



DIAGNÓSTICOS DA AMÉRICA S.A.

Public-Held Company

CNPJ/ME nº 61.486.650/0001-83

NIRE 35.300.172.507

MATERIAL FACT

Merger of Shares of Subsidiary Company

DIAGNÓSTICOS DA AMÉRICA S.A. ("DASA" or "Company"), a public-held company headquartered in the Municipality of Barueri, State of São Paulo, at Avenida Juruá, no. 434, Alphaville, Postal Code 06455-010, enrolled at the Corporate Taxpayer Registry of the Ministry of Economy ("CNPJ/ME") under no. 61.486.650/0001-83, informs the following to its shareholders and to the market in general, in compliance with the provisions under article 157, paragraph 4th, of Law no. 6.404, of December 15th, 1976 ("Brazilian Corporate Law"), article 3rd of CVM Instruction no. 565, of June 15th, 2015 ("ICVM 565") and article 2nd, sole paragraph, item VII, of CVM Resolution No. 44, of August 23rd, 2021 ("CVM Resolution 44"), and in complement to the information disclosed in the Material Fact disclosed on March 15th, 2021 ("Material Fact – Signature"), that will be submitted to DASA's shareholders, in the extraordinary general meeting of shareholders, called on this date ("AGE"), the proposal of merger of the shares issued by **ÍMPAR SERVIÇOS HOSPITALARES S.A.** company headquartered in the Municipality of São Paulo, State of São Paulo, at Avenida Paulista, no. 2028, 8th floor, cj. 81, Bela Vista, Postal Code 01310-200, enrolled at the CNPJ/ME under no. 60.884.855/0001-54, with its Bylaws registered before the Board of Trade of São Paulo, with NIRE 35.3.0002082-1 ("Ímpar") approved by the Board of Directors of DASA, at the meeting held on this date ("Merger of Shares"). The Merger of Shares is a subsequent act to the merger of all shares issued by Mendes da Silva Participações S.A. by Ímpar ("Mendes Share Merger"). Due to the above, the Merger of Shares Mendes is not subject to the article 256 of the Brazilian Corporate Law, and only the acquisition by Ímpar of all shares issued by Andrade da Silva Participações S.A. will be subject to resolution of general meeting of shareholders, in accordance to the mentioned article.

1 IDENTIFICATION AND ACTIVITIES DEVELOPED BY THE COMPANIES INVOLVED IN THE MERGER

1.1 DASA. DASA's corporate purpose is:

- (i) provision of auxiliary diagnostic support services (SAD) to private patients or through associated companies, insurance companies, medical-hospital assistance entities, other health funding modalities, including clinical analysis and vaccination, directly, or on a supplementary basis, through



contracted laboratories; as well as other auxiliary diagnostic support services (SAD), exclusively through specialized medical companies, as an example in the areas of (a) cytology and pathological anatomy; (b) diagnostic by imaging and graphic methods; and (c) nuclear medicine;

- (ii) provision of medical services and ambulatory care with coverage for medical consultations, in person or remotely, ambulatory procedures, ambulatory procedures with resources to perform surgical procedures and complementary exams and administration of medicines for private patients or through associated companies, insurance companies, medical-hospital assistance entities or other health funding modalities;
- (iii) the operation of activities relating to (a) performing examinations on food and substances, in order to evaluate the risks to humans, (b) import, for own use, of medical-hospital equipment, diagnostic and related equipment in general, (c) elaboration, editing, publishing and distribution of newspapers, books, magazines, periodicals and other written communication vehicles, intended for scientific dissemination or the activities included in the scope of Company's activities, (d) granting and administration of business franchises, including advertising and publicity funds, training and selection of labor, indication of suppliers of equipment and research material, among others, (e) consulting and advisory services in the health area (f) activities of diagnostic and therapeutic complementation services, (g) in-person and distance learning courses and management training, (h) field services for the further training of doctors, nurses and other professionals, related to these activities, and provide means for research and scientific investigation, (i) business management consulting activities, (j) wholesale of laboratory machinery, apparatus and equipment for hospital dental and medical use or rental for home use, (k) maintenance and repair of electromedical and electrotherapeutic appliances and irradiation equipment, (l) ambulatory medical activity with resources to perform complementary examinations, (m) clinical research activity, related to research and experimental development in physical and natural sciences, (n) psychology and psychoanalysis activity; (o) activity of nutrition professionals; (p) physiotherapy activity; and (q) nursing activity;
- (iv) the operation of activities related to (a) development and licensing of customizable and non-customizable computer programs related to the health area, (b) consulting in information technology related to the health



