

"This notice is for information purposes only and is not an offering to sell securities."

**NOTICE OF CLOSING OF THE PUBLIC OFFERING OF SECONDARY DISTRIBUTION OF SIMPLE DEBENTURES, NON-CONVERTIBLE INTO SHARES, OF THE UNSECURED TYPE, OF THE SECOND SERIES OF THE SIXTEENTH ISSUE BY**



**CCR S.A.**

Publicly-Held Company with Authorized Capital - CVM No. 01882-1  
National Corporate Taxpayer's Register of the Ministry of Economy (CNPJ/ME) No.  
02.846.056/0001-97 – Company Register Identification Number (NIRE) 35.300.158.334  
Avenida Chedid Jafet, 222, Bloco B, 5º andar, Vila Olímpia, Postal Code (CEP) 04.551-065  
São Paulo, São Paulo

**250,421 Second Series Debentures of the Sixteenth Issue of CCR S.A.**  
**Total Value of the Secondary Offering – Up to BRL 253,145,297.97**  
**Base Price per Second Series Debenture: BRL 1,010.87**  
**Indicative Range: BRL 1,000.00 to BRL 1,300.00**

**Registration of the Secondary Offering: CVM/SRE/SEC/2022/003, on August 5, 2022**  
**ISIN Code of the Second Series Debentures: BRCCRODBS0N1**  
**Definitive Issue Risk Rating by**  
**Standard & Poor's Ratings do Brasil Ltda.: "brAAA"**

Pursuant to provisions of the Resolutions of the Securities and Exchange Commission ("CVM") No. 400, of August 23, 2021, and pursuant to articles 29 and 54-A of the CVM Instruction No. 400, of December 29, 2003, as amended ("CVM Instruction 400") and the "ANBIMA Regulation Code and Best Practices for Structuring, Coordination and Distribution of Public Offerings of Securities and Public Offerings for the Acquisition of Securities", in force since May 6, 2021 ("ANBIMA Code for Public Offerings"), **BANCO BTG PACTUAL S.A.**, as a leading intermediary institution ("BTG Pactual" or "Lead Coordinator"), Banco Bradesco BBI S.A. (Bradesco BBI), Banco Itaú BBA S.A. ("Itaú BBA"), Banco Safra S.A. ("Safra") and Banco Santander (Brasil) S.A. ("Santander") and, together with the Lead Coordinator, Bradesco BBI, Itaú BBA and Safra, the "Coordinators"), as intermediary institutions of the Offering (as defined below), hereby announce the closing of the public offering of secondary distribution of two hundred and fifty thousand four hundred twenty one (250,421) second series debentures, all registered, book-entry, simple, non-convertible into shares, unsecured, of the sixteenth (16th) issue of **CCR S.A.**, as issuer ("Issuer" or "Company", "Issue" and "Restricted Offering"), with unit par value of one thousand reais (BRL 1,000.00), on the issue date of the Debentures, which was January 15, 2022 ("Issue Date"), totaling two hundred and fifty million four hundred and twenty one thousand (BRL 250,421,000.00), owned by Banco BTG Pactual S.A., Banco Bradesco S.A., Itaú Unibanco S.A., Banco Safra S.A., Banco Santander (Brasil) S.A. and Santander Hermes Renda Fixa Fundo Incentivado de Investimento em Infraestrutura ("Secondary Offering Debentures", "Offering" or "Secondary Offering" and "Selling Debenture Holders", respectively).

The Offering comprised the distribution of the Secondary Offering Debentures in Brazil by the Coordinators and also by (i) XP Investimentos Corretora de Câmbio, Títulos e Valores Mobiliários S.A., (ii) Órama Distribuidora de Títulos e Valores Mobiliários S.A., (iii) Warren Corretora de Valores Mobiliários e Câmbio Ltda., (iv) RB Investimentos Distribuidora de Títulos e Valores Mobiliários Ltda., (v) Modal Distribuidora de Títulos e Valores Mobiliários Ltda. and (vi) Ativa Investimentos S.A. Corretora de Títulos, Câmbio e Valores, financial institutions that are part of the securities distribution system, duly authorized to operate in the capital market, which were contracted by the Coordinators to participate in the Offering exclusively to receive Reservation Requests (together, "Special Participants") and, together with the Coordinators, "Institutions Participating in the Offering"), as institutions invited by the Coordinators to participate in the Offering.

