

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:

AMBIPAR EMERGENCY RESPONSE,

Debtor.¹

)
) Chapter 11
)
) Case No. 25-90524 (ARP)
)
)
)

**DEBTOR’S APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE EMPLOYMENT OF SIMPSON THACHER & BARTLETT LLP AS
COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION,
EFFECTIVE AS OF THE PETITION DATE**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

Ambipar Emergency Response, the above-captioned debtor and debtor in possession (the “Debtor”), respectfully states the following in support of this application (this “Application”):²

Relief Requested

1. By this Application, the Debtor seeks entry of an order, substantially in the form attached hereto as **Exhibit C** (the “Order”): (a) authorizing the Debtor to employ Simpson Thacher

¹ The last four digits of the Debtor’s taxpayer identification number are 0263. The Debtor’s address is 2346 Avenida Angelica, 5th Floor, São Paulo, SP, 01228-200, Brazil.

² Capitalized terms used but not yet defined herein have the meanings ascribed to such terms later in this Application.



& Bartlett LLP (“Simpson Thacher”) as its counsel effective as of the Petition Date and (b) granting related relief.

2. In support of this Application, the Debtor submits the *Declaration of David R. Zylberberg in Support of the Debtor’s Application for Entry of an Order Authorizing the Employment of Simpson Thacher & Bartlett LLP as Counsel to the Debtor and Debtor in Possession, Effective as of Petition Date* (the “Zylberberg Declaration”), attached hereto as **Exhibit A**, and the *Declaration of Thiago da Costa Silva in Support of the Debtor’s Application for Entry of an Order Authorizing the Employment of Simpson Thacher & Bartlett LLP as Counsel to the Debtor and Debtor in Possession, Effective as of Petition Date*, attached hereto as **Exhibit B**.

Jurisdiction and Venue

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and this is a core matter pursuant to 28 U.S.C. § 157(b).

4. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The bases for the relief requested herein are sections 327 and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2014-1 and 2016-1 of the *Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas* (the “Bankruptcy Local Rules”), and Paragraph 47 of the *Procedures for Complex Cases in the Southern District of Texas* (the “Complex Case Procedures”).

Background

6. On October 20, 2025 (the “Petition Date”), Debtor filed its voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor is managing its assets as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the

appointment of a trustee or examiner has been made in this chapter 11 case, and no statutory committees have been appointed (any such committee, a “Committee”).

7. A detailed description of the Debtor and the facts and circumstances supporting this Motion and the Debtor’s chapter 11 case, are set forth in the *Amended Declaration of Thiago da Costa Silva in Support of Chapter 11 Petition* [Docket No. 15] (the “First Day Declaration”).

8. As set forth in the First Day Declaration, the Debtor is a subsidiary of Ambipar Participações e Empreendimentos S.A. (“Ambipar Topco,” collectively with its direct and indirect subsidiaries, the “Ambipar Group”). Ambipar Topco and certain of its subsidiaries (including the Debtor) are party to restructuring proceedings in Brazil (the “RJ Proceedings”). Simpson Thacher represents the Ambipar Group (including Ambipar Topco) in connection with its ongoing global restructuring. This chapter 11 case is a parallel plenary proceeding for the Debtor alongside its RJ Proceedings.

Simpson Thacher’s Qualifications

9. The Debtor has determined that the retention of counsel is necessary to the successful administration of this chapter 11 case and that Simpson Thacher’s employment would be in the best interest of the Debtor’s estate. Simpson Thacher is an international law firm with its principal office located at 425 Lexington Avenue, New York, NY 10017, and with branch offices in Houston, Los Angeles, Palo Alto, Washington, D.C., Boston, Beijing, London, Sao Paulo, Tokyo, Brussels, Luxembourg and Hong Kong. Simpson Thacher is one of the largest law firms in the United States, with a national and international practice, and has experience and expertise in nearly every major substantive area of legal practice, and its clients include leading public companies, privately-held businesses in a variety of industries and major nonprofit organizations. Simpson Thacher’s expansive experience equips its attorneys with the skills and knowledge

necessary to provide their services in this chapter 11 case effectively. Simpson Thacher is well qualified by its expertise and experience to serve as counsel to the Debtor in this proceeding.

10. Simpson Thacher has represented the Ambipar Group since 2020. Over the last five years, Simpson Thacher has worked with the Ambipar Group on several transactional matters. In particular, Simpson Thacher advised the Ambipar Group in connection with both issuances of Green Notes, for which the Debtor has provided limited guarantees, and in connection with the de-SPAC transaction through which the Debtor became a public company in the United States.

11. Simpson Thacher has been practicing in the areas of insolvency and reorganization for more than fifty years. Simpson Thacher's financial restructuring group provides an array of services to assist financially distressed businesses and their creditors in maximizing values and ultimate recoveries in a broad range of challenging circumstances, and its lawyers have played important roles in many large and complex restructurings and chapter 11 cases. Simpson Thacher has recently represented debtors in the chapter 11 cases of, among others, *WW International Inc.*, *Anagram Holdings*, *Arsenal Resources*, *Pyxus International*, *Corp Group Banking*, *MatlinPatterson*, and *TNT Crane*. Simpson Thacher has also represented key stakeholders in the chapter 11 cases of, among others, *PG&E*, *Party City*, *Whittaker Clark & Daniels*, *Grupo Aeromexico*, *Avianca Holdings* and *LATAM Airlines*.

12. The Debtor selected Simpson Thacher as its counsel because of Simpson Thacher's familiarity with the Debtor and its historical transactions, as well as Simpson Thacher's expertise in all aspects of reorganizations under chapter 11 of the Bankruptcy Code, including cross-border restructurings. The Debtor believes Simpson Thacher is well qualified to represent the Debtor in this chapter 11 case in an efficient and timely manner.

Services to be Provided

13. The Debtor requests the retention and employment of Simpson Thacher to render the following legal services:

- a) advising the Debtor with respect to its powers and duties as debtor in possession in the continued management and operation of its business;
- b) advising and consulting on the conduct of this chapter 11 case, including all of the legal and administrative requirements of operating in chapter 11;
- c) attending meetings and negotiating with representatives of creditors and other parties in interest;
- d) taking all necessary actions to protect, preserve, and maximize the value of the Debtor's estate, including prosecuting actions on the Debtor's behalf, defending any action commenced against the Debtor, and representing the Debtor in negotiations concerning litigation in which the Debtor is involved, including objections to claims filed against the Debtor's estate; *provided*, that the Independent Special Committee of the Board of Directors of the Debtor (the "Independent Committee") (for which the Debtor is seeking to retain separate counsel, as described below) has been delegated power and authority in connection with any matters in which a conflict of interest exists or is reasonably likely to exist between the Debtor and its directors, managers, officers, equityholders, employees, affiliates, or former advisors or agents (but excluding the Debtor's direct and indirect subsidiaries) (any such matter, a "Conflict Matter");
- e) preparing pleadings in connection with this chapter 11 case, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtor's estate;
- f) if necessary, representing the Debtor in connection with postpetition financing or sales of assets;
- g) appearing before the Court and any appellate courts to represent the interests of the Debtor's estate;
- h) if necessary, taking any action on behalf of the Debtor to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto, or such other resolution of this chapter 11 case consistent with the RJ Proceedings; and
- i) performing all other necessary legal services for the Debtor in connection with this chapter 11 case that the Debtor determines necessary and appropriate.