area, (c) technical support, maintenance and other services in information technology related to the health area;

- (v) provide hospital care;
- (vi) provide integrated patient care services through home medical and paramedical care and consulting activities in support of healthcare management; and
- (vii) the participation in other companies, entrepreneurial or not, as partner, quotaholder or shareholder.

1.2 Ímpar. On the present date, Ímpar is a wholly-owned subsidiary of the Company which, on the date of the AGE, will be a subsidiary of the Company, with a corporate purpose of:

- (i) provide hospital care; provide medical and ambulatory care in its facilities; serve as a training ground for doctors, nurses and other professionals related to these activities; provide means for research and scientific investigation;
- (ii) ambulatory medical activities with resources for complementary examinations and also restricted to consultations; ambulatory care not previously specified; chemotherapy and radiotherapy services, diagnostic and therapeutic complementary activities not previously specified;
- (iii) activities of nursing; of nutrition professionals; psychology and psychoanalysis; physiotherapy, occupational therapy; speech therapy; alternative therapy; acupuncture; enteral and parenteral nutrition therapy; health care professionals not previously specified;
- (iv) diagnostic services by graphic recording ECG, EEG and other analogous exams; by optical methods, by imaging without the use of ionizing radiation, except for magnetic resonance; by imaging with the use of ionizing radiation, except for tomography, clinical laboratories, anatomy, pathology and cytology laboratories;
- (v) hospital care activities, emergency room and hospital unit integrative and complementary practices in human health; assisted human reproduction; dental; patient removal services, except mobile emergency care services; mobile ICU; vaccination and human immunization services;

- (vi) participation in other companies, entrepreneurial or not, focused on the health area, as a partner; and
- (vii) Clinical research activity, related to research and experimental development in the physical and natural sciences.

2 DESCRIPTION AND PURPOSE OF THE TRANSACTION

- 2.1** Description of the transaction. On March 12th, 2021, Ímpar Serviços Hospitalares S.A., Hélio Mendes da Silva, Maria Antonia Andrade da Silva, Glauca Andrade e Silva Palácio, Glauco Andrade e Silva, and Lucas Andrade e Silva, as parties, and Andrade da Silva Participações S.A., Mendes da Silva Participações S.A., São Domingos Participações Ltda., Hospital São Domingos Ltda., Neuro Imagens Ltda., Clínica Solução Médica Ltda. and Diagnósticos da América S.A., as intervening parties, entered into the Share Sale and Purchase, Merger of Shares Agreement and Other Covenants Agreement, which was amended by its first amendment on August 2nd, 2021 ("Sale and Purchase Agreement"). The Sales and Purchase Agreement intends to implement the merger, by Ímpar, of the shares representing 100% (one hundred percent) of the corporate capital of Mendes da Silva Participações S.A., ("Merger of Mendes da Silva Shares"), and, immediately thereafter, intends to implement the merger of shares issued by Ímpar held by its minority shareholders (i. e., disregarding the shares already held by DASA in Ímpar's corporate capital, which are already reflected in the financial statements of DASA) ("Ímpar Shares - Minority"), evaluated based on the net worth criteria, on the base date of July 31st, 2021. The Company will become a wholly-owned subsidiary of DASA, effective as from the satisfaction (or waiver, as the case may be) of the precedent conditions set forth in the Sale and Purchase Agreement, among them the approval of the transaction by Brazilian Antitrust Enforcement Agency ("CADE").
- 2.2** Corporate Capital Effects. The Merger of Shares will result in the increase of DASA's corporate capital from R\$15,992,978,974.39 (fifteen billion, nine hundred and ninety-two million, nine hundred and seventy-eight thousand, nine hundred and seventy-four reais and thirty-nine cents) to R\$16,359,198,783.91 (sixteen billion, three hundred and fifty-nine million, one hundred and ninety-eight thousand, seven hundred and eighty-three reais and ninety-one cents), an increase therefore in the amount of R\$366,219,809.52 (three hundred and sixty six million, two hundred and nineteen thousand, eight hundred and nine reais and fifty two cents), exclusively in relation to the merger of the Ímpar Shares – Minority, in accordance to article 252 of the Brazilian Corporate Law.
- 2.3** Amendment to equity interest. As a result, from the Merger of Shares, 12,547,692 (twelve million, five hundred and forty-seven thousand, six hundred and ninety-two) new common



