



ecorODOVIAS

ECORODOVIAS INFRAESTRUTURA E LOGÍSTICA S.A
(Publicly Held Company)

CNPJ/ME No. 04.149.454/0001-80 | NIRE No. 35.300.181.948

CVM Code No. 01945-3

B3 Ticker: "ECOR3"

MATERIAL FACT

ECORODOVIAS INFRAESTRUTURA E LOGÍSTICA S.A ("Company" or "Ecorodovias") (**B3:ECOR3**), pursuant to Section 157, §4° of Law No. 6,404, dated December 15, 1976, as amended, and the Brazilian Securities Commission (*Comissão de Valores Mobiliários*) ("CVM") Rule 358, dated January 3, 2002, as amended, hereby informs its shareholders and the market in general that on June 9, 2021, the members of the Company's Board of Directors approved a primary offering of up to 137,635,144 common shares issued by the Company (the "Shares"), in accordance with CVM Rule 476 dated January 16, 2009, as amended (the "Base Offering") to (i) no more than 75 professional investors in Brazil, as defined under CVM Resolution No. 30, dated May 11, 2021, (ii) qualified institutional buyers (as defined under Rule 144A of the United States Securities Act of 1933, as amended (the "Securities Act") in the United States, and (iii) certain institutional and other investors outside the United States and Brazil that are not U.S. persons (as defined in Regulation S of the Securities Act). In accordance with CVM regulations, the total number of Shares proposed to be offered may be increased by up to 25% of the total number of Shares initially offered, or up to 34,408,786 Shares, in a secondary offering (the "Additional Shares"), at the same offering price, to be offered and sold by Primav Infraestrutura S.A. (the "Additional Offering" and together with the Base Offering, the "Restricted Offering").

In order to comply with CVM Rule 476 and to ensure the participation of current shareholders in the Restricted Offering, a priority right will be given to existing shareholders of the Company to subscribe for up to all of the Shares to be placed by the Company through the Restricted Offering *pro rata* to their shareholdings in the Company's capital (the "Priority Offering"). Therefore, all of the Shares to be offered by the Company in the Restricted Offering will be offered to existing shareholders first, pursuant to the Priority Offering.

The Restricted Offering and the Priority Offering of Shares being undertaken in Brazil have not been and will not be registered under the Securities Act or under any U.S. state securities laws. Accordingly, the Shares may not be offered, sold, pledged or otherwise transferred into the United States or to U.S. investors, unless they are registered, or exempt from, or not subject to, registration under the Securities Act.



This material fact (i) should under no circumstances be construed as, nor constitute, an investment recommendation, an offer to sell or the solicitation of an offer to purchase any of the Company's securities in the United States, Brazil or any other jurisdiction; and (ii) is not intended to be published or distributed, directly or indirectly, in the United States or in any other jurisdiction and is for informational purposes only. The distribution of announcements and the offer and sale of securities in certain jurisdictions may be prohibited by law.

If you would like to receive a free translation of the full Portuguese-language *fato relevante* and are able to certify that you are a "qualified institutional buyer" (as defined in Rule 144A under the Securities Act) to the reasonable satisfaction of the Company, please contact the Company's Investor Relations Department in the City of São Paulo, State of São Paulo, Brazil at Rua Gomes de Carvalho, 1510, Conj. 31/32, Vila Olímpia, CEP 04547-005, or access the Company's website at <https://ri.ecorodovias.com.br>

São Paulo, June 10, 2021

Marcello Guidotti

Chief Financial and Investor Relations Officer

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