Except when specifically defined in this notice of closing of public distribution of Debentures ("Notice of Closing"), the terms used herein, with initial capital letter, will have the meaning ascribed to them in the "*FINAL PROSPECTUS OF THE PUBLIC OFFERING OF SECONDARY DISTRIBUTION OF SIMPLE DEBENTURES, NON-CONVERTIBLE INTO SHARES, OF THE UNSECURED TYPE, OF THE SECOND SERIES OF THE SIXTEENTH ISSUE BY CCR S.A.*" ("Final Prospectus", provided that the definition of Final Prospectus includes all its attachments and documents, which are incorporated therein by reference) and in the "*Private Indenture of the Sixteenth (16th) Issue of Simple Debentures, Non-Convertible into Shares, of the Unsecured Type, in Two Series, for Public Distribution with Restricted Efforts, of CCR S.A.*", as amended, entered into between the Issuer and Pentágono S.A. Distribuidora de Títulos e Valores Mobiliários, a financial institution, with a branch in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, nº 2.954, 10º andar, Conjunto 101, Jardim Paulistano, CEP 01.451-000, enrolled with the CNPJ/ME under No. 17.343.682/0003-08 ("Trustee" and "Indenture", respectively).

## **1. AUTHORIZATIONS**

The Indenture was executed based on the resolutions of the Board of Directors of the Issuer adopted in a meeting held on January 11, 2022 ("Issuer's BOD Meeting"), which resolved, among other matters, to carry out the Issue and the Restricted Offering, pursuant to CVM Instruction 476, as well as its terms and conditions, and the authorization to the Issuer's executive board to practice any and all acts and to sign any and all documents necessary for the implementation and formalization of the resolutions taken in the Issuer's BOD Meeting, especially the execution of all documents necessary to carry out the Restricted Offering and the Issue, including the amendment to the Indenture to reflect the result of the bookbuilding procedure and the Restricted Offering Distribution Agreement, as well as to hire service providers for the Restricted Offering, with the Issuer's executive board being duly authorized to negotiate and sign the respective contracting instruments and any amendments, all in accordance with article 59 of the Brazilian Corporation Law and in accordance with the Issuer's bylaws.

## 2. REQUIREMENTS

The Restricted Offering and the Secondary Offering were carried out in compliance with the following requirements:

**Filing and Publication of the Corporate Resolutions:** Pursuant to article 62 and article 289 of the Brazilian Corporation Law, the minutes of the Issuer's BOD Meeting that approved the Restricted Offering were filed in a session held on January 24, 2022, under no. 33.981/22-0, at the Board of Trade of State of São Paulo (JUCESP), and published in the newspaper "Valor Econômico", in compliance with the provisions of item I of article 62 and article 289 of the Brazilian Corporation Law, as described in the Indenture.

**Registration of the Indenture and its Amendments:** Pursuant to article 62, item II, and paragraph 3, of the Brazilian Corporation Law, the Indenture was filed with JUCESP in a session held on January 24, 2022, under no. ED004370-9/000, the First Amendment to the Indenture was filed with JUCESP in a session held on February 22, 2022, under no. AD004370-9/001 and any subsequent amendments must be filed with JUCESP within five (5) Business Days from the respective dates of signature of each instrument. An electronic copy (.pdf format) of the Indenture and any amendments thereto, duly registered with JUCESP, was/shall be, as the case may be, sent by the Issuer to the Trustee within the period set forth in the Indenture.

