



# Ambipar Lux S.à r.l. announces cash tender offer for its 9.875% Senior Notes due 2031

São Paulo, Brazil – January 22, 2025 – Ambipar Lux S.à r.l. (“**Ambipar Lux**”) today announces the commencement of an offer to purchase for cash up to the Maximum Amount (as defined below) (the “**Offer**”) of the outstanding 9.875% Senior Notes due 2031 (the “**2031 Green Notes**” or the “**Notes**”) issued by Ambipar Lux and guaranteed by Ambipar Participações e Empreendimentos S.A., Environmental ESG Participações S.A. and Ambipar Emergency Response (together, the “**Guarantors**”).

The Offer is made upon the terms and subject to the conditions set forth in the offer to purchase dated January 22, 2025 (the “**Offer to Purchase**”). The Offer is not contingent upon the tender of any minimum principal amount of Notes, but Ambipar Lux will only purchase Notes up to the total purchase price, including any applicable Tender Consideration (as defined below) and Early Tender Premium (as defined below) but excluding any applicable Accrued Interest (as defined below), not to exceed U.S.\$200 million (the “**Maximum Amount**”). Accordingly, if the Maximum Amount is reached in respect of tenders made on or prior to the Early Tender Date (as defined below), no Notes that are validly tendered after the Early Tender Date will be accepted for purchase, even if validly tendered and not validly withdrawn, and any Notes tendered on or prior to the Early Tender Date and accepted for purchase on the Early Acceptance Date (as defined in the Offer to Purchase) or the Expiration Date (as defined below), if the Early Settlement Right (as defined below) is not exercised, will be accepted on a prorated basis such that Ambipar Lux purchases an aggregate principal amount of Notes that would result in the total purchase price, including any applicable Tender Consideration and Early Tender Premium but excluding any applicable Accrued Interest, not exceeding the Maximum Amount in the Offer.

The following table sets forth certain information relating to the Offer.

| Title of Security           | CUSIPs                    | ISINs                         | Principal Amount Outstanding | Maximum Amount <sup>(3)</sup> | Tender Consideration <sup>(1)</sup> | Early Tender Premium <sup>(1)</sup> | Total Consideration <sup>(1)(2)</sup> |
|-----------------------------|---------------------------|-------------------------------|------------------------------|-------------------------------|-------------------------------------|-------------------------------------|---------------------------------------|
| 9.875% Green Notes due 2031 | 02319W AA9/<br>L0183E AA3 | US02319WAA99/U<br>SL0183EAA30 | U.S.\$750,000,000            | U.S.\$200,000,000             | U.S.\$985.00                        | U.S.\$30.00                         | U.S.\$1,015.00                        |

- (1) The amount to be paid for each U.S.\$1,000 principal amount of 2031 Green Notes validly tendered and accepted for purchase, excluding Accrued Interest on the Notes to the applicable Settlement Date (as defined below).
- (2) The Total Consideration equals the Tender Consideration plus the Early Tender Premium.
- (3) The Maximum Amount equals a total purchase price, including any applicable Tender Consideration and Early Tender Premium but excluding any applicable Accrued Interest, of U.S.\$200.0 million.

Indicative Timetable for the Offer:

|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Commencement of the Offer | January 22, 2025                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Withdrawal Date           | 5:00 p.m. (New York City time) on February 4, 2025, unless extended by Ambipar Lux in its sole discretion.                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Early Tender Date         | 5:00 p.m. (New York City time) on February 4, 2025, unless extended by Ambipar Lux in its sole discretion.                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Early Settlement Date     | <p>Promptly after the acceptance by Ambipar Lux for purchase of the Notes validly tendered before the Early Tender Date and not withdrawn on or prior to the Withdrawal Date (as defined below), upon satisfaction (or waiver by Ambipar Lux) of each and all of the conditions set forth in this Offer to Purchase.</p> <p>Ambipar Lux expects that the Early Settlement Date, will be on or about two Business Days following the Early Tender Date, which would be on February 6, 2025, unless the Early Tender Date is extended by Ambipar Lux in its sole discretion.</p> |
| Expiration Date           | 5:00 p.m. (New York City time) February 20, 2025, unless extended by Ambipar Lux in its sole discretion (such time and date, as the same may be extended, the “ <b>Expiration Date</b> ”).                                                                                                                                                                                                                                                                                                                                                                                     |
| Final Settlement Date     | <p>Promptly after the acceptance by Ambipar Lux for purchase of the Notes validly tendered after the Early Tender Date but on or prior to the Expiration Date, upon satisfaction (or waiver by Ambipar Lux) of each and all of the conditions set forth in the Offer to Purchase.</p> <p>Ambipar Lux expects that the Final Settlement Date will be on or about two Business Days following the Expiration Date, which would be February 24, 2025, unless the Expiration Date is extended by Ambipar Lux in its sole discretion.</p>                                           |

