

**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), in compliance with the provisions of paragraph 4 of article 157 of Law No. 6.404/76 ("Brazilian Corporations Law") and CVM Instructions No. 358/02 and No. 565/15, as amended, and in addition to the material fact dated as of July 6<sup>th</sup>, 2021 ("Signing Material Fact"), through which the Company disclosed the execution of the sale, purchase, merger agreement and other covenants ("Agreement"), regulating the terms and conditions of the transaction whereby the Company, at closing date, will become the holder of shares representing 70% (seventy percent) of the capital stock of a holding company, that owns the totality of the businesses Hospital Porto Dias Ltda., Porto Dias Diagnóstico por Imagem Ltda., Medical Comercial Ltda., and Medicina Desportiva e Diagnóstico por Imagem Ltda. (the "Transaction"), hereby informs its shareholders and the market in general that the Extraordinary General Meeting of the Company was called, on this date, to resolve on (among other matters) the Mergers (as defined and detailed below) encompassed by the Transaction.

The terms and conditions of the Mergers (as defined and detailed below) are enclosed in the Protocol and Justification of Merger of Shares Issued by GPDIAS Participações S.A. by Hospital Mater Dei S.A., followed by the Merger of GPDIAS Participações S.A. by Hospital Mater Dei S.A. ("Protocol and Justification") and other relevant documents, which were submitted to the Board of Directors of Mater Dei, and which will be submitted to the evaluation of the Extraordinary General Meeting of the Company called on this date.

**Main Terms of the Transaction****1. Identification of the Companies Involved and Description of Activities**Involved Companies.

Mater Dei and GPDIAS Participações S.A., a privately-held company, headquartered at Travessa Mauriti, nº 3050, Room 7, 7<sup>th</sup> floor, Marco, Zip-Code 66093-681, in the city of Belém, State of Pará, registered with the CNPJ/ ME under No. 42.621.451/0001-96 ("GPDIAS Participações").

Scope of Activities.

Mater Dei has as its object (i) the activity of hospital care, establishing for this purpose its own hospital for the operation of medical specialties and provision of the following services, including, but not limited to: (a) preventive medicine, including health education; (b) preparation course for

medical technicians; (c) radiotherapy; (d) chemotherapy; (e) nuclear medicine; (f) hospital care agreements; (g) surgical and obstetric center; (h) intensive therapy center; (i) postgraduate medical education; (j) medical update education; (k) gynecology and obstetrics service; (l) oncology service; (m) clinical research service; (n) emergency service; (o) pediatric service; (p) auxiliary diagnostic and therapeutic services; (q) hematology service; (r) vaccination centers; and (s) nursing, nursing assistants, or nursing improvement schools, as well as related provision of services; (ii) outpatient and nursing care, or other health professionals, having as their target public employees and dependents of their network, in addition to health promotion activities; (iii) self-management health plan, managed by the human resources area, aimed for the Company's employees and dependents, as well as a corporate health product with specific remuneration, aimed for the external public; (iv) rental of medical and hospital equipment; (v) car parking; (vi) incorporation, purchase and sale of real estate units; (vii) participation in other companies, as a shareholder or quotaholder, controlling company, affiliate or simple investor; (viii) furniture assembly services of furniture of any material; and (ix) provision of consulting and corporate education services in the Company's areas of expertise.

GPDIAS Participações' corporate purpose is to participate in the capital of other corporate or non-corporate companies, as a partner, shareholder or quotaholder.

## **2. Description and Purpose of the Transaction**

As per the Signing Material Fact, the Mergers are one of the stages for the implementation of the Transaction, which aims to transfer shares representing 70% (seventy percent) of the capital stock of the holding company Grupo de Saúde Norte S.A. ("Holding Porto Dias") and, indirectly, 70% (seventy percent) of the capital stock of Hospital Porto Dias Ltda., Porto Dias Diagnóstico por Imagem Ltda., Medical Comercial Ltda., and Medicina Desportiva e Diagnóstico por Imagem Ltda. (the "Porto Dias Group Companies") to Mater Dei.

In this regard, the Agreement provides that the Transaction will comprise of the following steps, all interdependent and bound to each other, whose consummation will be subject to the applicable corporate approvals and verification of the fulfillment (or waiver, as the case may be) of certain conditions precedent provided for therein, given that all steps must be coordinated in order to occur on the same date:

- (a) acquisition, by Mater Dei, of shares representing 64.72% (sixty-four point seventy-two percent) of GPDIAS Participações' capital stock ("Acquired Equity") held by the Porto Dias family, which will indirectly ensure the stake of Mater Dei in 45.3% (forty-five point three percent) of the Porto Dias Group Companies' capital stock;
- (b) continuous act to the acquisition of the Acquired Equity, there will be the Merger of GPDIAS Participações' shares, pursuant to article 252 of the Brazilian Corporations Law, which will result in

the delivery of the remaining portion of the shares issued by GPDIAS Participações, owned by the Porto Dias family, to Mater Dei, with the consequent conversion of GPDIAS Participações into a wholly owned subsidiary of Mater Dei and the issuance of 27,272,728 (twenty-seven million, two hundred and seventy-two thousand, seven hundred and twenty-eight) new common shares, registered, book-entry and without par value by Mater Dei, to be attributed to the Porto Dias family ("Merger of GPDIAS Participações' Shares"); and

