

ORIZON VALORIZAÇÃO DE RESÍDUOS S.A.

Corporate Taxpayer's ID (CNPJ) 11.421.994/0001-36

Company Registry (NIRE) 33.300.292.152

MATERIAL FACT

Orizon Valorização de Resíduos S.A. ("Company" or "OrizonVR"), pursuant to the Resolution n°44 of the Brazilian Securities and Exchange Commission of Brazil ("CVM"), of August 23, 2021, hereby informs to its shareholders and the market in general that in line with the expansion strategy of its activities: (i) on February 09, 2022, it acquired the total equity stake in Centro de Gerenciamento de Resíduos Limitada and of CGR Ambiental Tratamento de Resíduos Ltda. ("Assets"), located in Cuiabá, Mato Grosso, and (ii) on February 08, 2022, a memorandum of understanding with binding effects was entered into with EMPESA – Empresa de Engenharia Sanitária e Construções Ltda. ("EMPESA")¹, to govern on a preliminary basis the negotiation of the definitive documents that will result in the following indirect equity interest on the Assets: 51% (fifty-one percent) to the Company, as controlling shareholder, and 49% (forty-nine percent) to EMPESA ("Transaction").

Distinctive Characteristic of the Assets

The Assets' main activity is the disposal of solid waste in a private sanitary landfill located in Cuiabá, Mato Grosso. In operation for over 10 years, the Assets serve important private clients in the region, without acting with the municipalities until now. On a smaller scale, the Assets also provide services for the destination and treatment of waste from health services.

This landfill is the only operating and licensed project in the metropolitan region of Cuiabá, with the capacity to serve its clients through the environmentally appropriate disposal of waste and in compliance with the current legislation.

OrizonVR's Strategic Rationale

In order to increase the volume of waste under management and within the scope of the New Legal Framework for Basic Sanitation, Law No. 14,026/2020, the Company has analyzed many landfill acquisition opportunities in regions where waste disposal in dumps is still predominant.

Cuiabá is one of the last capitals in Brazil where the waste of about 630,000 inhabitants is still inadequately disposed. Additionally, another 400,000 individuals from 14 cities in the metropolitan region of Cuiabá also have their waste inappropriately disposed.

¹ <http://www.empesa.com.br/>

The two main municipalities in the above region (Cuiabá and Várzea Grande) have already announced the termination of irregular disposal sites before environmental authorities so that, in the short term, they can properly dispose their waste.

Based on the above, Cuiabá's landfill is expected to receive more than 500,000 tons of urban solid waste per year and from large generators.

Finally, it is noteworthy that with the consolidation of the activities of the sanitary landfill, Ecoparque Pantanal, the future name of the Assets, has the potential to explore the activities of exploitation of biogas for energy and/or biomethane, carbon credits generation, production of residue derived fuel and recyclables recovery.

About the Transaction

The Transaction ratifies Orizon's growth strategy for the increase of its "waste bank", thus allowing the Company to implement projects that create value to the waste.

Cuiabá's landfill acquisition geographically expands the market share of the Company and debuts OrizonVR's presence in the Center-West region of the country.

In consideration for the acquisition of all the Assets, the Company (and, later, jointly with EMPESA) will pay the amount of R\$ 66 million, net of debts.

It is estimated that, with the entry of waste from the main municipalities in the region, the Assets will be able to generate a gross revenue of over R\$40 million and an EBITDA of over R\$25 million in the first 12 months.

São Paulo, February 10, 2022.

Leonardo Santos

CFO and Investor Relations Officer