**Classification of the Projects:** The issue of the Secondary Offering Debentures was carried out pursuant to article 2 of Law No. 12,431, of June 24, 2011, as amended ("Law 12.431") and Decree No. 8,874, of October 11, 2016 ("Decree 8.874"), with a view to classifying the Projects as priorities, through the following ordinances issued by the Ministry of Infrastructure: (i) Ordinance No. 191, on February 9, 2021, published in the Federal Official Gazette ("DOU") on February 18, 2021 ("Ordinance 191"); (ii) Ordinance No. 1,341, of November 11, 2021, published in the DOU on November 16, 2021 ("Ordinance 1.341"); and (iii) Ordinance No. 1,342, of November 11, 2021, published in the DOU on November 16, 2021 ("Ordinance 1.342", and together with Ordinance 191 and Ordinance 1,341, the "Ordinances").

**Deposit for Distribution, Trading and Electronic Custody:** The Restricted Offering Debentures, including the Second Series Debentures of the Restricted Offering, which are the Secondary Offering Debentures, were deposited for distribution in the primary market through the MDA, managed and operated by B3, with the distribution being financially settled by through B3; and (ii) trading on the secondary market through CETIP21, managed and operated by B3, and will be traded on the organized over-the-counter market, managed and operated by B3, with custody, financial settlement and trading of the Restricted Offering Debentures, including the Second Series Debentures of the Restricted Offering, which are the Secondary Offering Debentures, being processed by B3.

**Trading of Debentures:** The Restricted Offering Debentures, including the Second Series Debentures of the Restricted Offering, which are the Secondary Offering Debentures, were deposited for trading on the secondary market through CETIP21, managed and operated by B3, with the trading being settled and the Debentures held in custody electronically at B3.

**Registration with the CVM and Registration with the ANBIMA of the Secondary Offering:** The Secondary Offering was registered with the CVM under No. CVM/SRE/SEC/2022/003, pursuant to the Capital Markets Law, CVM Instruction 400, the other applicable legal, regulatory and self-regulatory provisions and observing the procedure provided for in CVM Resolution No. 80, of March 29, 2022, given that the Issuer is characterized as an Issuer with Great Market Exposure (EGEM).

The Secondary Offering will be registered with ANBIMA within a maximum of fifteen (15) days from the date of release of this Notice of Closing of the Secondary Offering, pursuant to article 16, item I, and article 18, item I of the ANBIMA Code for Public Offerings.

**Corporate Approval by the Issuer:** There was no need for any corporate approval by the Issuer for the Secondary Offering, in addition to those that were signed within the scope of the Restricted Offering, given that the Issuer is not one of the Selling Debenture Holders.

**Corporate Approval by the Selling Debenture Holders:** Considering that the Secondary Offering comprises the public offering of secondary distribution of the Secondary Offering Debentures, therefore not involving the issue of new securities by the Issuer, there are no corporate approvals for the purposes of the Secondary Offering by the Selling Debenture Holders, nor new corporate approval by the Issuer, but only the Issuer's BOD Meeting, which originally approved the Restricted Offering and the Issue of Debentures, including the Second Series Debentures, now subject to the Secondary Offering.

**Issuer's Corporate Purpose:** The Issuer's corporate purpose is (i) the exploitation in Brazil and/or abroad, whether directly or indirectly, and/or through consortia, of concessions, partnerships or authorizations of public works and services, specifically the provision of services regarding operation of roads, urban roads, bridges, tunnels and metro-railway, airport, waterway and telecommunications infrastructure; (ii) the practice of related activities or activities related to the corporate purpose, whether directly or indirectly, including import and export; and (iii) the holding of interest in other companies, as a member or shareholder.

