



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 ANNOUNCES ACQUISITION OF HM EMPILHADEIRAS AND BECOMES THE LARGEST INTRALOGISTICS EQUIPMENT RENTAL PLATFORM IN BRAZIL.

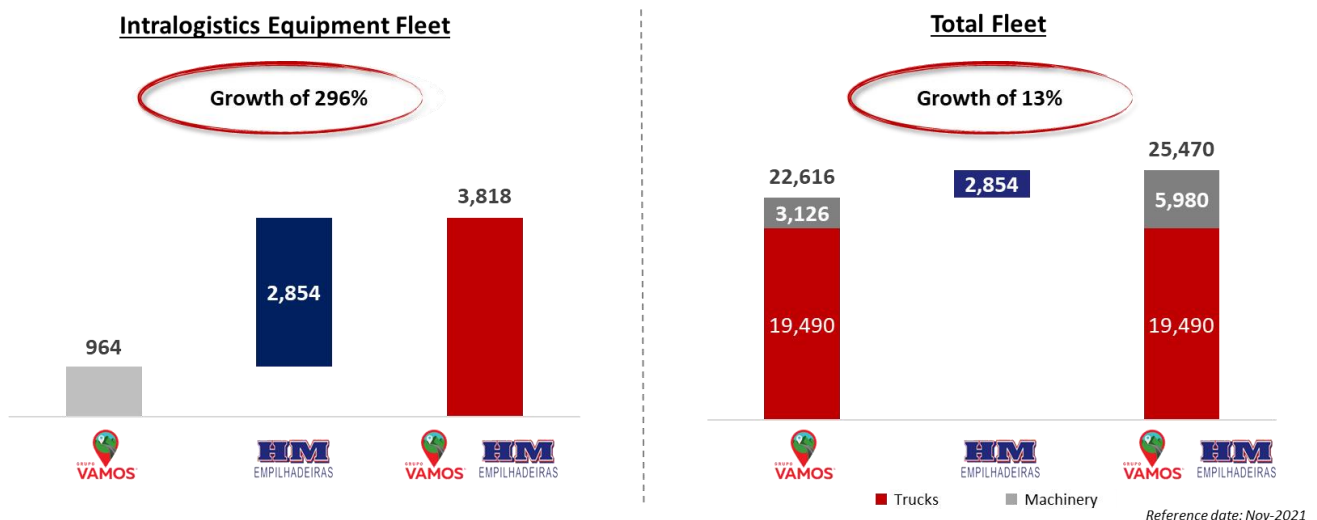
São Paulo, December 9, 2021 - **Vamos Locação de Caminhões, Máquinas e Equipamentos S.A.** ("**VAMOS**" or "Company"), a publicly-held company, in compliance with the provisions in CVM Resolution No. 44/2021 and Section 157, paragraph 4, of Law 6404/76, ("**Brazilian Corporations Act**") hereby informs its shareholders and the market in general that it has entered today into a Purchase and Sale agreement ("**Agreement**") to acquire 100% of HM Empilhadeiras Ltda. ("**HM Empilhadeiras**" or "**HM**").

About HM Empilhadeiras

Founded in 1994, **HM Empilhadeiras** is a company that **rents and sells new intralogistics equipment**, also offering **after-sales services**, corrective and preventive maintenance plans, and sales of **used equipment**, industrial parts and tires. The company has a large **fleet of 2,854 assets**, including **forklifts**, pallet trucks, tow trucks, and others.

HM has a nationwide footprint, with headquarters in Campinas (SP) and three **Toyota dealerships** - Ribeirão Preto (SP), Pouso Alegre (MG), and Bauru (SP), that cover the inland state of São Paulo and the Triângulo Mineiro, an area in the west of the state of Minas Gerais. It also has a branch office in Cabo de Santo Agostinho (PE) that operates as a commercial and support location.