14. The Debtor may, from time to time, request that Simpson Thacher undertake specific matters beyond the scope of the services set forth above. Should Simpson Thacher agree to undertake any such specific matters, the Debtor further requests authority to employ Simpson Thacher for such matters without further order of this Court.

15. By separate application, the Debtor is seeking retention of Gray Reed (“Gray Reed”) as its Texas co-counsel. Further, the Debtor, on behalf of the Independent Committee, will be seeking retention of Quinn Emanuel Urquhart & Sullivan (“Quinn Emanuel”) as counsel to the Independent Committee with respect to Conflict Matters. Simpson Thacher, Gray Reed and Quinn Emanuel each will have distinct and well-defined roles, designed to minimize the risk of any duplication of services. Simpson Thacher will coordinate with Gray Reed, Quinn Emanuel and any other counsel the Debtor retains in this chapter 11 case to minimize the risk that the legal services provided by each firm are duplicative. The Debtor recognizes that efficient coordination of efforts among the Debtor’s legal professionals, and between its legal and other professionals, is necessary for the optimal administration of this chapter 11 case.

Professional Compensation

16. As set forth in the Zylberberg Declaration, Simpson Thacher intends to (a) charge for its legal services on an hourly basis and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to the Court’s approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.

17. Simpson Thacher’s hourly rates vary with the experience and seniority of the individuals assigned. Simpson Thacher’s current standard hourly rates for the attorneys and paraprofessionals who are expected to be providing services to the Debtor range as follows:

Billing Category	Range
Partners	\$2,220 - \$2,730
Senior Counsel	\$2,050
Counsel	\$1,995
Associates	\$895 - \$1,690
Paraprofessionals	\$470 - \$725

These rates, as set forth more fully in the Zylberberg Declaration, are reasonable. In addition, these rates are subject to normal adjustment in the ordinary course as set forth in the Zylberberg Declaration.

18. The hourly rates that Simpson Thacher will charge in this chapter 11 case are Simpson Thacher's hourly rates currently in effect and are similar to the rates Simpson Thacher generally charges debtors or borrowers for special situations, restructuring, workout, bankruptcy, insolvency, and comparable matters, whether in court or otherwise, regardless of whether a fee application is required, and to rates that comparable counsel would charge to perform work in such matters. These rates and the rate structure reflect that such legal work involves complexity, high stakes, and significant time pressures.

19. Prior to any increase in Simpson Thacher's hourly rates, Simpson Thacher will provide 10 days' notice to the Debtor, the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee"), and any Committee.

20. Simpson Thacher will also seek reimbursement for all actual, non-overhead expenses incurred by Simpson Thacher on the Debtor's behalf, such as postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals, and lodging, as more fully set forth in the Zylberberg Declaration. All requests for reimbursement of expenses will be consistent with Simpson Thacher's normal reimbursement policies, subject to any modifications to such policies

that Simpson Thacher may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

21. Pursuant to Bankruptcy Rule 2016(b), Simpson Thacher has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than the partners, associates, and counsel associated with Simpson Thacher or (b) any compensation another person or party has received or may receive, other than permitted pursuant to section 504 of the Bankruptcy Code. Simpson Thacher's proposed engagement is not prohibited by Bankruptcy Rule 5002.

Compensation Received by Simpson Thacher from the Debtor

22. For the 90 days prior to the Petition Date, Simpson Thacher received no payments and advances from the Debtor, and holds no retainer or fee advance with respect to the Debtor or the Ambipar Group more generally. All invoices for prepetition services, to the extent relating to the Debtor, were paid in full by the Ambipar TopCo prior to the Petition Date. Accordingly, as of the Petition Date, the Debtor does not owe Simpson Thacher any amounts for legal services rendered before the Petition Date.

Simpson Thacher's Disinterestedness

23. To the best of the Debtor's knowledge, and as disclosed herein and in the Zylberberg Declaration, (a) Simpson Thacher is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtor's estate and (b) Simpson Thacher has no connection to the Debtor, its creditors, or other parties in interest, except as may be disclosed in the Zylberberg Declaration.

24. Simpson Thacher will review its files periodically during the pendency of this chapter 11 case to ensure no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Simpson Thacher will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Basis for Relief

25. The Debtor seeks to retain Simpson Thacher as bankruptcy counsel pursuant to section 327(a) of the Bankruptcy Code, which provides that the Debtor, subject to Court approval:

may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [Debtor] in carrying out the [Debtor]'s duties under this title.

11 U.S.C. § 327(a).

26. In turn, Bankruptcy Rule 2014(a) requires that an application for retention include:

specific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

27. The Debtor submits that for all the reasons stated above and in the Zylberberg Declaration, the employment of Simpson Thacher as counsel to the Debtor is warranted. Further, as stated in the Zylberberg Declaration, Simpson Thacher is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by 327(a) of the Bankruptcy Code, does not hold or represent an interest adverse to the Debtor's estate, and has no connection

to the Debtor, its creditors, or other parties in interest, except as may be disclosed in the Zylberberg Declaration.

Notice

28. The Debtor will provide notice of this Motion to the following parties or their counsel: (a) the U.S. Trustee for the Southern District of Texas; (b) the holders of the three largest unsecured claims against the Debtor;³ (c) the United States Attorney's Office for the Southern District of Texas; (d) the Internal Revenue Service; (e) the state attorneys general for states in which the Debtor conducts business; (f) Opportunity Agro Fundo de Investimento em Participações Multiestratégia Investimento no Exterior, a shareholder of the Debtor; (g) HPX Capital Partners LLC, a shareholder of the Debtor; (h) Davis Polk & Wardwell LLP, counsel to an ad hoc group of holders of Green Notes; (i) The Bank of New York Mellon, indenture trustee for the series' of Green Notes; and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtor submits that no other or further notice is needed.

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³ As disclosed in Debtor's *List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* [Docket No. 14], the Debtor is only aware of three such creditors.

WHEREFORE, the Debtor respectfully requests that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Respectfully submitted this 19th day of November, 2025.

GRAY REED

By: /s/ Jason S. Brookner

Jason S. Brookner

Texas Bar No. 24033684

Lydia R. Webb

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- and -

SIMPSON THACHER & BARTLETT LLP

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Nicholas E. Baker (admitted *pro hac vice*)

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PROPOSED COUNSEL TO THE DEBTOR

Certificate of Service

The undersigned hereby certifies that on the 19th day of November, 2025, he caused a true and correct copy of the foregoing document by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jason S. Brookner

Jason S. Brookner

Exhibit A

**Zylberberg Declaration
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

AMBIPAR EMERGENCY RESPONSE,

Debtor.¹

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) Chapter 11

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) Case No. 25-90524 (ARP)

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**DECLARATION OF
DAVID R. ZYLBERBERG IN SUPPORT OF THE DEBTOR'S
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT OF SIMPSON THACHER & BARTLETT LLP AS
COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION,
EFFECTIVE AS OF THE PETITION DATE**

David R. Zylberberg declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner in the law firm of Simpson Thacher & Bartlett LLP (the "Simpson Thacher"), with an office at 425 Lexington Avenue, New York, New York 10017.