shares will be issued by DASA, all nominative, registered and without par value of the same class and with the same rights of the other existing common shares issued by DASA, in order to allocate the minority shareholders of Ímpar ("DASA New Shares").

MAIN BENEFITS, COSTS AND TRANSACTIONS RISKS

- 2.4** Benefits. The Merger of Shares is aligned with the strategy to optimize the corporate and business structures of DASA. With this, it is intended to reduce costs in administrative areas and with the compliance with accessory obligations, in addition to making the joint management more efficient by taking advantage of synergies, which will result in equity and financial benefits for DASA and for the Ímpar. The issuance of DASA New Shares will represent a dilution of 2.24% (two-point twenty-four percent) of the current shareholders of DASA.
- 2.5** Risks. DASA's management does not foresee any relevant risks in the implementation of the Merger of Shares.
- 2.6** Costs. There are no relevant costs involved in the Merger of Shares. DASA and the Ímpar estimate that the total cost and expense amounts, including fees of legal advisors, appraisers and auditors, related to the Merger of Shares, to approximately, R\$500,000.00 (five hundred thousand reais).

3 REPLACEMENT RATE AND NUMBER OF ISSUED SHARES AND CRITERIA FOR ESTABLISHING THE REPLACEMENT RATE

As a result of the Merger of Shares, 12,547,692 (twelve million, five hundred and forty-seven thousand, six hundred and ninety-two) DASA New Shares will be issued for allocation to the minority shareholders of Ímpar, based on the exchange ratio equivalent to 1 (one) DASA New Share for each 4.65 (four-point sixty-five) of Ímpar - Minority Shares, in accordance to the Protocol and Justification signed on this date. The issuance of the DASA New Shares will represent a dilution of 2.24% (two-point twenty-four percent) of the current shareholders of DASA.

4 SUBMISSION OF THE TRANSACTION TO THE BRAZILIAN OR FOREIGN AUTHORITIES

The Merger of Shares is conditioned to the approval of the Shareholders of the companies in their respective general meeting of shareholders, the approval of the Merge of Shares by Brazilian Antitrust Enforcement Agency ("CADE"), with or without restrictions, which



under the terms of the agreement are acceptable to the parties, as well as the verification of other certain conditions that precede operations of this nature.

5 SHARE SUBSTITUTION RATIO CALCULATED IN ACCORDANCE WITH ARTICLE 264 OF BRAZILIAN CORPORATE LAW.

In the scope of the Merger of Shares, the provisions of article 264 of Brazilian Corporate Law are not applicable, since the exchange ratio, set forth in the Protocol and Justification signed on this date, was negotiated between independent parties in the scope of the Share Sale and Purchase, Merger of Shares Agreement and Other Covenants Agreement, executed on March 12, 2021, by Ímpar Serviços Hospitalares S.A., Hélio Mendes da Silva, Maria Antonia Andrade da Silva, Glauca Andrade e Silva Palácio, Glauco Andrade e Silva, and Lucas Andrade e Silva, as parties, and Andrade da Silva Participações S.A., Mendes da Silva Participações S.A., São Domingos Participações Ltda., Hospital São Domingos Ltda., Neuro Imagens Ltda., Clínica Solução Médica Ltda. and Diagnósticos da América S.A., as intervening parties.

