

**HOSPITAL MATER DEI S.A.**

Publicly Held Company - Corporate Taxpayer's ID (CNPJ/ME): 16.676.520/0001-59  
Rua Mato Grosso, nº 1.100, Bairro Santo Agostinho,  
CEP 30.190-081, Belo Horizonte - MG

**MATERIAL FACT**

**HOSPITAL MATER DEI S.A.** ("Mater Dei" or "Company") (B3: MATD3), pursuant to the Brazilian Securities Commission ("CVM") Resolution Nº 44/2021, and article 157, paragraph 4<sup>th</sup> of the Law 6.404/1976, as amended, hereby informs its shareholders and the market that on February 8<sup>th</sup>, 2022, the Company's Board of Directors approved, through its subsidiary RMDS Participações S/A, the execution of the sale and purchase agreement and other covenants for acquisition of shares representing 95% of EMEC Empreendimentos Médico Cirúrgicos Ltda. ("EMEC" and "Transaction").

EMEC is located in Feira de Santana, the second largest city in terms of population in the Bahia state, which influences other several cities within the state, including Salvador. EMEC is about 110 km from Hospital Mater Dei Salvador and the Transaction strengthens the Company's hub of high-quality care in the Bahia state, allowing a combined operation that aims efficiency gains and complementarity.

Inaugurated in 1963, EMEC was the first private hospital of the city, being a reference in the region ever since. It is a high-complexity general hospital with more than 40 specialties, offering outpatient treatment, diagnostic medicine, and a well-recognized clinical staff. It currently has 126 operational beds (including 30 ICUs) and an expansion plan for a 150 beds capacity, result from a reallocation of areas.

With extensive clinical know-how, the physician-founders developed an efficient operation, but with room for further development and improvement when incorporated into the Mater Dei platform. In 2021, EMEC's net revenue was R\$ 131million.

The Enterprise Value of the Transaction, including the real estate, is R\$ 205.9 million, from which will be discounted the net debt. The Transaction multiple is R\$ 1.37 million per bed.

The closing of the Transaction is subject to certain precedent conditions, among them the waiver of the right of first refusal by the partners and the approval by the Administrative Council for Economic Defense ("CADE"). Mater Dei was advised by Inspire Capital Partners, Azevedo Sette Advogados and Baker Tilly.

Belo Horizonte – MG, February 8<sup>th</sup>, 2022.

**Rafael Cardoso Cordeiro**

CFO and Investor Relations Officer