



INSTITUTO HERMES PARDINI S/A

CNPJ/MF nº 19.378.769/0001-76

NIRE nº 3130009880-0

MATERIAL FACT

Belo Horizonte, March 28, 2023 - Instituto Hermes Pardini S.A. (**B3: PARD3**) (“Company”), in compliance with the provisions of the Securities and Exchange Commission (“CVM”) Resolution No. 44, of August 23, 2021, as amended, communicates to its shareholders and the market that, on this date, the proposal for the incorporation (“Incorporation”) of its wholly owned subsidiary of APC – LABORATÓRIO DE ANATOMIA PATOLÓGICA E CITOLOGIA LTDA. (“APC”) has been signed. The approval of the Incorporation proposal takes place after the acquisition, by the Company, of APC, pursuant to the notices to the market and material fact released by the Company on August 02, 2021, September 23, 2021 and November 12, 2023.

The Incorporation will be submitted to the decision of the Company's General Meeting, convened by the Board of Directors on March 14, 2023

The Incorporation aims to simplify the Company's organizational and corporate structures, thus providing a reduction in administrative and operational costs. APC operates in the same industry as the Company, focusing on performing immunohistochemistry and in situ hybridization panels on surgical biopsy specimens, with a broad spectrum of oncology diagnoses.

The Company does not see significant risks caused by the implementation of the Incorporation, and its success will depend mainly on the Company's ability to realize growth opportunities and cost savings resulting from the combination of its businesses. If such objectives are not successfully achieved, the expected benefits from the Incorporation may not fully or fully occur, or may take longer than expected to occur.

The Company will incorporate the entirety of the Incorporated Company's assets, whose shares are fully held by the Company.

The Incorporation will not result in an increase in the Company's capital, nor in the issuance of new shares by Pardini, and there is no need to talk about replacing the shares of non-controlling partners of the Incorporated Company with Pardini shares, given that the Company is already, prior to the Incorporation, the sole partner of the Incorporated Company. In this way, according to recent CVM understandings, already demonstrated in consultations formulated in similar corporate transactions, it is not necessary to calculate the exchange ratio, based on the companies' equity at market prices, nor the corresponding report for the purposes of comparison referred to in article 264 of law 6,404, of December 15, 1976, as amended, or preparation of financial statements pursuant to articles 6 and 7 of CVM Resolution No. 78, of March 19, 2022.

The Incorporation will not give the Company's shareholders the right to withdraw. Still, there is no need to talk about dissent and exercise of the right of withdrawal of non-controlling partners of the Incorporated Company, considering that the only partner of the Incorporated Company is Pardini.

The acts of the Incorporation must be submitted to the General Meeting of the Company and the Meeting of Partners of the Incorporated Company and, later, they will be analyzed by the Board of Trade of the State of Minas Gerais and by the Board of Trade of the State of São Paulo, with no need for prior approval by any Brazilian or foreign authorities. The estimated cost of the Incorporation is approximately twenty thousand (R\$20,000.00), including costs with appraisals, legal advice and other advisory services, publications and other related expenses.

The documents related to the Incorporation, including the appraisal report on the net equity of APC, are available on the Investor Relations website (<http://www.hermespardini.com.br/ri>) and the Brazilian Securities and Exchange Commission (CVM) website.



The Company, through its Investor Relations Department, is available for any clarifications through the contact below.

Regards,

Camilo de Lelis Maciel Silva

Administrative, Financial and Investor Relations Director

Instituto Hermes Pardini S/A

ri@grupopardini.com.br

<http://www.hermespardini.com.br/ri>