6 WITHDRAWAL RIGHT AND REIMBURSEMENT AMOUNT

The approval of the Merger of Shares ensures the Company's shareholders who dissent from such resolution the right to withdraw, pursuant to article 137, of the Brazilian Corporate Law. Thus, the dissenting shareholders of the Merger of Shares have the right to withdraw from the Company, upon reimbursement of the value of all their shares, to be calculated based on the net worth per common share issued by the Company, within 30 (thirty) days as of the publication of the minutes of the AGE. For clarification purposes, the right of reimbursement may be exercised by the shareholders owner of common shares that, in relation to the Merger of Shares to be resolved in the AGE, (i) do not vote in favor of the matter; (ii) abstain from voting in relation to the matter, or (iii) do not attend the AGE. In the case of the resolution on the Merger of Shares is submitted to the AGE with other matters that also give rise to the right of withdrawal to DASA shareholders, another date may be established by the AGE to determine the shareholders eligible to exercise the withdrawal right, in accordance with Brazilian Corporate Law.

The right to withdraw may be exercised by shareholders who, proven to be holders, without interruption, of shares issued by the Company from the date of disclosure of the Material Fact – Signature (including) until the date of exercise of the effective right. Therefore, just for clarification purposes, shareholders who have acquired common shares issued by the Company from March 16th, 2021 (including) are not entitled to withdraw rights due to the Merger of Shares.



The Company informs that the refund amount per common share issued by it will be R\$7.36 (seven reais and thirty-six cents), calculated based on the Company's net worth determined in the financial statements regarding the fiscal year ended on December 31st, 2020, duly approved by the Company's annual general meeting held on April 28th, 2021.

The Company will disclose a Notice to Shareholders containing the terms, conditions and deadlines for the exercise of the withdrawal right by dissenting shareholders owners of common shares issued by the Company.

7 OTHER RELEVANT INFORMATIONS

7.1 Appraisal Report. The appraisal report at the net worth of the shares issued by Ímpar, on the base date of July 31st, 2021, to be merged by DASA ("Appraisal Report"), as provided for in article 252 of the Brazilian Corporate Law, was prepared by the following appraisal firm hired by the management of DASA: APSIS CONSULTORIA E AVALIAÇÕES LTDA., a company established at Rua do Passeio, no. 62, 6th floor, Centro, City and State of Rio de Janeiro, registered in the CNPJ/ME under no. 08.681.365/0001-30, and registered in the Regional Accounting Council of Rio de Janeiro under no. 005112/O-9. Under the terms of Brazilian Corporate Law, the hiring of the appraisal company for the preparation of the Appraisal Report shall be ratified by the shareholders of DASA.

7.2 Other Information. In compliance with the provisions of article 3 of ICVM 565 and with the provisions of CVM Instruction 481, of December 17th, 2009 ("ICVM 481"), the list of documents required for the exercise of voting rights in the AGE that will resolve on the Merger of Shares is available to the shareholders of DASA as of this date at the registered office of DASA and on the websites of DASA (www.dasa.com.br), of CVM (www.cvm.gov.br) and of B3 (www.b3.com.br), and may be consulted by the shareholders of DASA, pursuant to applicable regulations.

DASA's management will keep its respective shareholders informed of the development of the Merger of Shares that is the object of this material fact, including as to the information required under ICVM 565, ICVM 481 and other applicable rules.

For further clarifications, please contact the Director of Investor Relations of DASA.

Barueri/SP, December 3rd, 2021.

Andrew Thomas Campbell

Director of Investor Relations and Value Capture