

MATERIAL FACT STATEMENT

ECORODOVIAS INFRAESTRUTURA E LOGÍSTICA S.A. publicly-held company (*companhia aberta*)

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

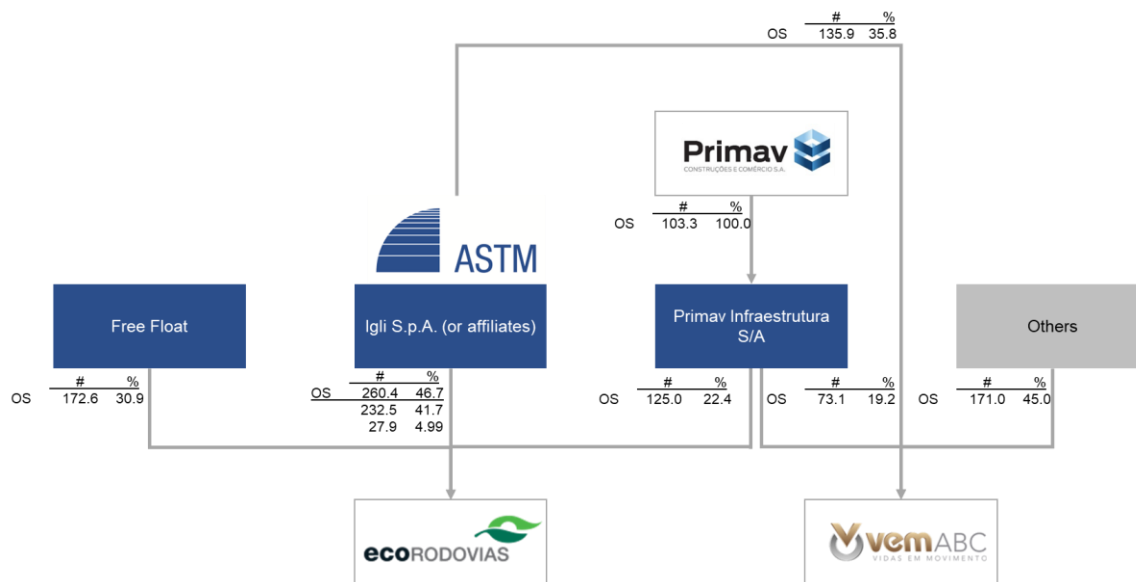
ECORODOVIAS INFRAESTRUTURA E LOGÍSTICA S.A., a publicly-held corporation (*companhia aberta*) headquartered at Rua Gomes de Carvalho, No. 1510, 3rd floor, in the city of São Paulo, State of São Paulo ("EcoRodovias" or the "Company"), as per the Brazilian *Comissão de Valores Mobiliários* ("CVM") Instruction No. 358 of January 3, 2002, as amended ("CVM Instruction 358"), and in furtherance to the Material Fact Statement disclosed on July 31, 2020, hereby informs its shareholders and the public in general that, on the date hereof, upon fulfillment of all conditions precedent, the first closing ("First Closing") provided in the dissociation agreement ("Dissociation Agreement") entered into on July 30, 2020, by and among: (i) the Company's direct controlling shareholder, Primav Infraestrutura S/A ("Primav Infra"); (ii) the Company's indirect co-controlling shareholders, Primav Construções e Comércio S/A ("Primav CC") and Igli S.p.A. ("Igli"); and (iii) the Company, has occurred.

Upon the occurrence of the First Closing, the corporate reorganization described below and in the Material Fact Statement of July 31, 2020 was implemented and, as a result thereof, the Company's co-control structure that existed so far at the holding company's level (Primav Infra), is now kept directly at EcoRodovias' level.

In the context of the First Closing, the following actions were performed:

- (i) On March 10, 2021, Igli made an equity contribution to Primav Infra in the total amount of BRL 880,904,700.82, and the proceeds thereof were exclusively used by Primav Infra to pay, on the date hereof, its existing financial indebtedness ("Primav Infra's Capitalization").
- (ii) On the date hereof, Igli and Primav CC approved a partial spin-off of Primav Infra, as a result of which: (a) Primav Infra transferred to Igli do Brasil Participações Ltda., a Brazilian limited company wholly-owned by Igli ("Igli Brasil"), 232,504,226 common shares issued by EcoRodovias and 135,923,941 common shares issued by Concessionária do Monotrilho da Linha 18 Bronze S.A. ("Vem ABC"); (b) Igli ceased to own any equity stake in Primav Infra; (c) Primav Infra became a wholly-owned subsidiary of Primav CC; and (d) Primav Infra continued to hold 125,000,000 common shares issued by EcoRodovias and 73,076,059 common shares issued by Vem ABC ("Partial Spin-off") and, together with Primav Infra's Capitalization, the "Reorganization").