- (c) continuous act to the Merger of GPDIAS Participações' Shares, in an interdependent and binding manner to the Merger of GPDIAS Participações' Shares, the merger of GPDIAS Participações will be implemented, with the consequent extinction of GPDIAS Participações, and the succession, by Mater Dei, universally, of all assets, rights, claims, faculties, powers, immunities, actions, exceptions, duties, debts, obligations, liabilities, liens and responsibilities of GPDIAS Participações ("Merger of GPDIAS Participações" and, together with the Merger of GPDIAS Participações' Shares, "Mergers"), so that Mater Dei will directly hold a stake equivalent to 70% (seventy percent) of Holding Porto Dias' capital stock and, indirectly, hold a stake equivalent to 70% (seventy percent) of the Porto Dias Group Companies' capital stock.

### **3. Main Benefits, Costs and Risks of the Transaction**

The Transaction is an important step towards the execution of an inorganic growth strategy, through the creation of relevant regional centers and the consolidation of reference assets in terms of quality in the Northern region of the country. The Company's management understands that carrying out the Transaction will contribute to the extraction of synergies arising from the gain of scale and the expansion of its operations, in addition to favoring the capacity to attract investments.

The Company does not identify relevant risks in implementing the Mergers, other than the traditional risks for this type of business (market, economic, operational, execution, etc.).

The Company will bear certain costs and expenses to carry out and execute the Transaction, including costs related to the filing of the corporate acts, and expenses with the fees of appraisers and other contracted professionals. All such costs and expenses are in accordance with the market practice, considering the experience of the appraisers and advisors engaged by the Company.

### **4. Replacement Ratio of Shares and Criteria for Setting the Replacement Ratio**

Subject to the terms and conditions set forth in the Protocol and Justification, with the consummation of the Merger of GPDIAS Participações' Shares, the shares issued by GPDIAS Participações held by the Porto Dias family will be replaced by 27,272,728 (twenty-seven million, two hundred and seventy-two thousand, seven hundred and twenty-eight) new common, registered, book-entry shares with no par value (the "New Mater Dei Shares"), to be issued in the

context of the capital increase of Mater Dei, representative, on this date, to approximately 7.1% (seven point one percent) of the total and voting capital stock of Mater Dei ("Replacement Ratio").

For reference, therefore, with the consummation of the Merger of GPDIAS Participações' Shares, the Porto Dias family will receive 4.16349685 New Mater Dei Shares for each 1 (one) common share issued by GPDIAS Participações held by them.

Considering that the Merger of GPDIAS Participações' Shares will have taken place immediately prior to the Merger of GPDIAS Participações, in a way that GPDIAS Participações will be a wholly owned subsidiary of Mater Dei at the time of the Merger of GPDIAS Participações, the Merger of GPDIAS Participações will not result in (i) a new capital increase of Mater Dei; (ii) an amendment to its Bylaws; neither (iii) in the issuance of new shares by Mater Dei.

The Replacement Ratio was negotiated between independent parties (on one side, the management of Mater Dei and, on the other, the management of GPDIAS Participações).

## **5. Corporate Approvals, Submission of the Mergers to the Antitrust Authority and other Conditions Precedent.**

The completion of the Mergers (and the consummation of the Transaction) is conditioned upon the following interdependent acts: (i) holding of Mater Dei's Extraordinary General Meeting to approve the Transaction and the matters necessary for the completion of the Mergers ("EGM Mater Dei"), and (ii) holding of GPDIAS Participações' Extraordinary General Meeting to approve the matters necessary for the completion of the Mergers ("EGM GPDIAS Participações").

The completion of the Mergers (and the consummation of the Transaction) is also subject to certain conditions precedent whose implementation works in favor:

Of the Parties (Mater Dei and Porto Dias family): namely, the inexistence of a decision or order making the Transaction illegal, and the approval of CADE (Antitrust Authority), preparation of appraisal reports and other customary conditions in this type of Transaction;

Of Mater Dei: namely, that the representations and warranties provided by the Porto Dias family are true and correct in all material aspects; implementation of the corporate reorganization by the Porto Dias family and signing of the quota purchase and sale agreement through which the Porto Dias Holding will acquire (subject to the usual conditions precedent in this type of transaction) quotas representing the entire capital stock of the company Porto Dias Saúde Ltda. by the value of its net equity, among other customary conditions in this type of transaction; and

Of the Porto Dias family: namely, that the representations and warranties provided by Mater Dei are true and correct in all their material aspects, that there is no ongoing procedure before CVM

or B3 requesting the cancellation of the registration of Mater Dei as a publicly-held company or listed on B3, that, on the closing date, there is no suspension (except for suspensions applied to the market in general) in the trading of securities issued by Mater Dei for 3 (three) trading sessions or more, among other customary conditions in this type of transaction.