2. I am the lead attorney from Simpson Thacher working on the above-captioned chapter 11 case. I am a member in good standing of the State Bar of New York, and I have been admitted to practice in the United States Bankruptcy Court for the Southern District of New York. I have been admitted to the United States Bankruptcy Court for the Southern District of Texas *pro hac vice* to appear in the above-captioned chapter 11 case. [Docket No. 8.] There are no disciplinary proceedings pending against me.

¹ The last four digits of the Debtor's taxpayer identification number are 0263. The Debtor's address is 2346 Avenida Angelica, 5th Floor, São Paulo, SP, 01228-200, Brazil.

3. I submit this declaration (“Declaration”) in support of the *Debtor’s Application for Entry of an Order Authorizing the Employment of Simpson Thacher & Bartlett LLP as Counsel to the Debtor and Debtor in Possession, Effective as of the Petition Date* (the “Application”),² and to provide the disclosures required under Fed. R. Bankr. P. 2014(a).

4. I have personal knowledge of the facts set forth herein unless otherwise indicated. To the extent any information disclosed herein requires amendment or modification, I or one of my partners will use reasonable efforts to submit a supplemental declaration.

5. Except as set forth in the following paragraph, neither I, Simpson Thacher, nor any lawyer at Simpson Thacher represents any party in interest (or its attorneys or accountants) other than the Debtor in connection with the above-captioned chapter 11 case.

6. As set forth in the First Day Declaration, the Debtor is a subsidiary of Ambipar Participações e Empreendimentos S.A. (“Ambipar Topco,” together with its direct and indirect subsidiaries, the “Ambipar Group”). Simpson Thacher represents the Ambipar Group (including Ambipar Topco) in connection with its ongoing global restructuring.

Simpson Thacher’s Qualifications

7. Simpson Thacher is an international law firm with its principal office located at 425 Lexington Avenue, New York, NY 10017, and with branch offices in Houston, Los Angeles, Palo Alto, Washington, D.C., Boston, Beijing, London, Sao Paulo, Tokyo, Brussels, Luxembourg and Hong Kong. Simpson Thacher is one of the largest law firms in the United States, with a national and international practice, and has experience and expertise in nearly every major substantive area of legal practice, and its clients include leading public companies and privately held businesses in a variety of industries as well as major nonprofit organizations. Simpson Thacher’s expansive

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

experience equips its attorneys with the skills and knowledge necessary to provide their services in this chapter 11 case effectively.

8. Simpson Thacher has been practicing in the areas of insolvency and reorganization for more than fifty years. Simpson Thacher's financial restructuring group provides an array of services to assist financially distressed businesses and their creditors in maximizing values and ultimate recoveries in a broad range of challenging circumstances, and its lawyers have played important roles in many large and complex restructurings and chapter 11 cases. Simpson Thacher has recently represented debtors in the chapter 11 cases of, among others, *WW International Inc.*, *Anagram Holdings*, *Arsenal Resources*, *Pyxus International*, *Corp Group Banking*, *MatlinPatterson*, and *TNT Crane*. Simpson Thacher has also represented key stakeholders in the chapter 11 cases of, among others, *PG&E*, *Party City*, *Nautical Solutions*, *Yak Access*, *Avianca Holdings S.A.* and *LATAM Airlines*.

9. Simpson Thacher has experience and in all aspects of reorganizations under chapter 11 of the Bankruptcy Code. Simpson Thacher has represented the Debtor in the Debtor's preparation for the chapter 11 case and otherwise, including representation of the Company in the RJ Proceeding.

10. In preparation for the filing, Simpson Thacher worked with the Debtor's management and became familiar with the Debtor's business, history, financial affairs, capital and corporate structures, and other information required to assist the Debtor in the administration of this chapter 11 case.

Services to Be Provided

11. Simpson Thacher will primarily provide the following services in this chapter 11 case as counsel to the Debtor:

- a) advising the Debtor with respect to its powers and duties as debtor in possession in the continued management and operation of its business;
- b) advising and consulting on the conduct of this chapter 11 case, including all of the legal and administrative requirements of operating in chapter 11;
- c) attending meetings and negotiating with representatives of creditors and other parties in interest;
- d) taking all necessary actions to protect, preserve, and maximize the value of the Debtor's estate, including prosecuting actions on the Debtor's behalf, defending any action commenced against the Debtor, and representing the Debtor in negotiations concerning litigation in which the Debtor is involved, including objections to claims filed against the Debtor's estate; *provided*, that the Independent Committee (for which the Debtor is seeking to retain separate counsel, as described below) has been delegated power and authority in connection with any Conflict Matters;
- e) preparing pleadings in connection with this chapter 11 case, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtor's estate;
- f) if necessary, representing the Debtor in connection with postpetition financing or sale of assets;
- g) appearing before the Court and any appellate courts to represent the interests of the Debtor's estate;
- h) if necessary, taking any action on behalf of the Debtor to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto, or such other resolution of this chapter 11 case consistent with the RJ Proceedings; and
- i) performing all other necessary legal services for the Debtor in connection with this chapter 11 case that the Debtor determines necessary and appropriate.

12. Subject to the Court's approval of the Application, Simpson Thacher is willing to serve as the Debtor's attorneys and to perform the services described above. I understand that the Debtor may, from time to time, request that Simpson Thacher undertake specific matters beyond the scope of the services set forth above. Should Simpson Thacher agree to undertake any such

specific matters, the Debtor has requested authority in the Application to employ Simpson Thacher for such matters, in addition to those set forth above, without further order of this Court.

13. I understand that, concurrently with the filing of the Application, the Debtor anticipates filing an application to retain Gray Reed as its Texas co-counsel. Further, I understand that, concurrently with the filing of the Application, the Debtor, on behalf of the Independent Committee, will be seeking retention of Quinn Emanuel Urquhart & Sullivan (“Quinn Emanuel”) as counsel to the Independent Committee with respect to Conflict Matters. Simpson Thacher, Gray Reed and Quinn Emanuel each will have distinct and well-defined roles, designed to minimize the risk of any duplication of services. Simpson Thacher will also coordinate with Gray Reed, Quinn Emanuel and any other counsel the Debtor retains in this chapter 11 case to minimize the risk that the legal services provided by each firm are duplicative.

Professional Compensation

14. Simpson Thacher intends to (a) charge for its legal services on an hourly basis as described below and (b) seek reimbursement of actual and necessary out-of-pocket expenses, subject to this Court’s approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court.

15. Simpson Thacher’s hourly rates vary with the experience and seniority of the individuals assigned. Simpson Thacher’s current standard hourly rates for the attorneys and paraprofessionals who are expected to be providing services to the Debtor range as follows:

Billing Category	Range
Partners	\$2,220 - \$2,730
Senior Counsel	\$2,050
Counsel	\$1,995
Associates	\$895 - \$1,690
Paraprofessionals	\$470 - \$725

16. The hourly rates that Simpson Thacher will charge in this chapter 11 case are Simpson Thacher's hourly rates currently in effect and are similar to the rates Simpson Thacher generally charges debtors or borrowers for special situations, restructuring, workout, bankruptcy, insolvency, and comparable matters, whether in court or otherwise, regardless of whether a fee application is required, and to rates that comparable counsel would charge to perform work in such matters. These rates and the rate structure reflect that such legal work involves complexity, high stakes, and significant time pressures.