Holders of Notes who validly tender and do not validly withdraw their Notes on or prior to 5:00 p.m. (New York City time) on February 4, 2025, unless extended (such time and date, as they may be extended, the “**Early Tender Date**”), will be eligible to receive the total consideration of U.S.\$1,015.00 per U.S.\$1,000 principal amount of Notes tendered (the “**Total Consideration**”), which includes an early tender premium of U.S.\$30.00 per U.S.\$1,000 principal amount of Notes validly tendered on or prior to the Early Tender Date and not validly withdrawn on or prior to the Withdrawal Date (the “**Early Tender Premium**”). Holders who validly tender their Notes after the Early Tender Date, but on or prior to the Expiration Date, will be eligible to receive the tender consideration of U.S.\$985.00 per U.S.\$1,000 principal amount of Notes tendered (the “**Tender Consideration**”). The Tender Consideration does not include the Early Tender Premium. Notes tendered may be withdrawn at any time on or prior to 5:00 p.m. (New York City time) on February 4, 2025, unless extended by Ambipar Lux in its sole discretion (such time and date, as they may be extended, the “**Withdrawal Date**”), but not thereafter.

If any Notes are purchased in the Offer, Notes validly tendered (and not validly withdrawn) on or prior to the Early Tender Date will be accepted for purchase in priority to any Notes validly tendered in the Offer after the Early Tender Date. Accordingly, if the Maximum Amount is reached in respect of tenders made on or prior to the Early Tender Date, no Notes that are validly tendered after the Early Tender Date will be accepted for purchase, and any Notes tendered on or prior to the Early Tender Date and accepted for purchase on the Early Acceptance Date (or the Expiration Date, if the Early Settlement Right is not exercised) will be accepted on a prorated basis such that we purchase an aggregate principal amount of Notes that would result in the total purchase price, including any

applicable Tender Consideration and Early Tender Premium but excluding any applicable Accrued Interest, not exceeding the Maximum Amount in the Offer.

In addition to the applicable Total Consideration and the applicable Tender Consideration, as applicable, holders whose Notes are accepted for purchase in the Offer will also receive accrued and unpaid interest (“**Accrued Interest**”) from, and including, the last interest payment date to, but not including, the Early Settlement Date or the Final Settlement Date (each, a “**Settlement Date**”), as applicable.

Ambipar Lux reserves the right, but is under no obligation, at any point following the Early Tender Date and before the Expiration Date, to accept for purchase any Notes validly tendered and not subsequently withdrawn on or prior to the Early Tender Date (the “**Early Settlement Right**”). The date of payment for Notes purchased pursuant to the Early Settlement Right (the “**Early Settlement Date**”) will be determined at Ambipar Lux’s option and is currently expected to be February 6, 2025, subject to all conditions of the Offer having been either satisfied or waived by Ambipar Lux. All Notes tendered and accepted for purchase that have not been settled on the Early Settlement Date, if any, will be settled on February 24, 2025, promptly following the Expiration Date. In all cases, the total principal amount of Notes accepted for purchase by Ambipar Lux may be subject to proration based upon the Maximum Amount as described in the Offer to Purchase.

Completion of the Offer is conditioned upon the satisfaction or waiver of certain conditions described in the Offer to Purchase, including the completion of an offering of one or more issuances of debt securities by Ambipar Lux, to be guaranteed by the Guarantors, on terms satisfactory to Ambipar Lux, in its sole discretion, generating net proceeds in an amount of not less than the maximum aggregate amount to be paid for the Consideration for the Notes tendered and accepted for purchase pursuant to the Offer, plus accrued and unpaid interest from the last interest payment date to, but excluding, the Settlement Date and any applicable additional amounts. Securities will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and will not be offered or sold other than pursuant to exemptions from registration under the Securities Act. This press release does not constitute an offer to sell or the solicitation of an offer to purchase any such securities. Ambipar Lux has the right, in its sole discretion, to amend or terminate the Offer at any time, subject to applicable law.

