



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

Listed Company

CNPJ/ME nº 23.373.000\0001-32;

NIRE nº 35.300.512.642

MATERIAL FACT

VAMOS CLOSES AN AGREEMENT TO BUY TRUCKVAN AND EXPANDS ITS BUSINESS PORTFOLIO BY ADDING PRODUCTION AND SALES OF ROAD IMPLEMENTS AND MOBILE UNITS

São Paulo, March 6, 2022 – **Vamos Locação de Caminhões, Máquinas e Equipamentos S.A.** ("**VAMOS**" or "**Company**"), a publicly-held company, in compliance with the provisions in CVM Resolution No. 44/2021 and Section 157, paragraph 4, of Law 6404/76, ("**Brazilian Corporations Act**") hereby informs its shareholders and the market in general that, on this date, **Vamos Seminovos S.A.** ("**Vamos Seminovos**"), a wholly-owned subsidiary of **VAMOS**, **entered into a Purchase and Sale Agreement ("Agreement")**, which, after a capital contribution and a secondary purchase, will result in a 70% stake of **Vamos Seminovos** in **Truckvan Indústria e Comércio Ltda** and **Flal Participações e Empreendimentos Ltda**, jointly ("**Truckvan**"). The transaction will take place upon the acquisition of the shares issued by **Braga Company Investimentos e Participações Ltda** ("**Braga Company**") and **Rafe Investimentos e Participações Ltda** ("**Rafe Investimentos**"), the sole shareholders of **Truckvan**.

The acquisition consolidates **VAMOS** 's outstanding position as a business platform for trucks, machinery, and equipment and is aligned with the Company's strategic planning to grow within its ecosystem targeting resilient, scalable, synergistic markets with high cross-selling potential. With the support and expertise of **VAMOS**, and acting as an independent company, with a team 100% dedicated to the business, **Truckvan** will further expand its rental portfolio and boost its business by customizing products and solutions for its more than 300 clients, consolidating itself as a platform for rental and production of heavy vehicles and road implements in Brazil.

About Truckvan

Founded in 1992 by the Braga and Santilli families, **Truckvan** is a reference in the production of road implements for heavy vehicles and is the largest producer of mobile units in Latin America.

With a 70,000 m² factory on Rodovia Presidente Dutra, in Guarulhos (SP), and more than 450 experienced employees, **Truckvan** has expanded its production capacity and enlarged its portfolio of equipment for sale and rental to customers all over Brazil and from various sectors of the economy, such as food and beverages, agriculture, auto parts, health, telecommunications, and retail.

Currently, the company manufactures several road implements, such as: Dry Bulk Trailer, Sider Semi-trailers, Inloader Semi-trailers, Truck Bodies, and several other equipment. Additionally, **Truckvan** develops customized mobile units with high engineering complexity for a diversified customer base. It also has 130 rented assets (trucks, implements, and mobile units).

Truckvan has high governance standards, including: (i) financial auditing performed by Ernst & Young and Deloitte for over 5 years; (ii) SAP system 100% implemented; (iii) Audit Committee, among others.



Production Plant



Road Implements

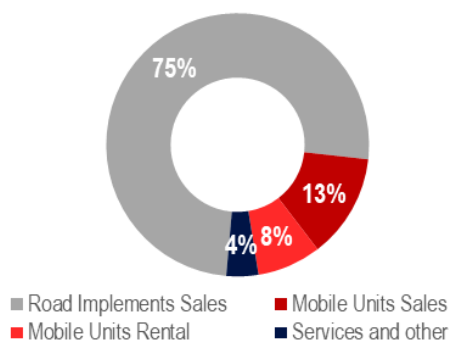


Mobile Units

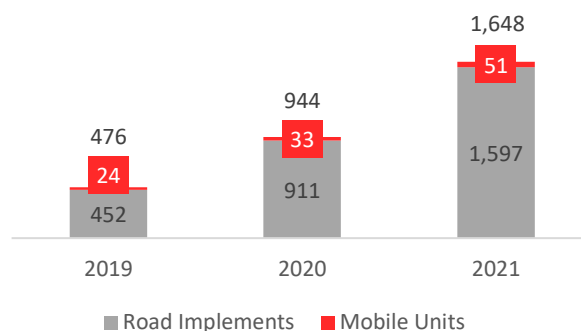


In 2021, Truckvan reported the following figures (not audited): BRL 282 million in Gross Revenue (**82% growth over 2020 and CAGR_(2018 to 2021) of 41%**), BRL 28 million in EBITDA (EBITDA margin of 12%), BRL 9 million in Net Income (net margin of 4%) and BRL 16 million of Net Debt.

Gross Revenue Breakdown 2021



Sales Volume



About the Transaction

The Agreement provides for a capital contribution of BRL 30 million, to be made at the closing date, and a secondary purchase of BRL 54 million, part cash and part in installments, which will result in VAMOS holding an indirect 70% stake of Truckvan through Vamos Seminovos. With this, the valuation of 100% of Truckvan corresponds to BRL 90 million ("Equity Value Pre-Money").

Between the third and fifth year after the closing date of the transaction, Vamos Seminovos will have the right to acquire, and the Braga and Santilli families will have the right to sell, the remaining stake in Truckvan for a price to be defined pursuant to the Shareholders' Agreement to be entered into between the Parties at the closing of the transaction.

The implementation of the Agreement is conditioned to the fulfillment of obligations and conditions precedent usual to this type of operation, including its submission for approval by the **Administrative Council for Economic Defense - CADE, the Brazilian Anti-Trust Agency**. Finally, the Company clarifies that, because the Agreement was entered into through a wholly-owned subsidiary of VAMOS, it does not depend on the resolution of the Company's general meeting, as per Section 256 of Law 6.404/1976. It will neither give rise to the right of withdrawal for its shareholders.



Strategic Rationale

The acquisition follows VAMOS's strategic planning and consolidates its outstanding position as a business platform for trucks, machinery, equipment, and now, road implements:

- I. **Truckvan** will remain as an independent company **with its own team and extensive experience in the segment**, which will continue to be **exclusively dedicated to the development** of new products and increase in market share in the production of road implements and in the growth of the rental of heavy vehicles and road implements to its extensive customer base;
- II. **VAMOS will be inserted in the manufacturing and sale of road equipment and mobile units, a market complementary to its operations and with high growth potential;**
- III. **A platform with flexibility to create customized products and services with high added value** and potential to build **loyalty among VAMOS customers;**

The transaction is VAMOS' 6th strategic move since its IPO 1 year ago, reinforcing the inorganic growth of the Company and its ecosystem.

São Paulo, March 6, 2022.

Gustavo Henrique Paganoto Moscatelli
CFO and Investor Relations Officer