### **3. TRUSTEE**

The Trustee is **PENTÁGONO S.A. DISTRIBUIDORA DE TÍTULOS E VALORES MOBILIÁRIOS**, a financial institution, with a branch in the city of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, 2.954, 10º andar, Conjunto 101, Jardim Paulistano, CEP 01.451-000, enrolled with the CNPJ/ME under No. 17.343.682/0003-08. The Trustee may be contacted using the details below:

#### **PENTÁGONO S.A. DISTRIBUIDORA DE TÍTULOS E VALORES MOBILIÁRIOS.**

Avenida Brigadeiro Faria Lima, 2.954, 10º andar

CEP 01.451-000, São Paulo, State of São Paulo

Attn: Marco Aurélio Ferreira, Marcelle Santoro and Karolina Vangelotti

Tel.: (11) 4420-5920

Email: assembleias@pentagonotrustee.com.br

**Pursuant to art. 6, paragraph 2, of CVM Resolution 17, the Trustee declares that it does not act, to date, as a trustee for issues of the Issuer's group.**

#### 4. SETTLEMENT AGENT AND BOOKKEEPER

The institution providing settlement bank services regarding the Debentures is Banco Bradesco S.A., a financial institution headquartered in the city of Osasco, São Paulo, in the administrative center "Cidade de Deus", s/n, Vila Yara, enrolled with the CNPJ/ME under number 60.746.948/0001-12. ("Settlement Bank", the definition of which includes any other institutions that may succeed the Settlement Bank in providing services of settlement agent for the Issue).

The institution providing bookkeeping services regarding the Debentures will be Banco Bradesco S.A., a financial institution headquartered in the city of Osasco, São Paulo, in the administrative center "Cidade de Deus", s/n, Vila Yara, enrolled with the CNPJ/ME under number 60.746.948/0001-12 ("Bookkeeper", the definition of which includes any other institutions that may succeed the Bookkeeper in providing bookkeeping services regarding the Debentures).

#### 5. SETTLEMENT

The financial settlement of the Secondary Offering took place on August 10, 2022.

#### 6. FORM, TYPE AND PROOF OF OWNERSHIP OF DEBENTURES

The Debentures were issued in registered and book-entry form, without issuing provisory or permanent certificates, and, for all legal purposes, their ownership will be evidenced by the deposit account statement issued by the Bookkeeper and, additionally, in relation to the Debentures that are electronically held in custody at B3, as the case may be, the statement issued by B3 on behalf of each Debenture Holder will be deemed proof of ownership of the Debentures.

#### 7. IDENTIFICATION OF THE SELLING DEBENTURE HOLDERS

**BANCO BTG PACTUAL S.A.**, a financial institution, with office in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, 3.477, 14º andar, Bairro Itaim Bibi, CEP 04538-133, enrolled with the CNPJ/ME under No. 30.306.294/0002-26;

**BANCO BRADESCO S.A.**, a financial institution, with its principal place of business at Núcleo Cidade de Deus s/nº, Vila Yara, City of Osasco, State of São Paulo, enrolled with the CNPJ/ME under no. 60.746.948/0001-12;

**ITAÚ UNIBANCO S.A.**, a financial institution with its principal place of business in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, 3.500, 1º, 2º, 3º (parte), 4º e 5º andares, CEP 04538-132, enrolled with the CNPJ/ME under No. 60.701.190/4816-09;

**BANCO SAFRA S.A.**, a financial institution, with its principal place of business in the City of São Paulo, State of São Paulo, at Avenida Paulista, 2.100, Bairro Bela Vista, CEP 01310-930, enrolled with the CNPJ/ME under No. 58.160.789/0001-28;

**BANCO SANTANDER (BRASIL) S.A.**, a financial institution, with its principal place of business in the City of São Paulo, State of São Paulo, at Avenida Presidente Juscelino Kubitschek, 2041 and 2235, Bloco A, Bairro Vila Olímpia, CEP: 04543-011, enrolled with the CNPJ/ME under No. 90.400.888/0001-42; and

**SANTANDER HERMES RENDA FIXA FUNDO INCENTIVADO DE INVESTIMENTO EM INFRAESTRUTURA**, an investment fund, with its principal place of business in the City of São Paulo, State of São Paulo, at Avenida Presidente Juscelino Kubitschek, 2.041 and 2.235, Bloco A, Vila Nova Conceição, CEP 04.543-011, enrolled with the CNPJ/ME under No. 30.102.276/0001-41.

