

ONCOCLÍNICAS DO BRASIL SERVIÇOS MÉDICOS S.A.

CNPJ/MF No. 12.104.241/0004-02

A Publicly-Held Company

MATERIAL FACT

Oncoclínicas do Brasil Serviços Médicos S.A. (B3: ONCO3) ("Company"), in compliance with paragraph 4 of article 157 of Law No. 6,404/76, as amended ("Corporations Law"), CVM Resolution No. 44/21 and CVM Resolution No. 78/22, hereby informs its shareholders and the market in general that, on this date, the management of the Company and its subsidiaries, Céu de Brasília Participações S.A. ("Céu"), Cettro – Centro de Tratamento Ltda. ("Cettro") and AIO – Instituto de Câncer de Brasília Ltda. ("AIO") entered into the "Protocol and Justification for the Merger of Céu de Brasília Participações S.A. into Oncoclínicas do Brasil Serviços Médicos S.A. and Partial Spin-offs of Cettro – Centro de Tratamento Ltda. and AIO – Instituto de Câncer de Brasília Ltda. with Transfer of the Spun-Off Net Assets to Oncoclínicas do Brasil Serviços Médicos S.A." ("Protocol and Justification"), which governs the terms and conditions for the merger of Céu into the Company and the partial spin-offs of Cettro and AIO, with transfer of the spun-off net assets to the Company ("Transaction"). The Company's management will submit the Transaction for the approval of its shareholders at the Company's extraordinary shareholders meeting to be held on February 28, 2025 at 9:00 a.m. ("ESM").

Following, in compliance with the provisions of CVM Resolution No. 78/22, the main terms and conditions of the Transaction are described:

1. Identification of companies involved in the transaction and brief description of the activities performed by them

Merging Company:

Oncoclínicas do Brasil Serviços Médicos S.A., a publicly-held company, enrolled with the CNPJ/MF under No. 12.104.241/0004-02, with its principal place of business at Avenida Presidente Juscelino Kubitschek, nº 510, 2º andar, CEP 04543-906, in the City of São Paulo, State of São Paulo, the corporate purpose of which comprises: (i) exploration of medical services in general; (ii) participation, as partner or shareholder, in other national or foreign companies; (iii) research and experimental development in physical and natural sciences, as well as activities of intermediation and agency of services and business in clinical research; (iv) development and licensing of customized software and data processing; (v) advisory and consulting activities in the health area; and (vi) any other activities related to those described above.

Merged Company:

Céu de Brasília Participações S.A.: a privately-held corporation, enrolled with the CNPJ/MF under No. 38.037.310/0001-53, with its principal place of business at SMHN, Quadra 2, Bloco A, S/N, sala 408, Edifício de Clínicas, Asa Norte, CEP 70.710-904, in the City of Brasília, Federal District, whose corporate purpose comprises: (i) interest in other companies, except holding companies; and (ii) business management consulting activities, except specific technical consulting.

Spun-off companies:

Cettro - Centro de Tratamento Ltda.: a limited liability company, enrolled with the CNPJ/MF under No. 00.520.237/0001-01, with its principal place of business at SMH/Norte, Quadra 2, Bloco A, nº 10, Consultório 1201 A e 1214, Asa Norte, CEP 70710-100, in the City of Brasília, Federal District, the corporate purpose of which comprises: (i) outpatient medical activity with resources for conducting complementary examinations; (ii) outpatient medical activity restricted to consultations; (iii) chemotherapy; (iv) activities of nutrition professionals; (v) psychology and psychoanalysis activities; (vi) diagnostic and therapeutic complementation services; (vii) blood therapy services; and (viii) human vaccination and immunization services.

AIO - Instituto de Câncer de Brasília Ltda.: a business limited liability company, enrolled with the CNPJ/MF under No. 11.859.927/0001-06, with its principal place of business at QS 3, EPTC, Lotes 3, 5, 7 and 9, Loja 01, Parte A, S/N, Areal (Águas Claras), CEP 71.953-000, in the City of Brasília, Federal District, the corporate purpose of which comprises: (i) outpatient medical activity with resources for conducting complementary examinations; (ii) chemotherapy services; (iii) outpatient medical activity restricted to consultations; (iv) combined office and administrative support services; (v) preparation of specialized documents and services for administrative support not previously specified; and (vi) activities of diagnostic and therapeutic complementation services not previously specified.

