



ONCOCLÍNICAS DO BRASIL SERVIÇOS MÉDICOS S.A.

CNPJ/MF nº 12.104.241/0004-02

NIRE 35.300.493.699

Publicly-traded Company

MATERIAL FACT

Oncoclínicas do Brasil Serviços Médicos S.A. (ONCO3) (“Company”), pursuant to article 157, paragraph 4 of Law No. 6,404/76 (“Brazilian Corporation Law”), CVM Resolution No. 44/21 and CVM Resolution No. 78/22, hereby informs its shareholders and the market in general that, on August 9, 2023, the Company and Oncoclínica – Centro de Tratamento Oncológico S.A. (“CTO”), a wholly-owned subsidiary of the Company, entered into the Protocol and Justification for the Partial Spin-off of Oncoclínica – Centro de Tratamento Oncológico S.A. with Version of the Spin-off Net Assets into Oncoclínicas do Brasil Serviços Médicos S.A., which governs the terms and conditions for the partial spin-off of CTO, with the version of the spun-off net assets into the Company (the “Protocol” and the “Split”), subject to approval at the Company’s Extraordinary General Meeting to be convened on August 9, 2023.

Pursuant to Resolution CVM No.78/22, the main terms and conditions regarding the Merger are described below, to be subject to deliberation at the Company's Annual and Extraordinary General Shareholders' Meeting:

1. Identification of the entities involved in the transaction and brief description of the business carried out by them

Merging Entity: Oncoclínicas do Brasil Serviços Médicos S.A., a publicly-traded company, headquartered at Avenida Presidente Juscelino Kubitschek, nº 510, 2nd floor, CEP 04543-906, in the City of São Paulo, State of São Paulo, registered with the CNPJ/MF under nº 12.104.241/0004-02, whose corporate purpose consists of: (i) providing medical services in general; (ii) participation, as a partner or shareholder, in other companies, national or foreign; (iii) research and experimental development in physical and natural sciences, as well as intermediation activities and agency services and businesses in clinical research; (iv) development and licensing of customizable software and data processing; (v) advisory and consulting activities in the health area; and (vi) any other activities related to those described above.

Spin-off Entity: Oncoclínica – Centro de Tratamento Oncológico S.A., privately-held company, registered with the CNPJ/MF under nº 72.101.124/0001-74, headquartered at Rua Nascimento Silva, nº 88, Lot 01, Pal 48658, Ipanema, CEP 22.421-022, in the City of Rio Janeiro, State of Rio de Janeiro, whose corporate purpose is to provide medical services in general, including chemotherapy, radiotherapy and radiosurgery



services, clinical laboratories, activities of integrative and complementary practices in human health, as well as health care in hospitalization and care for patients who need scheduled direct assistance.

2. Description and purpose of the transaction

Considering that the shares issued by CTO are wholly owned by the Company, the partial spin-off of CTO with the transfer of the spun-off net assets to the Company will result in the mere accounting replacement of the value of the shareholding held by the Company in CTO corresponding to the assets and liabilities that make up the spun-off net assets, which will be correspondingly recorded in the Company's accounting records, without changing its shareholders' equity.

As a result of the approval of the partial spin-off of CTO with transfer of the spun-off net assets to the Company, the capital stock of CTO will be reduced by the amount of R\$420.919.345,12 (four hundred twenty million, nine hundred nineteen thousand, three hundred forty-five reais and twelve cents), amount corresponding to the spun-off net assets, through the cancellation of 880.543 (eight hundred, eighty thousand, five hundred forty-three) registered common shares with no par value.

The purpose of the Spin-off is to seek to optimize the capital and management structure and greater operational efficiency, with a reduction in expenses and greater efficiency in the allocation of capital for the development of unified operations, generating gains in administrative and financial efficiency, as well as the simplification and rationalization of the corporate structure of the Oncoclínicas group.

3. Main benefits, costs and risks of the transaction

The Spin-off aims to optimize the capital and management structure and greater operational efficiency, with a reduction in expenses and greater efficiency in the allocation of capital for the development of unified operations, generating gains in administrative and financial efficiency, as well as the simplification and rationalization of the corporate structure of the Oncoclínicas group.

The Company's management does not see relevant risks in implementing the Spin-off, in addition to the usual risks for this type of transaction.

The Company estimates that the total costs and expenses, including costs and expenses for carrying out and carrying out the Spin-off related to the publication and registration of the corporate acts, as well as appraiser fees, for the implementation of the Spin-off, amount to approximately R\$75,000.00 (seventy-five thousand reais).



4. Shares exchange ratio

The partial spin-off of CTO with transfer of the spun-off net assets to the Company will not result in a capital increase of the Company and/or in the issuance of new shares by the Company. There will be no change in the Company's shareholding structure as a result of the partial spin-off of CTO with transfer of the spun-off net assets to the Company. Therefore, there is no need to talk about the replacement of shares issued by CTO by shares issued by the Company.

5. Criterion for fixing the exchange ratio

Not applicable since it is a partial spin-off of a wholly-owned subsidiary of the Company with transfer of the spun-off net assets to the Company.

6. Main assets and liabilities elements which will form each part of the net assets, in case of spin off

The main assets and liabilities that comprise CTO's spun-off assets to be transferred to the Company are described in the management proposal dated August 9, 2023, containing the terms and conditions for the partial spin-off of CTO, with the transfer of the spun-off net assets to the Company.

7. If the transaction was or will be submitted to the approval of Brazilian or foreign authorities

Not applicable since it is a partial spin-off of a wholly-owned subsidiary of the Company with transfer of the spun-off net assets to the Company.

8. In transactions involving controlling companies, controlled companies or companies under common control, share exchange ratio calculated in accordance with article 264 of Law No. 6,404/76.

Not applicable since it is a partial spin-off of a wholly-owned subsidiary of the Company with transfer of the spun-off net assets to the Company.

9. Applicability of the Right of Withdrawal and refund amount

Not applicable since it is a partial spin-off of a wholly-owned subsidiary of the Company with transfer of the spun-off net assets to the Company.

10. Other Relevant Information

The Spin-off is subject to the approval of the Company's shareholders at an extraordinary general meeting called for August 31, 2023 at 1:00 pm. Detailed guidelines for shareholders' participation in the Meeting



are presented in the Manual of the Extraordinary General Meeting of August 31, 2023, available at the Company's Investor Relations page (<https://ri.grupooncoclinicas.com/>), at the Securities Commission page (www.cvm.gov.br), at the B3 S.A. – Brasil, Bolsa, Balcão page (www.b3.com.br) and at the Company's headquarters.

São Paulo, August 9, 2023

Cristiano Camargo

Investors Relations Officer

ONCOCLÍNICAS DO BRASIL SERVIÇOS MÉDICOS S.A.