17. Prior to any increase in Simpson Thacher's hourly rates, Simpson Thacher will provide 10 days' notice to the Debtor, the Office of the United States Trustee for the Southern District of Texas (the "U.S. Trustee"), and any statutory committee appointed in this chapter 11 case.

18. Simpson Thacher will also seek reimbursement for all actual, non-overhead expenses incurred by Simpson Thacher on the Debtor's behalf, such as postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals, and lodging, as more fully set forth in the Zylberberg Declaration. All requests for reimbursement of expenses will be consistent with Simpson Thacher's normal reimbursement policies, subject to any modifications to such policies that Simpson Thacher may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

19. Pursuant to Bankruptcy Rule 2016(b), Simpson Thacher has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than the partners, associates, and counsel associated with Simpson Thacher or (b) any compensation another person or party has received or may receive, other than as permitted

pursuant to section 504 of the Bankruptcy Code. The proposed engagement is not prohibited by Bankruptcy Rule 5002.

Compensation Received by Simpson Thacher from the Debtor

20. For the 90 days prior to the Petition Date, Simpson Thacher received no payments and advances from the Debtor, and holds no retainer or fee advance with respect to the Debtor or the Ambipar Group more generally. All invoices for prepetition services, to the extent relating to the Debtor, were paid in full by the Ambipar TopCo prior to the Petition Date. Accordingly, as of the Petition Date, the Debtor does not owe Simpson Thacher any amounts for legal services rendered before the Petition Date.

Simpson Thacher's Disinterestedness

21. To the best of my knowledge, (a) Simpson Thacher is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtor's estate and (b) Simpson Thacher has no connection to the Debtor, its creditors, or other parties in interest, except as may be disclosed herein.

22. In connection with its proposed retention by the Debtor in this chapter 11 case, Simpson Thacher undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtor or its estate. Specifically, Simpson Thacher obtained from the Debtor and its representatives the names of individuals and entities that may be parties in interest in the chapter 11 case (the "Potential Parties in Interest") and such parties are listed on **Schedule 1** hereto. In preparing this Declaration, either I or someone under my supervision and direction searched Simpson Thacher's client database to determine whether Simpson Thacher had any relationships with the groups of persons and entities listed on **Schedule 1**. To the extent that I have been able to ascertain that Simpson

Thacher has a relationship with any Potential Parties in Interest in matters unrelated to the case, such facts are disclosed herein or on **Schedule 2** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of this chapter 11 case. Accordingly, Simpson Thacher will use reasonable efforts to update this Declaration as necessary if Simpson Thacher becomes aware of additional material information.

23. Effective July 16, 2024, United States Bankruptcy Judge Alfredo R. Perez was appointed to the United States Bankruptcy Court for the Southern District of Texas. Prior to such appointment, Judge Perez was employed by, and a partner of, Weil, Gotshal & Manges LLP (“Weil”). Effective August 14, 2019, United States Bankruptcy Judge Christopher M. Lopez was appointed to the United States Bankruptcy Court for the Southern District of Texas. Prior to such appointment, Judge Lopez was employed by and counsel of Weil. Certain Simpson Thacher attorneys working on this matter were attorneys at Weil at the same time as Judge Perez and Judge Lopez.

24. Simpson Thacher currently represents the Ambipar Group in connection with its ongoing global restructuring, including Ambipar TopCo, the direct parent of the Debtor. Simpson Thacher will seek compensation and reimbursement for its work for other entities in the Ambipar Group (*i.e.*, other than the Debtor) in accordance with its customary practices in connection with the RJ Proceeding. By contrast, as set forth above, Simpson Thacher will seek compensation for its work for the Debtor solely subject to this Court’s approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. A complete list of the Debtor’s non-debtor affiliates is included in **Schedule 1**.

25. In addition, Simpson Thacher and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, individuals or entities that may be parties in interest in this chapter 11 case in connection with matters unrelated (except as otherwise disclosed herein) to the Debtor and this chapter 11 case.

26. From time to time, Simpson Thacher may have referred, and may in the future refer, work to other professionals who may be retained in this chapter 11 case. Likewise, certain such professionals may have referred, and may in the future refer, work to Simpson Thacher.

27. Listed on **Schedule 2** to this Declaration are the results of Simpson Thacher's conflicts searches of the entities listed on **Schedule 1**. For the avoidance of doubt, Simpson Thacher will not commence a cause of action in this chapter 11 case against the entities listed on **Schedule 2** that are current clients of Simpson Thacher unless Simpson Thacher has an applicable waiver on file or first receives a waiver from such entity allowing Simpson Thacher to commence such an action. To the extent that a waiver does not exist or is not obtained from such entity and it is necessary for the Debtor to commence an action against that entity, the Debtor will undertake to identify and appoint conflicts counsel.

28. Additionally, unless specifically set forth on **Schedule 2**, to date Simpson Thacher has not represented any of the Debtor's creditors or other entities in connection with such creditor's claims or interests in or against the Debtor or this chapter 11 case. To the extent that Simpson Thacher discovers errors in **Schedule 2** or new representations arise, Simpson Thacher will amend **Schedule 2**. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Simpson Thacher is not disqualified from acting as the Debtor's counsel merely because it represents or may have represented certain of the Debtor's creditors or other entities that may be parties in interest in matters unrelated to this chapter 11 case.

29. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Simpson Thacher, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtor, its creditors, or any other parties in interest, their respective attorneys and accountants, the Office of the United States Trustee for the Southern District of Texas, any person employed in the Office of the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described herein.

30. Simpson Thacher has also made a general inquiry of all partners and employees of the firm requesting disclosure of any relationship with (a) any Bankruptcy Judge or District Judge in the District of Texas, (b) anyone employed by the Office of the Clerk of the Bankruptcy Court for the District of Texas, (c) any trustee, attorney, or staff employed by the U.S. Trustee, or (d) any significant debt or equity holder of the Debtor. Additionally, Simpson Thacher requested disclosure by all partners and employees, to the best of their knowledge, of any claims against, or equity interest in, the Debtor and whether any Simpson Thacher employee is or was a director, officer, or general partner (or a relative of any of the foregoing) of the Debtor.

31. To the best of my knowledge, based on the foregoing inquiry and expect as otherwise disclosed herein, no attorney or employee at the firm is related to (a) any United States Bankruptcy Judge or District Court Judge for the District of Texas, (b) anyone employed by the Office of the Clerk of the Bankruptcy Court for the District of Texas, (c) any trustee, attorney, or staff employed by the U.S. Trustee, or (d) any significant creditor or equity holder of the Debtor. However, certain attorneys disclosed personal connections to a magistrate judge in the Southern District of Texas and a judge for the U.S. Fifth Circuit Court of Appeals. None of these attorneys

are working on this case. Accordingly, I respectfully submit that the proposed employment of Simpson Thacher is not prohibited by, or improper under, Bankruptcy Rule 5002.

32. Simpson Thacher will review its files periodically during the pendency of this chapter 11 case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Simpson Thacher will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

33. Some of the professionals who may appear in the case may be counsel, advisors, representatives, trustees, or witnesses, as the case may be, in other transactions or cases in which Simpson Thacher also represents a client. Simpson Thacher may have retained or may retain various of such professionals or affiliates thereof to provide forensic, litigation support and financial advisory services to Simpson Thacher or Simpson Thacher's clients in a variety of past, present or future engagements. Current employees at Simpson Thacher may be former employees of, or related to employees of, one or more of the other professionals in this case. In addition, attorneys at Simpson Thacher belong to professional organizations to which other professionals who may appear in this case may also belong. Simpson Thacher does not maintain searchable records of any of these relationships.

