



**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, and in addition to the information disclosed in the material fact dated June 10, 2021, hereby informs its shareholders and the market in general that on June 22, 2021, the members of the Company’s Board of Directors approved the pricing of a restricted offering of 137,635,144 common shares issued by the Company (the “Shares”), in accordance with CVM Rule 476 dated January 16, 2009, as amended (“CVM Instruction 476,” and the “Base Offering,” respectively) to (i) no more than 75 professional investors, as defined under CVM Resolution No. 30, dated May 11, 2021 and subscribed/acquired by up to 50 professional investors in Brazil, (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 was upsized by 14.5% of the total number of Shares initially offered, or by 20,000,000 Shares, in a secondary offering, at the offering price (the “Additional Shares”), by Primav Infraestrutura S.A. (the “Additional Offering” and together with the Base Offering, the “Restricted Offering”).

The Company’s Board of Directors set the price per Share at R\$12.50 (the “Price per Share”) following the conclusion of the bookbuilding process and approved an increase of the Company’s capital stock of R\$1,720,439,300.00, through the issuance of 137,635,144 shares, totaling a capital stock of R\$2,101,489,404.07, divided into 696,334,224 shares.

In order to comply with CVM Instruction 476 and to ensure the participation of current 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 to be placed by the Company 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 were offered to existing shareholders of the Company before any other investors pursuant to the Priority Offering.

**The beginning of trading of the Shares on the São Paulo Stock Exchange (B3 S.A. – *Brasil, Bolsa, Balcão*) is expected to occur on June 24, 2021, and the settlement of the Restricted Offering is expected to occur on June 25, 2021.**

**The Restricted Offering and the Priority Offering of Shares occurring 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 in 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, including the Shares, 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 22, 2021

**Marcello Guidotti**

Chief Financial and Investor Relations Officer

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