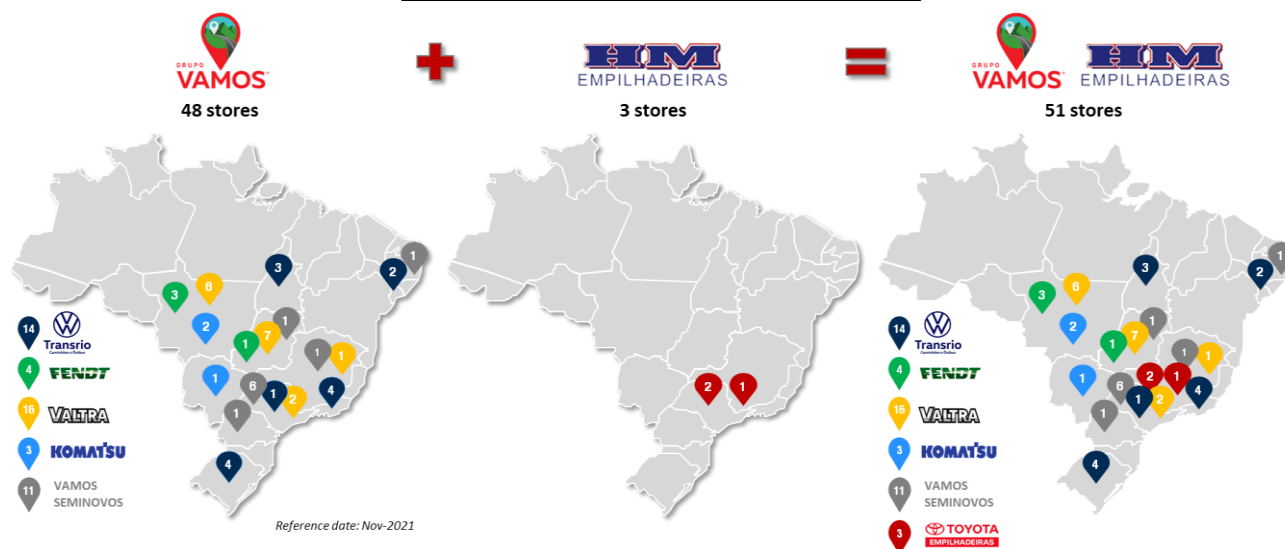
For the **last 12 months** ended October 2021, HM Empilhadeiras presented the following unaudited **figures**: **BRL 84 million gross revenues**, **BRL 37 million EBITDA** (EBITDA margin of 49%), and **BRL 35 million Net Debt**. Additionally, HM also has **BRL 380 million in Future Contracted Revenues**.



VAMOS is the largest trucks, machinery, and equipment rental company in Brazil, with 25,470 assets.



Geographic Footprint - VAMOS Dealerships



VAMOS expands, with the acquisition, its operations in the trucks and machinery dealership market with **51 stores**

Strategic Rationale

The acquisition of HM Empilhadeiras will **leverage the development of VAMOS' business**, both in the **leasing** and **marketing of forklift trucks**, offering customized and high value-added solutions to customers, following the strategic pillars below:

- i. **VAMOS will become the largest intralogistics rental platform in the country**, the acquisition will add **2,854** assets to VAMOS' 964 intralogistics pieces of equipment, in a **total of 3,818 assets**, growth of 296%), making **VAMOS the largest intralogistics equipment rental company in Brazil**. In addition, it will bring 3 Toyota dealerships located in Ribeirão Preto, Pouso Alegre and Bauru, covering the attendance of 260 cities in the state of São Paulo and 181 cities in the state of Minas Gerais;
- ii. **Geographic Footprint in prominent regions:** HM has a strong **footprint** in the **Southeast region**, being responsible for approximately 90% of its revenues. The company also explores regions with high growth potential, especially Brazil's Northeast region;
- iii. **Robust customer base:** HM Empilhadeiras has **159 customers** in its base, which is highly fragmented. The largest customer represents less than 9% of total sales, which reinforces the resilience of HM's results, with contract **renewal rates above 95%** and **business relationships of up to 20 years**;
- iv. **VAMOS creates a business unit focused on unmanned forklift trucks and intralogistics equipment:** VAMOS now has an operation dedicated to the sector, with high potential to grow and transform the business unit, increasing VAMOS' portfolio of products and services with full synergy with the segments where it operates;
- v. **Strengthening and expansion of our relationship with Toyota:** HM Empilhadeiras has a **relationship** of more than **20 years** with Toyota, a **global reference of quality in the sector**. More than 80% of its equipment asset base come from Toyota. The company has also received awards such as the **Best Toyota Dealership in Brazil in 2020**;



- vi. **Potential Operational and Financial Synergies:** the transaction has huge potential for synergies, including: (i) **complementary services and customer base**, and (ii) **reduced cost of capital** and the increase in financial capacity.

About the Transaction

The Agreement provides for **VAMOS acquiring 100% of the quotas issued by HM Empilhadeiras for BRL 150 million of Enterprise Value (EV)**, an amount that will be adjusted based on net debt and other adjustments usual to this type of transaction. The amount of **BRL 50 million will be paid in cash** on the closing date and the **remaining amount will be paid in 36 equal monthly installments, corrected based on 100% of the CDI (Brazilian Interbank Deposit) rate**.

The current controlling shareholder of HM Empilhadeiras, Mr. Anésio Marcelino de Oliveira will remain ahead of the company management for a transition period after the Agreement is executed.

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 previous approval by Toyota, HM's leading supplier, and by the Administrative Council for Economic Defense - CADE, the Brazilian Anti-Trust Agency**.

Finally, the Company will take the necessary steps to compare the acquisition price with the criteria defined by Section 256 of the Brazilian Corporations Act and will eventually communicate the shareholders in the event that the Agreement is required to be submitted for ratification at the Company's general meeting and dissenting shareholders are entitled to withdrawal rights.

São Paulo, December 9, 2021.

Gustavo Henrique Paganoto Moscatelli
CFO and Investor Relations Officer