



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

Publicly Held Company with Authorized Capital

Corporate Taxpayer's ID (CNPJ/ME): 23.373.000/0001-32

Company Registry (NIRE): 35.300.512.642

### **MATERIAL FACT**

**VAMOS LOCAÇÃO DE CAMINHÕES, MÁQUINAS E EQUIPAMENTOS S.A.** (the "**Company**") hereby informs its shareholders and the market that, in connection with the material fact published on June 21, 2023, on June 29, 2023, its board of directors approved the pricing of the 78,926,599 newly issued common shares of the Company (the "**Primary Shares**"), in accordance with Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) ("**CVM**") CVM Resolution No. 44 of August 23, 2021, as amended, and CVM Resolution No. 160, dated July 13, 2022. Simpar S.A. ("**Simpar**"), as selling shareholder, will, as part of the Offering, sell 39,463,299 common shares (the "**Secondary Shares**" and together with the Primary Shares, the "**Offering**"). The Company's board of directors set the price per share at R\$11.00 (the "**Price per Share**") following the conclusion of the bookbuilding process and approved an increase in the Company's capital stock to R\$2,142.6 million represented by 1,104,324,569 common shares.

JSP Holding S.A., the Company's indirect controller and holding company of the Simões' family, which is an investment vehicle of the economic group of the Simões' family, acquired Shares in a percentage not exceeding 20% of the Offering Shares, in accordance with article 56, of the CVM Resolution 160.

The Offering was directed to (i) a certain limited number of professional investors in Brazil, (ii) qualified institutional buyers (as defined under Rule 144A under the United States Securities Act of 1933, as amended, or the "Securities Act") in the United States and (iii) outside of the United States and Brazil, to institutional and other investors that are not U.S. persons (as defined in Regulation S under the Securities Act).

The beginning of trading of the Shares on the São Paulo Stock Exchange (B3 S.A. – Brasil, Bolsa, Balcão) is expected to occur in June 30, 2023, and the settlement of the Restricted Offering is expected to occur in July 3, 2023.



**The Offering has not been and will not be registered under the Securities Act or any other U.S. federal and state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. from, or not subject to, the registration requirements of the Securities Act.**

In order to comply with CVM regulations and to ensure the participation of existing shareholders in the Restricted Offering, a priority right was given to existing shareholders of the Company to subscribe for up to all of the Shares (including the Additional Shares, if applicable) to be placed through the Restricted Offering *pro rata* to their equity participation in the Company.

**The Priority Offering of Shares which occurred in Brazil concurrently with the Offering has not been and will not be registered under the Securities Act or under any U.S. state securities laws. Accordingly, the Priority Offering was only available to investors in the United States or to U.S. persons in reliance on exemptions from registration provided under the Securities Act.**

This material fact notice is disclosed for informative purposes only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities, including the Shares, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

The Company will keep its shareholders and the market in general informed about the progress of the Offering through the disclosure of Notices to the Market or Material Facts on the following web pages: CVM ([gov.br/cvm](http://gov.br/cvm)), B3 ([www.b3.com.br](http://www.b3.com.br)) and Company ([rigrupovamos.com.br](http://rigrupovamos.com.br)).

São Paulo, June 29, 2023

**Adriano Ortega Carvalho**

Chief Financial and Investor Relations Officer