## **6. Calculation of the Replacement Ratio pursuant to Article 264 of the Brazilian Corporations Law.**

Although Mater Dei and GPDIAS Participações are not controlling and controlled companies (the bases of the Mergers were negotiated by independent parties), for information purposes only, and considering that, after the acquisition of the Acquired Equity, Mater Dei will appear as the controlling shareholder of GPDIAS Participações, Mater Dei requested an appraisal company to prepare the appraisal report in accordance with article 264 of the Brazilian Corporations Law, evaluating the two assets according to the same criteria and on the same date, at market prices ("Report 264").

According to the appraisal report presented, the net worth, at market prices, on the same date, of GPDIAS Participações is R\$121,304,000.00 (one hundred and twenty-one million, three hundred and four thousand reais) and of Mater Dei is R\$ 1,162,100,000.00 (one billion, one hundred and sixty-two million, one hundred thousand reais). Thus, the Replacement Ratio provided for in the Protocol and Justification is more favorable to the shareholders of GPDIAS Participações than the theoretical share replacement ratio based on the net worth, at market prices, criterion (as the adoption of the latter would result in the issuance of 1.99612 common shares of Mater Dei for each common share of GPDIAS Participações).

## **7. Withdrawal Right and Reimbursement Amount**

### **a. Withdrawal right of GPDIAS Participações' shareholders**

With respect to GPDIAS Participações' shareholders, given that, contractually, they all agreed to approve the Transaction (including the Mergers), there will be no dissenting shareholder from the decision of the EGM GPDIAS Participações that approves the Transaction, and, thus, there will be no legitimate dissenting shareholder to exercise the right of withdrawal.

### **b. Withdrawal Rights of Mater Dei's shareholders**

Pursuant to articles 137 and 252, paragraphs 1 and 2 of the Brazilian Corporations Law, if the Merger of GPDIAS Participações' Shares is carried out, the right of withdrawal will be guaranteed to the shareholders who are proven holders of common shares issued by Mater Dei, without interruption, between the date of the Signing Material Fact (included) and the date of effective exercise of the right of withdrawal, and who dissent or abstain from voting in the general meeting

resolutions relating to the Merger of GPDIAS Participações' Shares, or, alternatively, do not attend the General Meeting Extraordinary meeting called on this date ("Eligible Mater Dei Shareholders").

The Eligible Mater Dei Shareholders may exercise their withdrawal rights in relation to Mater Dei's shares within thirty (30) days from the publication date of the respective minutes of the EGM Mater Dei approving the Transaction, pursuant to article 230 of the Brazilian Corporations Law.

As provided for in article 45 of the Brazilian Corporations Law and in article 52 of the Mater Dei's Bylaws, the reimbursement amount to be paid to the Eligible Mater Dei Shareholders will be based on the equity value, included in the last balance sheet approved by the General Meeting, which corresponds to BRL 2.28 (two reais and twenty-eight cents) per share, and, alternatively, dissenting shareholders may choose to exercise the right of withdrawal based on the value of shares issued by Mater Dei calculated in Report 264, which corresponds to BRL 3.27 (three reais and twenty-seven cents) per share.

#### **i. Special Balance Sheet**

The Eligible Mater Dei Shareholders will have the right to request a special balance sheet, pursuant to article 45, §2 of the Brazilian Corporations Law.

In the event of a request for a special balance sheet, it must be drawn up on a date prior to the approval of the Mergers, on a date to be fixed by the management of Mater Dei, subject to a maximum period of 60 (sixty) days.

In the event of a request to raise the special balance sheet, the requesting shareholder will receive, after the date of execution of the Transaction, 80% (eighty percent) of the reimbursement amount calculated as described above, and, having drawn up the special balance sheet, will pay the balance, if any, within a period of 120 (one hundred and twenty) days from the effective closing date of the Transaction (which includes the Merger of GPDIAS Participações' Shares).

#### **8. Other Relevant Information**

Documentation pertaining to the Mergers is available to shareholders at the Company's headquarters and website (<https://ri.materdei.com.br/>), as well as on the websites of the Brazilian Securities Commission ([www.cvm.gov.br](http://www.cvm.gov.br)) and B3 S.A. – Brasil, Bolsa, Balcão (<http://www.b3.com.br>), as provided for in the Brazilian Corporations Law and CVM Instruction No. 481 of December 17, 2009.

Belo Horizonte, October 8, 2021.

**Rafael Cardoso Cordeiro**

CFO and Investor Relations Officer