

MATERIAL FACT**ECORODOVIAS INFRAESTRUTURA E LOGÍSTICA S.A.**

Publicly held company
CNPJ/MF nº 04.149.454/0001-80

ECORODOVIAS CONCESSÕES E SERVIÇOS S.A.

Publicly held company
CNPJ/MF nº 08.873.873/0001-10

CONCESSIONÁRIA ECOVIAS DOS IMIGRANTES S.A.

Publicly held company
CNPJ/ME nº 02.509.491/0001-26

ECORODOVIAS INFRAESTRUTURA E LOGÍSTICA S.A. (“Company” or “Ecorodovias”), **ECORODOVIAS CONCESSÕES E SERVIÇOS S.A.** and **CONCESSIONÁRIA ECOVIAS DOS IMIGRANTES S.A.**, (“Concessionaire”), in attendance to the paragraph 4 of the article 157 of the Brazilian Law n. 6,404/76, and to the Brazilian Security Commission – *Comissão de Valores Mobiliários* (“CVM”) Act n. 358/02, hereby announce to their shareholders and the market that, after negotiations between the Government of the State of São Paulo (“Granting Authority” or “State”) and the Concessionaire, the Granting Authority has published in the State Gazette that, on April, 30th of 2021, the State entered into with the Concessionaire, with the intervention and consent of the Regulatory Agency for Transportation of the State of São Paulo - *Agência Reguladora de Serviços Públicos Delegados de Transporte do Estado de São Paulo* (“ARTESP”, and, together with Granting Authority and Concessionaire, “Parties”), the Amendment nº 18/2021 (“Amendment nº 18/2021”) to the Concession Agreement 007/CR/1998 (“Concession Agreement”).

The Amendment nº 18/2021 seeks to establish the premises, including financial ones, that shall be considered to the execution of a new amendment to the Concession Agreement (“Definitive Amendment”), which will settle the following issues between the Parties: (i) extinction of current judicial conflicts; (ii) rebalancing, by extending the Concession Agreement term, due to some claims regarding imbalance events already approved by ARTESP (“Regulatory Claims”); (iii) insertion, in the Concession Agreement, of some new investments necessary for this public utility; (iv) substitution of the toll fare readjustment index to “IPCA” index, as of July 1st of 2021 (that considers the variation amount of the IPCA index from May 2020 to May 2021), including this month; and (v) the discipline of new premises and conditions for the economic and financial rebalance due to future events (“Agreement”).

With regard to the solution of judicial conflicts concerning the Concession Agreement, the Amendment n. 18/2021 included the lawsuit n. 1045799-02.2014.8.26.0053 (“Action for Annulment”), which seeks the annulment of the Amendment n. 10/2006 (“Amendment n. 10/2006”), by which the Concession Agreement term has been extended from May 2018 to March 2024 for the purpose of economic and financial rebalancing.

For the extinction of the Action for Annulment in the context of the Definitive Agreement, the amount of the imbalance provided for in the Amendment n. 09/2006 has been recalculated by ARTESP considering premises, which were set only for the execution of the Definitive Agreement, concerning the original Internal Rate of Return (“IRR”) at 20,59867% and real traffic, which resulted in the amount of BRL 891.4 million, (July/20 and 23rd year of the Concession Agreement), which shall be rebalanced through: (i) a payment of the amount of BRL 613 million to the Granting Authority, by the Concessionaire, in the context of the Definitive Agreement execution, (ii) reduction of the amount of BRL 278.4 million (July/20 and 23rd year of the Concession Agreement) of the imbalance due to the Concessionaire for implementing some new investments that regard special conservation of the road during the entire period of the Concession Agreement extension, and (iii) maintenance of the term set forth in the Amendment n. 10/2006.

As a demonstration, by the Concessionaire, of the strong intention of entering into the Definitive Amendment and as a compensation for the extinction of the Action for Annulment, the Concessionaire will deposit the

amount of BRL 613 million in an escrow account, owned by Ecovias, in a first-rate financial institution, having in view that the Granting Authority will only be authorized to withdraw the referred amount of money if and when the Definitive Amendment is signed.

