



Athena Saúde Brasil S.A.

Corporate ID 31.701.408/0001-14

NIRE 35.3.0052268

Material Fact

Athena Saúde Brasil S.A. (“Athena” or the “Company”) in compliance with article 157, paragraph 4th, of Law number 6.404/76 and of CVM rule number 358/02, announces to its shareholders and the market in general that, on August 05, 2021, entered into a purchase and sale intent agreement for the acquisition (“Agreement”) of 100% of **HSM Hospital e Maternidade Ltda.** (CNPJ nº 00.855.774/0001-02) (“Transaction” and “Hospital São Marcos”, respectively) through its subsidiary, Hospital Bom Samaritano de Maringá S.A. (CNPJ nº 23.876.304/0001-12) (“HBMS”).

Transaction conclusion is subjected to normal condition precedents for this type of transaction. Upon completion of the Transaction, under the terms of the Agreement, HBSM will acquire the totality of Hospital São Marcos shares, which will become a company controlled by HBSM.

Founded in 1962, Hospital São Marcos provides services of medium complexity nature owning 103 beds, from which 22 are ICU, besides 8 surgery center and 10 clinics. The hospital is located in the city of Maringá, Paraná state. With this Transaction, the Company reinforces its growth strategy in the West Paraná and aims to complement the services it already offers in the region with the Hospital Bom Samaritano de Maringá.

The enterprise value of the Transaction is R\$ 71.5 million, equivalent to approximately 6.4x last twelve months EBITDA as of May/21, not taking in consideration any effects of operating and administrative synergies with Athena. Transaction payment will be done at the closing date, (i) R\$ 53 million discounting any eventual contingencies and considering R\$ 1.5 million of free cash flow; and (ii) R\$ 20 million in Company’s shares in exchange.

The integration plan contains operating and administrative synergies with Athena’s operations in this region of the country.

The Company will keep its shareholders and the market duly informed, under the applicable rules and appropriate channels, in respect to any further relevant development for the Transaction.

São Paulo, SP, August 06, 2021

Daniel Nozaki Gushi

Financial and Investor Relations Officer