



## VAMOS LOCAÇÃO DE CAMINHÕES, MÁQUINAS E EQUIPAMENTOS S.A.

Listed Company

Corporate Taxpayer's ID (CNPJ/ME) nº 23,373,000\0001-32

Company Registry NIRE nº 35,300,512,642

### MATERIAL FACT

## VAMOS ANNOUNCES THE ACQUISITION OF TIETÊ VEÍCULOS AND CONSOLIDATES ITS POSITION AS THE LARGEST TRUCK DEALER IN THE COUNTRY

**Vamos Locação de Caminhões, Máquinas e Equipamentos S.A.** ("**VAMOS**" or "**Company**"), a publicly traded company, in compliance with CVM Resolution 44/2021 and article 157, paragraph 4 of Law 6,404/1976 ("**Brazilian Corporations Act**"), hereby informs its shareholders and the market in general that yesterday, after market close, Transrio Caminhões, Ônibus, Máquinas e Motores Ltda. ("**Transrio**"), a wholly owned subsidiary of **VAMOS**, entered into a Purchase and Sale Agreement ("**Agreement**") to acquire 100% of **Tietê Veículos Ltda.** ("**Tietê**").

The acquisition consolidates **VAMOS** as the **largest Volkswagen/MAN** truck and bus dealership chain in Brazil, **adding stores in São Paulo (the largest city in the country), Campinas and Guarulhos (two of the largest cities in the State of São Paulo) to its portfolio of truck and bus dealerships**, which together account for approximately 12% of Brazil's GDP.<sup>2</sup> **VAMOS** will maintain its commitment to providing services with the highest quality and service as part of **Grupo VAMOS'** DNA and will strengthen the Group's long-standing relationship with **Volkswagen/MAN**.

### About Tietê Veículos

Founded in 1992 by Grupo Comolatti, **Tietê** is a chain of **Volkswagen Truck and Bus** dealerships, with stores in the cities of **São Paulo (SP), Campinas (SP), and Guarulhos (SP)**. For seven consecutive years, MAN Latin America has chosen **Tietê** as a premium dealership for **Volkswagen** Trucks and Buses, a proof of its high quality services.

At the end of fiscal year 2022, **Tietê** reported the following unaudited figures: R\$ 542 million gross revenue, R\$ 64 million EBITDA, R\$ 37 million net income, and R\$ 11 million net cash.

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<sup>2</sup> IBGE, 2022.



## GEOGRAPHIC FOOTPRINT OF VAMOS' STORES



VAMOS expands its operations in the truck dealer market, reaching **63 stores** (including trucks, machinery and used assets) and becomes the largest chain of heavy assets and machinery dealers in the country, with a large capillarity and a diversified mix of products and brands.

### Strategic Rationale

The acquisition positions VAMOS in three important cities in the State of São Paulo, adding new regions of service to the company's portfolio. In addition, the transaction has the following strategic pillars:

- It reinforces the company's footprint in the state that concentrates the largest GDP in Brazil: Tietê Veículos'** three stores are strategically positioned on the marginal Tietê (São Paulo), on Presidente Dutra Highway (Guarulhos), and near Anhanguera Highway (Campinas), points of great logistic flow;
- Scale:** With the acquisition, VAMOS adds R\$ 542 million to its gross revenue, which, considering the figures in the annual financial statements for 2022, would result in a consolidated gross revenue of R\$ 6 billion for VAMOS;
- Cross-selling and Synergies:** The acquisition brings new opportunities to the operations of Grupo VAMOS, such as the customization of Volkswagen/MAN trucks sold by Tietê (BMB), the sale of road equipment (Truckvan), the expansion of asset sale network (Vamos Seminovos) and complements the customer base. Additionally, the transaction strengthens Grupo SIMPAR's relationship with Volkswagen/MAN and brings new business opportunities to Madre Corretora (selling insurance for trucks and buses) and Banco BBC Digital (offering financial products);
- Maintenance of the independence of the Tietê stores,** with the same management, operation, and sales structure carried out by employees with extensive expertise in the segment and excellence in customer services.
- People:** the transaction reinforces the discipline in acquiring companies with high management quality, with teams committed to business development and growth, with a focus on the customer.



## About the Transaction

The Agreement provides for the **Transrio acquisition of 100% of the shares issued by Tietê for R\$ 331 million of Equity Value**. The Equity Value payment will be made partly in cash and partly in installments, according to the table below:

Valuation After Adjustments		
Enterprise Value (EV)	[R\$ mm]	320.7
(+) Net Cash	[R\$ mm]	10.7
Equity Value	[R\$ mm]	331.4
Payment Terms		
Cash Payment	[R\$ mm]	174.7
1st installment to be paid on the 1st anniversary of the Transaction, adjusted by 100% of the CDI	[R\$ mm]	87.4
2nd Installment to be paid on the 2nd anniversary of the Transaction, adjusted by 100% of CDI	[R\$ mm]	69.4

The transaction is in line with **VAMOS'** strategic plan and preserves its solid capital structure, ensuring the conditions for the further development of **Grupo VAMOS**.

The closing of the transaction is conditioned to the fulfillment of the obligations and conditions precedent usual to this type of operation, including the approval of the **Administrative Council for Economic Defense - CADE and the consent of Volkswagen/MAN**. The Company also clarifies that, since the transaction was carried out through **Transrio**, it does not require the approval of the Company's general meeting, as provided for in art. 256 of the Brazilian Corporations Act, nor will it give rise to the right of withdrawal for the Company's shareholders.

São Paulo, April 06, 2023

**Adriano Ortega de Carvalho**  
CFO and Investor Relations Officer