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

Publicly Held Company

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

Company Registry (NIRE): 35.300.512.642

MATERIAL FACT

VAMOS SEMINOVOS ACQUIRES BMB AND ADDS CUSTOMIZED AND HIGH VALUE-ADDED SOLUTIONS TO VAMOS' UNIQUE PLATFORM

São Paulo, June 22, 2021 – **Vamos Locação de Caminhões, Máquinas e Equipamentos S.A.** (“Vamos” or “Company”), a publicly held company, as per Instruction 358/2002 of the Brazilian Securities and Exchange Commission (“CVM”) and paragraph 4 of article 157 of Law 6,404/1976, hereby informs its shareholders and the market in general that it executed today a Sales Agreement (“Agreement”) for the acquisition of 70% of BMB Mode Center S.A. (“BMB Brazil”) and 70% of BMB Latin America Sociedade Anonima de Capital Variable (“BMB Mexico”), jointly referred to as BMB (“BMB”), by Vamos Seminovos S.A. (“Vamos Seminovos”), a wholly-owned subsidiary of the Company (“Transaction”). Vamos also informs that all Precedent Conditions were fulfilled and, consequently, the Closing Transaction Term (“Term”) and the Shareholders' Agreement of BMB Brazil and BMB Mexico (“Agreement”) were signed today. Therefore, as of this date, BMB Brasil and BMB Mexico become subsidiaries of Vamos Seminovos.

About BMB

BMB Brasil was founded 20 years ago and was the first customization center of Volkswagen/MAN Brazil trucks and buses. BMB Mexico was founded in 2017 to customize Volkswagen/MAN heavy-duty vehicles in Mexico.

Over its history, BMB improved its engineering and technically evolved and is currently one of Volkswagen/MAN's main partners in the creation of tailor-made engineering solutions for heavy-duty vehicles. BMB has a team of experts extremely qualified technically to create solutions customized for trucks and buses that will be used by all sectors.

Over its history, BMB has already customized more than 160,000 vehicles, accounting for 21% of the volume of vehicles sold by Volkswagen/MAN in the period and 7.2% of the total.

BMB Brazil and BMB Mexico plants are located in Porto Real (RJ) and Querétaro in Mexico, respectively, close to Volkswagen/MAN plants. This proximity helps speeding up delivery and vehicle availability for the optimization of the customization process.



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In the last 12 months (June 2020 to May 2021), BMB reported gross revenue of R\$98.4 million (**growth of 43% over 2020**), 95% of this revenue came from the operations in Brazil, and the remainder from the operations in Mexico. In the first 5 months of 2021, BMB reported a gross revenue of R\$52.6 million (**growth of 130% over 2020**). On May 31, 2021, BMB reported net cash of R\$3.6 million.

Furthermore, BMB sustainably has innovation in its DNA, with 58% of its energy currently coming from renewable sources. It only uses electric forklifts in its plants. With these initiatives, BMB avoids the emission of approximately 356 tons of CO₂ and 11 tons of SO₂ per year. In 2021, BMB was certified with the Great Place to Work seal, proving to be among the best companies to work for.



Strategic Rationale

The acquisition of BMB will leverage Vamos's business growth, both regarding rental and sale of heavy-duty vehicles by offering tailor-made and high value-added solutions to its customers, following the strategic pillars below:

- i. **Technology and expertise in heavy-duty vehicle customization:** the long-standing relationship between BMB and Volkswagen/MAN brings a distinguished engineering qualification to Grupo Vamos, accrediting the Company to deliver even more complete solutions to its customers;
- ii. **Platform for creating new products:** BMB, as part of a larger group, will expand its portfolio and leverage the creation of new products and customized solutions to serve Volkswagen/MAN on a differentiated scale;
- iii. **Internationalization:** the Transaction is Grupo Vamos' first step towards internationalization, with its first operation abroad (in Latin America's second-largest market);



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- iv. **Management:** BMB's main executives, Marcos Balbinot and Sergio Secco, remain shareholders and executives at the head of the company, having the autonomy to lead the activities currently carried out by the company together with its team;
- v. **Strategic Acquisitions:** this Transaction marks the 4th acquisition in the year and proves the discipline to acquire companies with supplementary activities to those developed by the Company and that increases the added value of the products and services offered. Vamos' main focus continues on organic growth, given that its operation market is strong and underexplored.

About the Transaction

The Agreement and Term provide for the acquisition of 70% of BMB by Vamos Seminovos, on this date, for R\$43.3 million of Enterprise Value ("EV"), which will be restated based on the net debt/net cash ratio, working capital, and other customary adjustments in this type of transaction. R\$15.5 million were paid in cash and the remainder in 36 equal monthly installments adjusted by 100% of the CDI.

BMB Brazil's current shareholder, Marcos Balbinot, will hold the remaining 30% of BMB Brazil and BMB Mexico's current shareholders, Marcos Balbinot and Sergio Secco, will hold 20% and 10%, respectively, of BMB Mexico.

Vamos Seminovos will have the right to acquire, and BMB Brazil's and BMB Mexico's current partners will have the right to sell, as from the 3rd year, the remaining interest in the share capital of BMB, for a price to be defined under the Agreements. The acquisition price of the remaining installment will be paid in cash.

Finally, the Company clarifies that, as it was carried out through Vamos Seminovos, the Transaction does not depend on the resolution of the Company's general meeting, pursuant to art. 256 of Law No. 6.404 / 1976, nor will it give rise to the right of withdrawal for its shareholders.

São Paulo, June 22, 2021.

Gustavo Henrique Paganoto Moscatelli
Chief Financial and Investor Relations Officer