34. Further, attorneys at Simpson Thacher have represented companies, stakeholders of companies or boards of companies, in each case, on which David Mack, the independent director of the Debtor, has served as director or trustee in matters wholly unrelated to the Debtor's chapter 11 case. Simpson Thacher does not maintain searchable records of all of these relationships.

35. Additionally, Simpson Thacher has represented, and may currently represent, entities that hold, or may in the future hold, certain of the Debtor's debt in beneficial accounts on

behalf of unidentified parties. Because distressed debt is actively traded in commercial markets, Simpson Thacher may be unaware of the actual holder of such debt at any given moment. Simpson Thacher also represents numerous entities in unrelated matters that may buy and/or sell distressed debt, claims, or equity interests of chapter 11 debtors. Moreover, from time to time, Simpson Thacher is engaged by various entities that buy and/or sell distressed debt to analyze the capital structure of a distressed company based on a review of publicly available information. Simpson Thacher does not undertake such reviews after it has been engaged to represent any such company, including the Debtor, and does not view any public debt review as an adverse representation to the Debtor. Similarly, as a large firm, Simpson Thacher may represent creditors/investors of or parties interested in investing in one or more parties in interest in this case. Simpson Thacher does not believe these relationships represent interests adverse to the estates.

Specific Disclosures

36. Simpson Thacher has not independently investigated the ownership of the entities listed on **Schedule 1** to determine if any client of Simpson Thacher has a legal or beneficial ownership interest in any such entities, or if any such entity has a legal or beneficial ownership interest in any client of Simpson Thacher, although if the conflicts check disclosed any such ownership interest, such entity is included on the attached **Schedule 2**.

37. Simpson Thacher is one of the largest law firms in the country and has a diverse client base. Other than JPMorgan Chase Bank, N.A. and its affiliates, none of the clients (together with their affiliates) referenced on **Schedule 2** accounted for more than 1% of Simpson Thacher's total value of time billed for the twelve months ended December 2024.

38. Simpson Thacher advises clients in transactions and litigation, including liability management, restructuring and bankruptcy matters, with third parties with which the Debtor may

also have a relationship. For example, Simpson Thacher may represent certain creditors or directors of a company, and the Debtor may have a separate relationship, such as a supplier or customer, with the same company. In certain circumstances, the interests of Simpson Thacher's clients may be adverse to those of the Debtor with respect to the third party. I do not know whether Simpson Thacher's conflicts checking system captures all connections of this nature or whether such situations are properly considered "connections" within the meaning of the Bankruptcy Rules, although when the conflicts check disclosed such instances, I have included them on the attached **Schedule 2**.

39. In addition, Simpson Thacher may have represented, may currently represent, or may in the future represent a borrower, an issuer of securities, a financial advisor, an underwriter of securities, a lead bank or any other client in financing transactions, merger and acquisition transactions, litigation or arbitration matters, bankruptcy matters or other matters unrelated to this chapter 11 case in which one or more parties in interest (or an affiliate) or a professional involved in this chapter 11 case happens to be involved, although not as Simpson Thacher's client. Simpson Thacher also may represent, in matters unrelated to the Debtor, companies that may be considered competitors of the Debtor.

40. I do not understand Bankruptcy Rule 2014(a) or other applicable law to require disclosure of each present or future engagement Simpson Thacher has or receives from a party in interest so long as it is unrelated to this chapter 11 case. Simpson Thacher intends to accept engagements from other parties in interest (whether existing or new clients) that are unrelated to the Debtor.

41. Certain of the parties in interest in this chapter 11 case may be from time to time or may have been members of an ad hoc group or official creditors' committee represented by

Simpson Thacher in matters unrelated to this chapter 11 case. In such instances, Simpson Thacher only represented the committee or group, and did not represent the creditors in their individual capacities. Simpson Thacher does not and will not represent any of these parties in connection with this chapter 11 case.

42. To the extent some of the parties in interest in this chapter 11 case are companies with publicly traded securities, Simpson Thacher personnel may own debt or equity securities issued by such companies. It is impractical to determine the extent of such holdings for all publicly traded parties in interest.

43. Attorneys or employees of Simpson Thacher may receive services from parties in interest or professionals involved in this case. Attorneys or other employees of Simpson Thacher or their spouses or relatives may have beneficial ownership of securities issued by, or banking, insurance, brokerage or money management relationships with, other parties in interest. Attorneys of Simpson Thacher may have relatives or spouses who are members of professional firms involved in this case or employed by parties in interest. We have conducted no investigation of our colleagues' banking, insurance, brokerage or investment activities or familial connections in preparing this Declaration, and do not believe any such interests would result in Simpson Thacher not being disinterested.

44. It is my understanding that no active, non-retired Simpson Thacher attorney or his or her respective family members own an equity interest in, or any debt securities issued by, the Debtor. It is also my understanding that Simpson Thacher attorneys invest in a broad array of mutual funds and ETFs and through non-discretionary or otherwise managed accounts and programs for which investment decisions are not made by the attorney, some number of which either currently or may in the future own securities of the Debtor or one or more of its creditors.

Statement Regarding U.S. Trustee Guidelines

45. Simpson Thacher will apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's chapter 11 case in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. Simpson Thacher intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures, both in connection with this application and the interim and final fee applications to be filed by Simpson Thacher in this chapter 11 case.

46. The following is provided in response to the request for additional information set forth in paragraph D.1 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "U.S. Trustee Guidelines"):

Question: Did Simpson Thacher agree to any variations from, or alternatives to, Simpson Thacher's standard or customary billing arrangements for this engagement?

Answer: No.

Question: Do any of Simpson Thacher's professionals included in this engagement vary their rate based on the geographical location of the Debtor's chapter 11 case?

Answer: No. The hourly rates used by Simpson Thacher in representing the Debtor are consistent with the rates that Simpson Thacher charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

Question: If Simpson Thacher has represented the Debtor in the 12 months prepetition, disclose the Firm's billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Simpson Thacher represented the Ambipar Group in connection with its global restructuring prior to the Petition Date using the same hourly rates as disclosed herein, and such rates have not changed postpetition.

Question: Has the Debtor approved Simpson Thacher's prospective budget and staffing plan, and if so, for what budget period?

Answer: Simpson Thacher has provided a good faith estimate of its expected fees and expenses during the course of this chapter 11 case, along with the staffing plan outlined in the Application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 19, 2025

/s/ David R. Zylberberg
David R. Zylberberg

Schedule 1

List of Entities Searched

Potential Interested Parties List

Debtor:

Ambipar Emergency Response.