2. Description and purpose of the transaction

Céu is a company wholly owned by the Company, and Cettro and AIO are companies controlled by Céu.

The management of the Company, Céu, Cettro and AIO wish to carry out a corporate reorganization of the group that will comprise the following steps: **(i)** merger of Céu by the Company, with the merger of all the Céu's assets, rights and obligations, including the investments held by it in Cettro and AIO ("Céu Merger"); **(ii)** subject to the consummation of the Céu Merger, partial spin-off of Cettro, with transfer of the spun-off net assets to the Company ("Cettro Spin-off"); and **(iii)** subject to the consummation of the Céu Merger, partial spin-off of AIO, with transfer of the spun-off net assets to the Company ("AIO Spin-off").

All quotas representing the capital stock of Cettro and AIO held by Céu will be transferred to the Company upon approval of the Céu Merger, so that all quotas representing the capital stock of Cettro and AIO will be held by the Company.

If the Transactions are approved, the Céu Merger, the Cettro Spin-Off and the AIO Spin-Off will not imply any modification of the Company's capital, since it will result in the mere accounting replacement of the value of the equity interest currently held directly by the Company in Céu, Cettro and AIO and indirectly in Cettro and AIO, corresponding to the assets and liabilities that are part of the assets to be merged or transferred to the Company, as the case may be, which will be correspondingly recorded in the Company's accounting records, without changing its net equity.

As a result of the Transaction, all rights and obligations related to the incorporated assets and the spun-off assets will be transferred to the Company, which will succeed the Merged Company and the Spun-Off Companies regarding their respective assets, under article 229, paragraph 1, of the Corporations Law, without any continuity solution.

3. Main benefits, costs and risks of the transaction

The Transaction has as purpose the search for optimization of the capital and management structure, greater operational efficiency, with a reduction in expenses, and greater efficiency in the allocation of capital for the development of unified transactions, generating administrative and financial efficiency gains, as well as the simplification and rationalization Oncoclínicas' group corporate structure.

The Company's management does not see any relevant risks in the implementation of the Transaction, other than the usual risks for this type of transaction.

The Company estimates that the total costs and expenses, including costs and expenses for performing and carrying out the Transaction related to the publication and registration of corporate acts, as well as appraiser's fees, for the implementation of the Transaction, total approximately BRL 221,000.00 (two hundred and twenty-one thousand reais).

4. Share replacement ratio

Considering that the Company directly holds all the shares issued by Céu and part of the quotas representing the quota capital of Cetro and AIO and, subject to the steps of the Transaction described in item 2 above, it will directly hold all the shares representing the capital stock of Cetro and AIO, and there will be no share replacement ratio for the Company's shareholders.

5. Replacement Ratio setting criterion

Not applicable.

6. Main assets and liabilities that will form each part of the equity, in the case of spin-off.

- (i) Céu Merger: all assets, rights and obligations of Céu, comprising the investments held by it in Cetro and AIO, are described in exhibit 2 to the appraisal report of Céu, disclosed on this date;
- (ii) Cetro Spin-off: active and passive elements that comprise the spun-off net assets of Cetro to be transferred to the Company, are described in exhibit 2 to the appraisal report of Cetro, disclosed on this date; and
- (iii) AIO Spin-off: active and passive elements that comprise the spun-off net assets of AIO to be transferred to the Company, are described in exhibit 2 to the appraisal report of AIO, disclosed on this date.

7. Whether the transaction has been or will be submitted for approval by Brazilian or foreign authorities

Not applicable.

8. In transactions involving controlling companies, controlled companies or companies under common control, the share replacement ratio calculated pursuant to article 264 of Law No. 6,404/76

Not applicable.

9. Applicability of the right of withdrawal and reimbursement amount

Not applicable.

10. Other relevant information

The Transaction will be subject to approval by the Company's shareholders at the ESM. Detailed guidelines for shareholders' participation in the ESM are presented in the ESM Manual, available on the Company's Investor Relations website (<https://ri.grupooncoclínicas.com/>), on the website of the Securities and Exchange Commission (www.cvm.gov.br), on the website of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and at the Company's principal place of business.

São Paulo, February 6, 2025

Cristiano Camargo

Investor Relations Executive Officer

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