



**MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.**

CNPJ/MF 07.816.890/0001-53

NIRE 33.3.0027840-1

Publicly traded Company

**NOTICE OF MATERIAL FACT**

*Share repurchase proposal submitted to the EGM*

Multiplan Empreendimentos Imobiliários S.A. ("Company"), in accordance with current regulations, hereby announces the following:

1. As disclosed in a notice of material fact dated June 24, 2024, the shareholder 1700480 Ontario Inc. ("OTPP") communicated to shareholder Multiplan Participações S.A. ("MPAR") its intention to sell all its shares issued by the Company, corresponding to 111,260,914 shares ("Offered Shares"), thus beginning the period of ninety days for MPAR to exercise its right of first opportunity, provided for in the Shareholders Agreement in force.

2. During the course of negotiations, MPAR decided to offer the Company the opportunity to acquire 90,049,527 Offered Shares, under the same terms and conditions offered by OTPP and accepted by MPAR in relation to 21,211,387 Offered Shares ("Repurchase").

3. The Company's management assessed the matter and understood that the Repurchase is in the interest of both the Company and its shareholders, mainly considering that **(a)** the price offered is R\$22.21 per share, which reflects an implicit discount of approximately 16.2% in relation to the average price, weighted by volume, of the Company's shares in the last 30 trading sessions of B3 S.A. – Brasil, Bolsa, Balcão; **(b)** it is a significant amount of shares; and **(c)** with the implementation of the Repurchase, all shareholders will have their participation increased proportionally by 18.46% (disregarding treasury shares before and after the transaction).

4. In this context, the Company, MPAR and OTPP entered into a share purchase agreement ("SPA"), which guarantees MPAR the right to acquire 21,211,387 Offered Shares, and the Company the right to acquire 90,049,527 Offered Shares, at the price indicated above. The main terms of the SPA are as follows:

Approval by Shareholders: the Repurchase is subject to prior approval by the Company's shareholders at an extraordinary general meeting, to be held on October 21, 2024, within which MPAR, OTPP and other shareholders linked to them will not exercise their respective voting rights, so that the matter may be decided exclusively by the majority of the other shareholders present at the EGM;

Termination of the Shareholders' Agreement: if the Company's extraordinary general meeting approves the Repurchase, its closing is conditioned to the prior



termination of the Shareholders' Agreement in force, so that OTPP ceases to be part of the controlling group, with which the Company's shares held by OTPP will be considered part of the free float;

CADE: the closing of the Repurchase is subject to prior approval by the Administrative Council for Economic Defense – CADE;

Acquisition in Stages: the Repurchase will be carried out in successive stages, so that the Company will never hold shares representing more than 10% of its free float shares; and

MPAR Additional Acquisition: if the Company does not acquire all or part of the shares offered to it, MPAR, or a third party indicated by it, may do so under the terms of the SPA.

5. If the Repurchase is closed, the acquisition of shares will be offset by the capital and profit reserve accounts. The Company will carry out the acquisition with its own resources and third-party financing, to be contracted in due course.
6. The content of the signed SPA is available to the Company's shareholders, along with other materials relevant to the general meeting called, on this date, to resolve on the Repurchase.
7. The Company hired independent advisors to evaluate and negotiate the economic and legal terms of the Repurchase. Itaú BBA Assessoria Financeira S.A. prepared a fairness opinion regarding the purchase price of the Repurchase – which is also part of the management proposal released on this date.
8. Finally, the Company informs that, on this date, the Board of Directors decided to cancel 22,597,174 shares previously held in treasury.

Rio de Janeiro, September 19, 2024.

**Armando d'Almeida Neto**

Executive Vice President - Financial and Investor Relations Officer