the United States (Regulation S of the Securities Act).

The Notes have not been registered under the *Securities Act* or any other regulation of any state, and shall not be offered or sold in the United States, or to U.S. persons, absent registration or an applicable exemption. The issuance of the Notes has not been and will not be registered with the CVM. The issuance of the Notes will not be made in Brazil, except in circumstances that do not constitute a public offering under Brazilian laws and regulations.



This Notice to the Market does not contain any recommendation to Holders whether or not they should tender any 2031 Notes in response to the Tender Offer, or expressing any opinion as to whether the terms and conditions of the Tender Offer are fair to any Holder. Holders must make their own decision whether to tender any of their 2031 Notes and, if so, the principal amount of the 2031 Notes to tender, subject to the terms and conditions of the Tender Offer.

The Tender Offer is being made exclusively through and under the terms of the Offer to Purchase. The Tender Offer has not been registered, approved or reviewed by any federal or state regulatory authority or body in any country.

The Company will keep its shareholders and the market in general informed of any relevant updates regarding the matters discussed herein, in accordance with the applicable regulations. Any communications to shareholders and the market related to the Potential Offer and the Tender Offer will be disclosed by means of a notice to the market or material fact on the websites of CVM (<https://www.gov.br/cvm/pt-br>), B3 ([www.b3.com.br](http://www.b3.com.br)) and the Company (<https://ri.ambipar.com/>).

São Paulo, January 22nd, 2025.

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

**Tercio Borlenghi junior**  
CEO

**Pedro Borges Petersen**  
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