Lenders

Itaú

Noteholders¹

Aegon USA Investment Management LLC
 AllianceBernstein LP
 Arkaim Advisors Ltd.
 AXA Investment Managers UK Limited
 Bank Julius Baer & Co. Ltd.
 Bank Julius Baer & Co. Ltd. (Investment Management)
 Banque Pictet & Cie SA
 BlackRock Fund Advisors
 Capital Research & Management Co.
 Deutsche Bank AG
 Fidelity Investments LLC
 Franklin Templeton Investment Management Ltd.
 Global Evolution Asset Management A/S
 Goldman Sachs Asset Management International
 Goldman Sachs International
 Interactive Brokers LLC
 M&G Plc
 Manulife Investment Management (US) LLC
 MFS Investment Management
 Morgan Stanley Wealth Management
 Neuberger Berman Investment Advisers LLC
 Ninety One UK Ltd
 Pioneer Investments
 RBC Global Asset Management (U.S.) Inc.
 Schroder Investment Management Ltd.
 Signal Capital Partners Limited
 SSGA Funds Management, Inc.
 Standard Chartered Bank
 Vontobel Asset Management AG
 Wellington Management Co. LLP

Indenture Trustee:

The Bank of New York Mellon
 Deutsche Bank S.A. – German Bank

Bankruptcy Judges:

Judge Marvin Isgur
 Judge Christopher M. Lopez
 Judge Jeffrey P. Norman
 Chief Judge Eduardo V. Rodriguez
 Judge Alfredo R. Pérez

US Trustees Personnel and Court Staff:

Alonzo, Albert
 Bray, Peter
 Bryan, Christina
 Barcomb, Alicia
 Caluza, Alethea
 Castro, Ana
 Chapman, E'lon B.
 Chavez, Jeannie
 Chilton, Samantha
 Conrad, Tracy
 Cox, S. Michele
 Do, LinhThu
 Duran, Hector
 Epstein, Kevin M.
 Felchak, Carol
 Garza, Vianey
 Gerhard, Ivette
 Goodwin, Valerie
 Henault, Brian
 Ho, Yvonne
 Holden, Shannon
 House, Akeita
 Isgur, Marvin
 Jackson, Aaron
 Jimenez, Andrew
 Johnson-Davis, Luci
 Jones, Shannon
 Laws, Tyler
 Lila, Yesenia
 Lopez, Christopher M.
 Marchand, Jason

¹ Reflects holders of 1% or greater of each of the 2031 Green Notes and 2033 Green Notes

Martinez, Zilde
 Morgan-Faircloth, Melissa
 Motton, Linda
 Nguyen, Ha
 Norman, Jeffrey P.
 Otto, Glenn
 Palermo, Dena Hanovice
 Rios, Mario
 Rivera, Yasmine
 Rodriguez, Eduardo V.
 Roy, Casey
 Ruff, Jayson B.
 Saldana, Rosario
 Samko-Yu, Alina
 Sheldon, Sam S.
 Sall, Millie Aponte
 Schmidt, Patricia
 Simmons, Christy
 Smith, Gwen
 Stephen Statham
 Thomas-Anderson, Sierra
 Travis, Christopher R.
 Warda, Samantha
 Waxton, Clarissa
 Whitehurst, Steven
 Whitworth, Jana

Non-Debtor Affiliates:

Ambipar Participações e Empreendimentos S.A.
 Environmental ESG Participações S.A.
 Ambipar Environmental Nordeste S.A.
 Ambipar Eco Products S.A.
 Ambipar Logistics Ltda
 Universo Ambipar Serviços, Comércio e Consultoria S.A.
 Holding Ambipar Environment Latam S.A.
 Ambipar Holding Chile SpA
 Ambipar Environment Water Solutions Ltda
 Ambipar Environmental Centroeste S.A.
 Ambipar Environmental Machines S.A.
 Drypol Ambipar Environmental Pet Solutions S.A.
 Boomera Ambipar Gestão Ambiental S.A.
 Ambipar Environmental Suprema Industrial Solutions S.A.
 Ambipar Worforce Solution Mão de Obra Temporária Ltda
 Ambipar Environmental Mining Ltda.
 Ambipar Environmental Solutions – Soluções Ambientais Ltda

Biofilica Ambipar Environmental Investments S/A
 Ambipar Environmental Glass Cullet Recycling SP Ltda.
 Ambipar ESG Brasil S/A
 Ambipar Environment Water Solutions Açú S.A.
 Ambipar Environment Economia Circular Nordeste S.A.
 Ambipar Environment Circular Economy RM S.A.
 Decarbon Environmental ESG Participações Ltda
 Alphenz Indústria e Serviços Ltda.
 Mecbrun Industria e Comércio Ltda
 Fundação Magma Ltda
 Ambipar Environmental Nordeste Ltda
 Ambipar ESG Oil Recovery NE S.A.
 Ambipar Environment Waste Management AL S/A
 Ambipar Environment Chile Limitada
 Ambipar Chile Servicios Integrales Limitada
 Ambipar Servicios de Valorizacion Ltda
 Servicios Ambientales S.A.
 Gestión de Servicios Ambientales S.A.
 Ambipar Environment Paraguay S.A.
 Ecofibras S.A.
 AmbiparRecynor SpA
 Ecopositiva S.A.S E.S.P
 Suministros Ambientales S.A.S.
 Green Waste S.A.S
 Zerocorp SpA
 Sociedad Agrocop Chile SpA
 Ambipar Environment Pós Consumo Ltda
 Ambipar Environment Residential Collection S/A
 Ambipar Environment Circular Economy FPI S.A.
 Ambipar Environment Maus Ltda
 Ambipar Facilities Ltda
 Ambipar Environment Waste Management Sul Ltda
 Ambipar Environment Waste Logistics Ltda
 Ambipar Environment Cullet Reciclyng Brasil S.A.
 Ambipar Green Tech Ltda
 Ambipar Compliance Solutions S.A.
 Ambipar Certification Ltda
 Ambipar ESG Risk Management Ltda
 Ambipar Environment Circular Economy NE Ltda

Ambipar Environmental Reverse Manufacturing S.A.
 Mecanotecnica German Ltda
 Transareia Locação e Serviços Ltda
 Ambipar Health Waste Services S.A.
 Ambipar Waste to Energy S.A.
 Ambipar Environment Peru S.A.C.
 Ecochevere S.A.S E.S.P
 Ambipar Environmental Viraser S/A
 Ambipar CBL Indústria e Comércio de Manufaturados S/A
 Ambipar Environment Circular Economy FPI Paraná Ltda
 Ambipar Compliance Chile SpA
 Ambipar Environmental Green Tire Ambiental Ltda
 Ambipar Environmental Ecoparque S.A.
 RPP Resinas Termoplásticas Ltda
 Ambipar Participações e Empreendimentos S.A.
 Emergência Participações S.A.
 Ambipar Response S.A.
 Ambipar Response Insurance Atend. A Seguros Ltda
 Ambipar Response ES S.A.
 Ambipar Response Dracares Apoio Marítimo E Portuario S/A
 Ambipar Response Chile S.A.
 Ambipar Response Chile SpA
 Ambipar Holdings (UK) Limited
 RG Response S.A.
 Ambipar Response Participações Brasil Ltda.
 Ambipar Response Tank Cleaning S/A
 Ambipar Flyone Serviço Aéreo Especializado, Comércio e Serviço S.A.
 JM Serviços Integrados S/A
 Ambipar Holding USA, Inc.
 Ambipar Response Emergency Medical Services R S/A
 Ambipar Response Emergency Medical Services H S/A
 Ambipar Response Emergency Medical Services S S/A
 Ambipar Holding Canada
 Ambipar Response Environmental Services Ltda
 Ambipar Response Geociências Ltda
 Ambipar Response Analytical S/A.
 Ambipar Response Fauna e Flora Ltda.
 Ambipar Response Environmental Consulting Offshore S/A
 Ambipar Response Environmental Remediation Ltda