Regarding the Concession Agreement economic and financial rebalancing, in which the Regulatory Claims and the new investments to be incorporated to the Concession Agreement will be considered, it is possible to estimate that, if the Definitive Amendment will be executed, the Concession Agreement term will be extended until March 2033, considering traffic projections according to the ARTESP method, which may vary depending on subsequent traffic analysis, in accordance with Marginal Cash Flow method.

The following Amendment n. 18/2021 guidelines should be highlighted:

- Imbalance due to depreciation and Regulatory Claims non specified in the items below:

- (i) Depreciation: verified until the current year of the Concession Agreement, considering 16.58% IRR + IGP-M index;
- (ii) Regulatory Claims not specified in the items below: verified until the current year of the Concession Agreement, considering 20,59867% IRR + IGP-M index;

The sum of both imbalances provided for in the items “i” and “ii” above shall be readjusted from the current year and it shall be rebalanced as of March 2024 at 16,58% IRR + IGP-M index.

- Imbalance since 2018 due to the partial toll fare readjustment in 2013 and 2014:

Original 20,59867% IRR + IGP-M index until May of 2024, including this month; and 8,2% IRR + IGP-M index, as of June of 2024, for the rebalancing, which shall be made through the extension of the Concession Agreement term according to the Marginal Cash Flow method.

- Imbalance due to the difference between IGP-M and IPCA readjustment indexes during the period of July of 2014 and July of 2020:

12,5% IRR + IGP-M index, according to Amendment n. 15/2011;

The calculation of the imbalance due to the fare reduction that was accumulated during the period from 2014 to July 2020, which represents the percentage of 10.9367% over the fare, considering real traffic estimated until 03/28/2024, shall be rebalanced through the extension of the Concession Agreement term according to the Marginal Cash Flow method.

- New investments – Special conservation during the Concession Agreement extension period, which shall be rebalanced in favour of the Concessionaire through:

(i) reduction of the amount of BRL 278.4 million (July/20 and 23rd year of the Concession Agreement) of the imbalance due to the Concessionaire for implementing these new investments, and (ii) rebalancing of the rest of this imbalance due to the Concessionaire through the extension of the Concession Agreement term, at 7.65% IRR + IGP-M index and considering the premises of the Marginal Cash Flow method. The amount of this investment is estimated at BRL 842.5 million (July/2020), which will be distributed until 2033, and it shall be confirmed for signing the Definitive Amendment.

- New investments – Improvement works and capacity enlarging works between km 59 and km 65 of SP 150 road – Connexion Port/City – Santos (2nd phase of the Binary System – “Sistema Binário”), which shall be rebalanced in favour of the Concessionaire:

Rebalancing through the extension of the Concession Agreement term, at 7,65% IRR + IGP-M index, according to the premises of Marginal Cash Flow Method. The amount of this investment is estimated at BRL 254.3 million (July/2020), and it shall be confirmed for signing the Definitive Amendment.

- New investments – Improvement works in São Vicente urban stretch in the approximate amount of BRL 44 million that shall not be rebalanced in favour of the Concessionaire.

With regard to the imbalances that have not composed the Definitive Agreement or to those future imbalances, the Amendment n. 18/2021 provided for that the calculation and the rebalancing of these imbalances shall observe the marginal cash flow method. This provision shall be ratified by the Definitive Amendment.

The Company reinforces that the Agreement shall only take place and be effective through the execution of the Definitive Amendment, considering the Amendment n. 18/2021 is a preliminary and a preparatory agreement for this new and further Amendment. The calculation detailing of the rebalances due to the Concessionaire will keep current pace, and when it will be concluded, this information will be disclosed, by the means of a new relevant fact, with the eventual Definitive Amendment execution.

Ecorodovias ratifies its commitment to its obligations, as a publicly held company listed in the B3 New Market, considering that every and each relevant piece of information will be disclosed in accordance with the law.

São Paulo, April 30th of 2021

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