As a result, of the implementation of the Reorganization, the corporate structure of Primav Infra, EcoRodovias and Vem ABC is as follows:



Note: Excludes treasury shares of EcoRodovias.

- (iii) An amendment to the existing Shareholders' Agreement of Primav Infra and EcoRodovias ("Amended SHA") was entered into simultaneously with the implementation of the Reorganization, so as to reflect the existing EcoRodovias' co-control structure between Primav CC (through Primav Infra) and Igli (through its wholly-owned subsidiary Igli Brasil), as a block, as it has been until now at Primav Infra's level.
- (iv) This co-control structure of the Company will remain valid until: (i) the date of completion of the EcoRodovias Capitalization (as defined in the Material Fact Statement of July 31, 2020); or (ii) in case the EcoRodovias Capitalization does not occur by December 31, 2021, because of extraordinary circumstances set forth in the Dissociation Agreement (i.e., non-fulfillment of applicable conditions precedent), then the existing co-control structure would be amended and, from then onwards, the simple majority vote will apply as a general rule, except with respect to the approval of certain extraordinary matters that will require Primav Infra's and Igli's joint affirmative votes, as provided by the Amended SHA; or (iii) May 4, 2026 (which corresponds to the end of the term of validity of both the original shareholders' agreement of EcoRodovias and the Amended SHA), whichever occurs first.

Except for 2,500,000 shares issued by EcoRodovias held by Primav Infra after the Reorganization, all of the remaining 355,004,226 shares that were held by Primav Infra and were bound by the original Shareholders' Agreement of EcoRodovias will continue to be bound by the Amended SHA.

The shares bound by the Amended SHA owned by Primav Infra and Igli Brasil are subject to certain lock-up covenants until either: (i) the end of the period of three (3) months following the EcoRodovias Capitalization (or a longer period if agreed with the underwriters of the 476 Offer (as defined in the Material Fact Statement of July 31, 2020), and provided that Primav Infra may also sell shares in a secondary tranche of the 476 Offer, depending on the recommendation of the underwriters and provided that shares potentially offered by Primav Infra shall

not be acquired by Igli); or (ii) if the EcoRodovias Capitalization has not occurred as of December 31, 2021, until such date, provided that in such case Primav Infra shall be able, after December 31, 2021, to transfer its EcoRodovias' shares up to the limit of its Locked-Up Control Shares (as defined in the Amended SHA).

A complete translation and a copy of the executed Amended SHA has been filed at the Company's Headquarters for purposes of article 118 of Law No. 6,404 of December 15, 1976, as amended, and is available to shareholders at the Company's headquarters and on the websites of the Company (www.ecorodovias.com.br/ri) and the CVM (www.cvm.gov.br).

- (v) Also on the date hereof, for the purposes of the 476 Offer to be pursued by the Company, Igli Brasil and EcoRodovias entered into an anchor agreement ("Anchor Agreement"), by means of which, subject to the EcoRodovias' shareholders' priority rights pursuant to CVM Instruction 476, Igli Brasil has agreed to subscribe for a minimum number of new common shares to be issued by EcoRodovias in the aggregate amount of R\$ 1.2 billion (or a proportional reduced amount, depending on market conditions), in the context of such 476 Offer, and the Company has agreed to allocate to Igli Brasil (or any of its affiliates) a number of new shares necessary to allow Igli, together with its affiliates, including Igli Brasil, to become the owner of common shares representing 51% of EcoRodovias' share capital immediately following the 476 Offer (on a fully diluted basis, including any treasury shares). The relevant share issue price of the new shares will be determined pursuant to a customary bookbuilding process. As informed in the Material Fact Statement of July 31, 2020, Primav Infra has already waived its priority right with respect to the 476 Offer.

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This Material Fact Statement does not constitute an offer of securities for sale in Brazil or any other market. It is only intended for information purposes, under the terms of the applicable regulations, and shall not, in any circumstances, be deemed or considered as an investment recommendation, an offer for sale, or a solicitation or offer for acquisition of Company's securities.

EcoRodovias will keep the market informed of any further material facts related to the Dissociation Agreement.

São Paulo, March 11, 2021.

Marcello Guidotti
**Finance and Investor Relations
Executive Officer**