Ambipar Response Marine S/A
 Ambipar Response Maritime Services PDA S/A
 Ambipar Response Training S.A.
 Ambipar Response México Sociedade de Responsabilidad Limitada de Capital Variable
 Ambipar Response Peru S.A.C.
 Ambipar Uruguay S.A.
 Ambipar Response Colombia S.A.S.
 Suatrans Colombia S.A.S
 Ambipar Response Servicios Mineros e Integrales S.A.
 Ambipar Response Limited (UK)
 Groco 404 Limited (UK)
 Ambipar Holding Ireland Limited
 Fênix Emergências Ambientais Ltda
 Ambipar C-Safety Comércio, Industria e Serviços Ltda
 Ambipar Response Industrial Robot S.A.
 Ambipar Response Industrial Services S/A
 Ambipar Response Industrial Angola, LDA
 Terra Drone Brasil Serviços de Engenharia Ltda
 Ambipar Response Texas, LLC
 Ambipar Response Florida, LLC
 Ambipar Response Alabama, LLC
 Ambipar Response Colorado, Inc.
 Ambipar Response EMS, Inc.
 Ambipar Response Northwest, Inc
 Ambipar Response PERS, LLC
 Ambipar Response Training Center ARTC Inc
 Witt O'Brien's LLC
 Ambipar Response Canada Inc
 DFA Contracting Ltd
 Ambipar Response Industrial Services Canada Inc
 Ambipar Response Emergency Services Canada F Inc.
 Ambipar Response Environmental Services Chile SPA
 RMC2 Soluções Ambientais Ltda
 Ambipar Howells Consultancy Limited (UK)
 Ambipar Response Limited (Irlanda)
 Ambipar Site Services Limited
 Ambipar Response Ireland Limited
 Witt O'Brien's PR LLC
 Witt O'Brien's USVI, LLC
 Witt O'Brien's Payroll Management LLC
 Navigate Response (Asia) Pte. Ltd
 Strategic Crisis Advisors LLC
 Navigate PR Ltd
 Navigate Response Limited
 Navigate Communications Pte. Ltd

Witt O'Brien's Response Management, LLC
Ambipar Response Industrial Services Canada G
Inc
Witt O'Brien's Insurance Services, LLC

Former Directors/Officers:

Pedro Petersen
Izabel Cristina
Andriotti Cruz de Oliveira
Mariana Loyola Ferreira Sgarbi
Rafael Espirito Santo
Yuri Keiserman
Fabio Castro
Carlos Piani

Banks:

JPMorgan Chase Bank, N.A.

Professionals:

Alvarez & Marsal
Davis Polk & Wardwell LLP
FTI Consulting, Inc.
Galdino Pimenta Takemi Ayoub Salgueiro e
Rezende de Almeida Advogados
Gray Reed & McGraw LLP
Kurtzman Carson Consultants, LLC dba Verita
Global
Lefosse Advogados
Linebarger Goggan Blair & Sampson, LLP
Linklaters LLP
Maples Group
Norton Rose Fullbright US LLP
Salomão Advogados
Simpson Thacher & Bartlett LLP
Skadden, Arps, Slate, Meagher & Flom LLP
Walkers (Cayman) LLP

Auditors

BDO RCS Auditores Independentes Sociedade
Simples Ltda

Tax Authorities:

Internal Revenue Service
Tarrant County Tax Assessor

Government and Regulatory Authorities:

Securities & Exchange Commission
Texas Attorney General
US Department of Justice - Tax Division
US Attorney Office, Southern District of Texas
US Trustee for the Southern District of Texas
(Houston Division)

Top Competitors:

ESTRELLA INTERNATIONAL ENERGY
SERVICES LTD.
HARSCO ENVIRONMENTAL
ORIZON
REPSOL EMERGENCIAS
REPUBLIC SERVICES
SECHÈ GROUP
SOLVI
SUEZ S.A.
US ECOLOGY
VEOLIA
WASTE CONNECTIONS
WASTE MANAGEMENT (WM)

Benefit Providers:

AMIL ASSISTÊNCIA MÉDICA
INTERNACIONAL S/A
ODONTOPREV S.A.
BRADESCO VIDA E PROVIDÊNCIA S.A.
UNIMED DO ESTADO DE SÃO PAULO
FEDERAÇÃO ESTADUAL DAS
COOPERATIVAS - FESP
ALELO
BEM MAIS GESTORA DE PLANOS DE
BENEFÍCIOS (SINDBOMBEIROS/BA)
Blue Cross Blue Shield of Texas
Principle Financial Group
Cigna
Vision Service Plan (VSP)
WEX Health
Prudential
ComPsych/Guidance Resources
ADP Retirement
Lockton Dunning Benefits
Legacy Retirement Plan Advisors
Templeton Accounts & Advisors

Landlords & Lessors:

FUNDO DE INVESTIMENTO IMOBILIARIO
- FII BM BRASCAN LAJES
CORPORATIVAS
PORTO DO AÇU OPERAÇÕES S.A
Socios Services US Inc.
City Centre 2 Partners
CHG-MERIDIAN DO BRASIL LOCACAO DE
EQUIPAMENTOS LTDA
ADDIANTE S/A
LOCALIZA RENT A CAR S/A
MOVIDA PARTICIPAÇÕES S.A.
HPE AUTOMOTORES DO BRASIL LTDA
UNIDAS LOCAÇÕES E SERVIÇOS S.A

Litigation Parties:

TRANSPORTES LUFT LTDA.
Aptim
Allco
Prime Universal
Trudy Fenster
A2B World Holdings

Insurance Providers:

Inigo Insurance
CHUBB
ALLIANZ SEGUROS
JUNTO SEGUROS S.A.
Willis Towers
Zurich American Insurance Company
Steadfast Insurance Company
Federal Insurance Company
National Fire Insurance Company of Hartford
Coalition Inc.
The Sovereign General Insurance Company
Lloyds – 100% Lloyd’s Syndicate Everest, 2786
Lloyds – 50% Lloyd’s Syndicate GIC, 1947
50% Lloyds Syndicate 1414, Ascot
Liberty Mutual Insurance Company
i3 Underwriting Services
Lloyds – 100% Lloyd’s Syndicate GIC, 1947
Specialty Insurance Managers
Boxx
Victor Canada

Schedule 2

Disclosures of Relationships to Potential Parties in Interest

1. Prior Firm: Certain Simpson Thacher attorneys working on this matter previously worked with the Hon. Alfredo R. Perez and the Hon. Christopher M. Lopez while employed together at the law firm of Weil, Gotshal & Manges LLP.

2. Past and Present Clients of the Firm: Simpson Thacher has in the past represented, currently represents, and may continue to represent, in matters unrelated to the Debtor's chapter 11 case, the following potential parties in interest or affiliates of potential parties in interest (or parties with names substantially similar to those appearing on the potential parties in interest list utilized by the Debtor's professionals). Simpson Thacher has not and will not represent the following potential parties in interest in any matter connected to this chapter 11 case.