## 8. FINAL PLACEMENT DETAILS

The final distribution details of the debentures, after the Secondary Offering is carried out, are shown in the table below, pursuant to Attachment VII of CVM Instruction 400:

<u>Type of Acquirer</u>	<u>Underwriters of the Second Series Debentures.</u>	<u>Number of Second Series Debentures.</u>
Individuals .....	450	250,419
Investment Clubs.....	-	-
Investment Funds .....	-	-
Private Pension Entities .....	-	-
Insurance Companies.....	-	-
Foreign Investors.....	-	-
Institutions Participating in the Offering.....	-	-
Financial Institutions Related to the Issuer and/or the Institutions Participating in the Offering.....	-	-
Other Financial Institutions.....	1	2
Other Legal Entities Related to the Issuer and/or the Institutions Participating in the Offering.....	-	-
Other Legal Entities.....	-	-
Partners, Managers, Employees, Agents and Other Persons Related to the Issuer and/or the Institutions Participating in the Offering .....	-	-
Others.....	-	-
Total.....	451	250,421

## 9. RELATED PERSONS

Pursuant to article 55 of CVM Instruction 400, the participation of Investors of the Secondary Offering that are Related Persons in the Offering was accepted. Given that the excess demand 1/3 higher than the number of Debentures initially offered was not verified, the placement of Debentures with the Investors of the Offering that are Related Persons was permitted.

## 10. PUBLICATION

All acts and decisions taken as a result of the Issue that, in any way, may involve the interests of the Debenture Holders, must be informed in the form of notices in the newspaper "Valor Econômico" and with simultaneous disclosure of the full notice on the page of the newspaper "Valor Econômico" on the World Wide Web, which should provide digital certification of the authenticity of documents maintained on the proper page issued by a certifying authority accredited within the scope of the Brazilian Public Key Infrastructure (ICP-Brasil), in accordance with current legislation ("Notice to Debenture Holders") as well as on the Issuer's page on the World Wide Web (<https://www.grupoccr.com.br>), subject to the provisions of article 289 of the Brazilian Corporation Law in relation to the publication of the Restricted Offering and the legal deadlines, and the Issuer should notify the Trustee and B3 regarding any publication on the date it is made, provided that, if the Issuer changes the publication newspaper after the Issue Date, it should send a notification to the Fiduciary Agent informing the new vehicle for disclosing its information. Any publication or notification made by the Issuer under the terms of the Indenture should be forwarded by the Trustee to ANBIMA within three (3) Business Days from the date of the Issuer's notification to the Fiduciary Agent or to the general public.

## 11. RELEASE OF OFFERING NOTICES AND ANNOUNCEMENTS

**THE NOTICE TO THE MARKET, THE ANNOUNCEMENT OF COMMENCEMENT, THIS NOTICE OF CLOSING, ANY RECTIFICATION ANNOUNCEMENTS AND ANY AND ALL NOTICE OR ANNOUNCEMENT REGARDING THE OFFERING WERE OR WILL BE, AS THE CASE MAY BE, RELEASED, UNTIL THE CLOSING OF THE OFFERING, PURSUANT TO ARTICLE 54-A OF CVM INSTRUCTION 400, ON THE PAGES ON THE WORLD WIDE WEB OF THE COORDINATORS, THE CVM AND B3, AT THE FOLLOWING ADDRESSES AND INTERNET PAGES:**

### **Issuer**

[\(https://ri.ccr.com.br/divulgacao-e-resultados/oferta-secundaria-debentures-ccr/](https://ri.ccr.com.br/divulgacao-e-resultados/oferta-secundaria-debentures-ccr/) (find the desired document in this link).

### **Lead Coordinator**

<https://www.btgpactual.com/investment-bank> (on this website click on "Capital Markets – Download", then click on "2022" and "CCR S.A. – Secondary Offering of Debentures of the 2nd series of the 16th issue", and then find the desired document).