Ambipar Lux has retained BofA Securities, Inc., Banco Bradesco BBI S.A and UBS Investment Bank to serve as dealer managers and D.F. King & Co., Inc. to serve as information and tender agent for the Offer. The Offer to Purchase and any related supplements are available at the D.F. King & Co., Inc. The full details of the Offer, including complete instructions on how to tender Notes, are included in the Offer to Purchase. Holders of Notes are strongly encouraged to carefully read the Offer to Purchase, because it contains important information. Requests for the Offer to Purchase and any related supplements may also be directed to D.F. King & Co., Inc. by telephone at +1 (212) 269-5550 or +1 (866) 856-3065 (US toll free) or in writing at [ambipar@dfking.com](mailto:ambipar@dfking.com). Questions about the Offer may be directed to BofA Securities, Inc by telephone at +1 (646) 855-8988 (collect) or +1 (888) 292-0070 (U.S. toll free), Banco Bradesco BBI S.A. by telephone at +1 (646) 432-6642 (collect) and UBS Investment Bank by telephone at +1 (212) 882-5723 (collect), +1 (833) 690-0971 (toll-free) or by email at [americas-lm@ubs.com](mailto:americas-lm@ubs.com).

This press release shall not constitute an offer to purchase or a solicitation of acceptance of the offer to purchase, which are being made only pursuant to the terms and conditions contained in the Offer to Purchase. The Offer is not being made to, nor will Ambipar Lux accept tenders of Notes from, holders in any jurisdiction in which the Offer or the acceptance thereof would not be in compliance with the securities or blue sky laws of such jurisdiction. In any jurisdiction where the laws require the Offer to be made by a licensed broker or dealer, the Offer will be made by the dealer managers on behalf of Ambipar Lux.

None of Ambipar Lux, the Guarantors, the information and tender agent, the dealer managers or the trustee with respect to the Notes, nor any of their respective affiliates, makes any recommendation as to whether holders should tender or refrain from tendering all or any portion of their Notes in response to the Offer. None of Ambipar Lux, the information and tender agent, the dealer managers or the trustee with respect to the Notes, nor any of their respective affiliates, has authorized any person to give any information or to make any representation in connection with the Offer other than the information and representations contained in the Offer to Purchase.

Neither the U.S. Securities and Exchange Commission, any U.S. state securities commission nor any regulatory authority of any other country has approved or disapproved of the Offer, passed upon the merits or fairness of the Offer or passed upon the adequacy or accuracy of the disclosure in the Offer to Purchase.

### **About Ambipar Lux**

Ambipar Lux is a wholly-owned subsidiary of Ambipar Participações e Empreendimentos S.A. and was incorporated under the laws of Luxembourg as a private limited liability company (*société à responsabilité limitée*) on July 20, 2023, and is registered with the Luxembourg Register of Commerce and Companies under number B279448. The registered office of the Issuer is at 17, boulevard F.W. Raiffeisen, L-2411, Luxembourg, Grand Duchy of Luxembourg.

### **Forward-Looking Statements**

Statements in this press release may be “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, which are subject to risks and uncertainties. Other than statements of historical fact, information regarding activities, events and developments that Ambipar Lux and the Guarantors expect or anticipate will or may occur in the future are forward-looking statements based on management’s estimates, assumptions and projections. Many forward-looking statements may be identified by the use of words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate” and similar expressions. Forward-looking statements contained in this press release are predictions only and actual results could differ materially from management’s expectations due to a variety of risk factors. All forward-looking statements attributable to Ambipar Lux or the Guarantors are expressly qualified in their entirety by such risk factors. The forward-looking statements that Ambipar Lux or the Guarantors make in this press release are based on management’s current views and assumptions regarding future events and speak only as of their dates. Ambipar Lux or the Guarantors assume no obligation to update developments of these risk factors or to announce publicly any revisions to any of the forward-looking statements that Ambipar Lux or the Guarantors make, or to make corrections to reflect future events or developments, except as required by the U.S. federal securities laws.

### **DISCLAIMER**

This press release must be read in conjunction with the Offer to Purchase. This announcement and the Offer to Purchase contain important information which must be read carefully before any decision is made with respect to the Offer. If any holder of Notes is in any doubt as to the action it should take, it is recommended to seek its own legal, tax, accounting and financial advice, including as to any tax consequences, immediately from its stockbroker, bank manager, attorney, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to participate in the Offer. None of Ambipar Lux, the Guarantors, the dealer managers, the information and tender agent and any person who controls, or is a director, officer, employee or agent of such persons, or any affiliate of such persons, makes any recommendation as to whether holders of Notes should participate in the Offer.