- Itau BBA USA Securities Inc.
- BNY Mellon Capital Markets
- Deutsche Bank, S.A. – German Bank
- JPMorgan Chase Bank, N.A.
- Alvarez & Marsal
- FTI Consulting, Inc.
- Tércio Borlenghi Junior
- Deutsche Bank AG
- Morgan Stanley Wealth Management
- Goldman Sachs Asset Management International
- AllianceBernstein LP
- Manulife Investment Management (US) LLC
- Capital Research & Management Co.
- NB Alternatives Advisers LLC
- RBC Global Asset Management (U.S.) Inc.
- Wellington Management Co. LLP
- Franklin Templeton Investment Management Ltd.
- Goldman Sachs International
- Standard Chartered Bank
- Certain funds managed by Fidelity Investments LLC and their Independent Trustees
- Pioneer Investments
- BlackRock Fund Advisors
- Waste Connections, Inc. (as designated underwriter's counsel)
- Waste Management Inc.
- Blue Cross Blue Shield of Texas
- Principal Real Estate Investors
- The Cigna Group
- Certain affiliates of Prudential Financial Inc.
- ADP Inc. (as designated underwriter's counsel)

- Certain affiliates of Franklin Templeton
- Localiza Rent-a-Car S.A.
- Chubb Limited
- Willis Towers Watson PLC
- Federal Insurance Company

Exhibit B

Silva Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

AMBIPAR EMERGENCY RESPONSE,

Debtor.¹

)
) Chapter 11
)
) Case No. 25-90524 (ARP)
)
)
)

**DECLARATION OF THIAGO DA COSTA SILVA
IN SUPPORT OF THE
DEBTOR’S APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE EMPLOYMENT OF SIMPSON THACHER AS COUNSEL TO THE DEBTOR
AND DEBTOR IN POSSESSION, EFFECTIVE AS OF THE PETITION DATE**

Thiago Da Costa Silva, declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a director of Ambipar Emergency Response, the above-captioned debtor and debtor in possession (the “Debtor”). I have held this position since 2022.

2. I submit this Declaration in support of the *Debtor’s Application for Entry of an Order Authorizing the Employment of Simpson Thacher as Counsel to the Debtor and Debtor in Possession, Effective as of the Petition Date* (the “Application”).²

3. I have personal knowledge of the facts set forth herein unless otherwise indicated.

4. I believe that Simpson Thacher is ideal to efficiently serve the needs of the Debtor and well-qualified to serve as counsel to the Debtor in this proceeding.

5. I understand that Simpson Thacher has represented the Ambipar Group since 2020. Over the last five years, Simpson Thacher has worked with the Ambipar Group on several

¹ The last four digits of the Debtor’s taxpayer identification number are 0263. The Debtor’s address is 2346 Avenida Angelica, 5th Floor, São Paulo, SP, 01228-200, Brazil.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

transactional matters. In particular, Simpson Thacher advised the Ambipar Group in connection with both issuances of Green Notes, for which the Debtor has provided limited guarantees, and in connection with the de-SPAC transaction through which the Debtor became a public company in the United States.

6. In my capacity as a director, I am, or someone under my supervision is, responsible for overseeing the financial activities of the Debtor. Simpson Thacher has informed the Debtor that its rates for bankruptcy representations are comparable to the rates Simpson Thacher charges for non-bankruptcy representations. I am also responsible for reviewing the statements regularly submitted by Simpson Thacher and can confirm that the rates Simpson Thacher charged the Debtor in the prepetition period are the same as the rates Simpson Thacher will charge the Debtor in the postpetition period. I believe that Simpson Thacher's billing rates and terms are comparable or better than those charged by similarly skilled professionals.

7. The Debtor recognizes that it is its responsibility to closely monitor the billing practices of its counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtor's expectations and the exigencies of this chapter 11 case. The Debtor will continue to review the statements that Simpson Thacher regularly submits.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: November 19, 2025

/s/ Thiago Da Costa Silva
Thiago Da Costa Silva
Director

Exhibit C

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
AMBIPAR EMERGENCY RESPONSE,)	
)	Case No. 25-90524 (ARP)
Debtor. ¹)	
)	
)	Re: Docket No. ____

**ORDER AUTHORIZING THE EMPLOYMENT
OF SIMPSON THACHER & BARTLETT LLP AS COUNSEL TO THE DEBTOR AND
DEBTOR IN POSSESSION, EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtor and debtor in possession (the “Debtor”) for entry of an order (this “Order”): (a) authorizing the Debtor to employ Simpson Thacher as counsel, effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), rules 2014-1 and 2016-1 of the *Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas* (the “Local Rules”) and Paragraph 47 of the *Procedures for Complex Cases in the Southern District of Texas*, and (b) granting related relief; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtor’s notice of the Application and opportunity for a

¹ The last four digits of the Debtor’s taxpayer identification number are 0263. The Debtor’s address is 2346 Avenida Angelica, 5th Floor, São Paulo, SP, 01228-200, Brazil.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.

hearing on the Application were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Application and supporting declarations; and the Court having found, based on the representations made in the Application and in the Zylberberg Declaration, that (a) Simpson Thacher does not hold or represent an interest adverse to the Debtor's estates and (b) Simpson Thacher is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and it appearing that the relief requested in the Application is in the best interests of the Debtor's estate, its creditors, and other parties in interest; and the Court having found that the requirements of the Local Rules are satisfied by the contents of the Application; and the Court having determined that the legal and factual bases set forth in the Application and the record of the hearing on such application, if any, establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. The Debtor is authorized to retain Simpson Thacher as counsel, effective as of the Petition Date, in accordance with the terms and conditions set forth in the Application.
3. Simpson Thacher is authorized to provide the Debtor with the professional services described in the Application. Should the Debtor request that Simpson Thacher undertake specific matters beyond the scope of such services, and should Simpson Thacher agree to undertake any such specific matters, the Debtor is authorized to employ Simpson Thacher for such matters without further order of this Court.
4. Simpson Thacher shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's chapter 11 case in

compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, the U.S. Trustee Guidelines, and any other applicable procedures and orders of the Court. Simpson Thacher shall also make a reasonable effort to comply with the U.S. Trustee's requests for information, both in connection with the Application and the interim and final fee applications to be filed by Simpson Thacher in this chapter 11 case.

5. For billing purposes, Simpson Thacher shall keep its time in one tenth (1/10) of an hour increment in accordance with the U.S. Trustee Guidelines. Simpson Thacher shall use reasonable efforts to avoid any duplication of services provided by any of the Debtor's other retained professionals in this chapter 11 case.

6. Notwithstanding anything to the contrary in the Application or the Zylberberg Declaration, Simpson Thacher shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

7. Simpson Thacher shall provide ten business days' notice to the Debtor, the U.S. Trustee, and any Committee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

8. Simpson Thacher shall review its files periodically during the pendency of this chapter 11 case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Simpson Thacher will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a). If any supplemental connections are

disclosed by Simpson Thacher through one or more supplemental declarations, any objections to the continued retention of Simpson Thacher as Debtor's counsel shall be due within 21 days after the filing and serving of each supplement disclosure. Absent any objections, the employment of Debtor's counsel shall continue as authorized without further order, pursuant to this Order.

9. The Debtor and Simpson Thacher are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. To the extent the Application or the supporting declarations are inconsistent with this Order, the terms of this Order shall govern.

11. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

12. Notice of the Application as provided therein is deemed good and sufficient notice of the Application.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Houston, Texas

Dated: _____, 2025

Alfredo R. Perez
United States Bankruptcy Judge