### **Coordinator – Bradesco BBI**

[https://www.bradescobbi.com.br/Site/Ofertas\\_Publicas/Default.aspx](https://www.bradescobbi.com.br/Site/Ofertas_Publicas/Default.aspx) (on this website, select the type of offering "Debentures", then identify "CCR S.A. - Secondary Offering of Debentures of the 2nd series of the 16th issue by CCR S.A.", and then find the desired document).

### **Coordinator – Itaú BBA**

<https://www.itaubba.com.br/itaubba-pt/ofertas-publicas/> (on this website, click on "see more", "CCR S.A.", "2022" and "16th Issue of CCR Debentures", and then find the desired document).

### **Coordinator – Safra**



[www.safracom.br/sobre/banco-de-investimento/ofertas-publicas.htm](http://www.safracom.br/sobre/banco-de-investimento/ofertas-publicas.htm) (on this website, click on "CCR 2022", and then find the desired document).

#### **Coordinator – Santander**

<https://www.santander.com.br/assessoria-financeira-e-mercado-de-capitais/ofertas-publicas/ofertas-em-andamento> (on this website, access "Offerings in progress", "CCR S.A. Debentures 2022", and then find the desired document).

#### **Selling Debenture Holders**

##### **Banco BTG Pactual S.A.**

<https://www.btgpactual.com/investment-bank> (on this website click on "Capital Markets – Download", then click on "2022" and "CCR S.A. – Secondary Offering of Debentures of the 2nd series of the 16th issue", and then find the desired document).

##### **Banco Bradesco S.A.**

[https://www.bradescobbi.com.br/Site/Ofertas\\_Publicas/Default.aspx](https://www.bradescobbi.com.br/Site/Ofertas_Publicas/Default.aspx) (on this website, select the type of offering "Debentures", then identify "CCR S.A. – Secondary Offering of Debentures of the 2nd series of the 16th issue by CCR S.A.", and then find the desired document).

##### **Itaú Unibanco S.A.**

<https://www.itaubpa.com.br/itaubpa-pt/ofertas-publicas/> (on this website, click on "see more", "CCR S.A.", "2022" and "16th Issue of CCR Debentures", and then find the desired document).

##### **Banco Safra S.A.**

[www.safracom.br/sobre/banco-de-investimento/ofertas-publicas.htm](http://www.safracom.br/sobre/banco-de-investimento/ofertas-publicas.htm) (on this website, click on "CCR 2022", and then find the desired document).

##### **Banco Santander (Brasil) S.A.**

<https://www.santander.com.br/assessoria-financeira-e-mercado-de-capitais/ofertas-publicas/ofertas-em-andamento> (on this website, access "Offerings in progress", "CCR S.A. Debentures 2022", and then find the desired document).

#### **Santander Hermes Fixed Income Infrastructure Investment Incentive Fund**

The Selling Debenture Holders and the Lead Coordinator also clarify that the Fund does not have a website, which is why the Notice to the Market was not released on a specific website.

#### **CVM**

[www.gov.br/cvm](http://www.gov.br/cvm) (on such web page, in the field "Main Queries", access "Public Offerings", "Public Distribution Offerings", click on "Offerings under Analysis", line "Debentures", select the link with the amount in the column "Secondary", then in the box referring to the issuer "CCR S.A.", and then find the desired document).

#### **B3**

<https://www.b3.com.br/pt-br/produtos-e-servicos/solucoes-para-emissores/ofertas-publicas/ofertas-em-andamento/> (on such web page, access "Offerings in progress", click on "CCR S.A.", and then find the desired document).



**"THE REGISTRATION OF THIS OFFERING DOES NOT ENTAIL A GUARANTEE BY THE CVM OF THE TRUTH OF THE INFORMATION PROVIDED, OR JUDGMENT ABOUT THE QUALITY OF THE ISSUER, AS WELL AS ABOUT THE SECONDARY OFFERING DEBENTURES TO BE DISTRIBUTED."**

São Paulo, August 11, 2022.



Coordinators:

