



NOTRE DAME INTERMÉDICA PARTICIPAÇÕES S.A.

Corporate ID No. 19.853.511/0001-84

Listed on the B3 Stock Exchange

MATERIAL FACT

Notre Dame Intermédica Participações S.A. ("Company" or "GNDI"), pursuant to the provisions of article 157, paragraph 4, of Law No. 6,404/76 and of CVM Rule No. 358/02, hereby announces to its shareholders and to the market in general that, on June 04, 2021, BCBF Participações S.A., subsidiary of the Company, entered into a purchase and sale intent agreement to acquire CCG Participações S.A. ("**Centro Clínico Gaúcho**") ("**Transaction**").

With the completion of the Transaction, the Company will hold indirectly 100% of the capital stock of Centro Clínico Gaúcho. The enterprise value was R\$ 1.06 billion and will be paid in cash on the closing date, adjusted by the net debt and deducted by a portion retained for potential contingencies.

Founded in 1991 in the city of Canoas (RS), the Centro Clínico Gaúcho is one of the main vertically integrated operators that offer health plans, dental plans, and general health services mainly in the state of Rio Grande do Sul. In 2019, the investment of Kinea (Private Equity fund), enabled relevant potential for regional expansion, with a focus on health plans for the corporate segment. In 2021, the Centro Clínico Gaúcho announced the inauguration of the Humaniza Hospital, located in a strategic region in the city of Porto Alegre (RS), which has 110 hospital beds, and potential for expansion to a total of 220 hospital beds.

In 2020, the Centro Clínico Gaúcho recorded consolidated net revenue of R\$371 million with a cash loss ratio (Cash MLR) of 70.3%. They have a portfolio of 175 thousand health plan beneficiaries (80% corporate), and 4.7 thousand dental plan beneficiaries, mainly located in the Porto Alegre metropolitan area, and an own network that includes 20 clinical centers, 13 collection points of clinical analyses (Laboratório Marques D'Almeida) and the Hospital Humaniza, in addition to a wide range of services, such as preventive medicine, home care program and 24-hour telemedicine.

With the Transaction, the Company expands its strategic footprint, with the entry into the State of Rio Grande do Sul through a platform that is committed to the quality of its services, bringing relevant potential for regional expansion, as well as opportunities for operational and administrative synergies. The acquisition price will represent an implicit multiple of 9.8x EBITDA 2022, when considering the planned synergies.

After the closing of the Transaction, GNDI will have an approximate market share of 13.6% in the metropolitan region of Porto Alegre.

This acquisition is another demonstration of the growth strategy continuity and strengthening of its own network, reinforcing its commitment to creating value for its shareholders, customers and society.

The closing of the Transaction is subject to the fulfilment of certain precedent conditions, including the approval by the Brazilian Agency of Supplemental Health (*Agência Nacional de Saúde Suplementar* - ANS) and the Brazilian Antitrust Council (*Conselho Administrativo de Defesa Econômica* – CADE).

The Company clarifies that the Transaction is not subject to and, therefore, will not be submitted to shareholders' approval provided for in Article 256 of Law No. 6,404/76, nor will entail, pursuant to the guidance provided in the Official Letter/CVM/SEP/No. 02/2018, the withdrawal right to the Company's shareholders, considering that the acquisition was performed by BCBF Participações S.A, which is a privately held company and subsidiary of the Company.

The Company will keep the market and its shareholders informed on any material updates related to the matters provided herein.

São Paulo, June 04, 2021.

Glauco Desiderio
Investor Relations Officer