



DIAGNÓSTICOS DA AMÉRICA S.A.

Publicly-held Company
CNPJ nº 61.486.650/0001-83
NIRE 35.300.172.507

Material Fact

Diagnósticos da América S.A. (B3: DASA3) (the “Company”), pursuant to the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) (the “CVM”) Resolution No. 44, dated August 23, 2021, as amended, following the information made available on the material fact disclosed on March 24, 2023 and on April 4, 2023 (the “Offering Material Facts”), hereby informs its shareholders and the market in general that, in the context of its primary offering of its common shares and subscription warrants (*bônus de subscrição*) to certain institutional investors in Brazil, to qualified institutional buyers (as defined under Rule 144A of the Securities Act of 1933, enacted by the U.S. Securities and Exchange Commission, as amended (the “Securities Act”) in the United States and elsewhere to institutional and other investors that are not U.S. persons (as defined in Regulation S of the Securities Act), pursuant to CVM Resolution No. 160, dated July 13, 2022 (the “CVM Resolution No. 160”) (the “Offering”), the Board of Directors of the Company has approved, on this date, the price per share of R\$8.50 (the “Price per Share”) and the effective capital increase of the Company, in the total amount of R\$1,673,290,229.00, and the issuance of the Warrants (as defined below), all within the limit of the Company’s authorized capital, under the terms and conditions set forth below.

Due to the Company’s capital increase within the context of the Offering, the Company’s new capital stock is now R\$18,032,489,013.94, divided into 752,799,844 common, registered, book-entry shares without par value, already considering the cancellation of shares approved by the Company’s Board of Directors on the meeting held on February 17, 2023.

The Shares issued in connection with the Offering will be traded on B3 S.A. – Brasil, Bolsa, Balcão (“B3”) from April 20, 2023, and the financial settlement of the Shares will take place on April 24, 2023.

Primary Offering of Shares

The Offering was comprised a primary offering of 196,857,674 new common, registered, book-entry shares without par value (the “Shares”), in the total amount of R\$1,673,290,229.00, considering the Price Per Share. In addition, 19,685,740 subscription warrants (*bônus de subscrição*) were delivered to the Shares subscribers, offered and allocated for each 10 Shares issued as part of the Offering (the “Warrants”).

The Offering (i) was carried out in Brazil, under the automatic procedure set forth on CVM Resolution No. 160, in an unorganized over-the-counter market, under the coordination of certain financial institutions and their respective placement agents in Brazil (the “Brazilian Placement Agents”), under the terms of a Brazilian Placement Facilitation Agreement entered into between the Company and the Brazilian Placement Agents (“Brazilian Placement Facilitation Agreement”), pursuant to Law No. 6,385, of December 7, 1976, as amended (the “Brazilian Securities Law”), and in accordance with the procedures of CVM Resolution No. 160, the ANBIMA Code of Regulation and Best Practices for Structuring, Coordination and Distribution of Public Offerings of Securities and Public Offerings for Acquisition of Securities (*Código ANBIMA de Regulação e Melhores Práticas para Estruturação, Coordenação e Distribuição de Ofertas Públicas de Valores Mobiliários e Ofertas Públicas de Aquisição de Valores*



Mobiliários), issued by the Brazilian Association of Financial and Capital Market Entities (*Associação Brasileira das Entidades dos Mercados Financeiro e de Capitais – ANBIMA*) (“ANBIMA” and “ANBIMA Code”, respectively), and other applicable legal provisions, subject to the provisions of B3’s Novo Mercado Regulation (*Regulamento do Novo Mercado*) (the “Novo Mercado Regulation”); and (ii) relied on efforts to place the Shares abroad by certain financial institutions and their respective placement agents abroad (the “International Placement Agents” and, together with the Brazilian Placement Agents, the “Placement Agents”), pursuant to an International Placement Facilitation Agreement entered into between the Company and the International Placement Agents (the “Placement Facilitation Agreement” and, together with the Brazilian Placement Facilitation Agreement, the “Placement Facilitation Agreements”), to qualified institutional buyers (as defined under Rule 144A of the Securities Act) in the United States and elsewhere to institutional and other investors that are not U.S. persons (as defined in Regulation S of the Securities Act), in accordance with the investment mechanisms regulated by the National Monetary Council (*Conselho Monetário Nacional*) (the “CMN”), by the Central Bank of Brazil (*Banco Central do Brasil*) (“Central Bank”) and by the CVM.

The Offering’s target audience, in Brazil, consisted exclusively of (i) the shareholders, within the scope of the priority offering; and (ii) after fulfillment of the priority offering, to professional investors through the institutional offering.

The Brazilian Placement Agents placed the Shares (considering the Additional Shares) and the Warrants, under firm commitment for the placement of offered shares, individually and not jointly, in the proportion and up to the individual amounts assumed by each Brazilian Placement Agent and other provisions set forth in the Brazilian Placement Facilitation Agreement. The Shares (considering the Additional Shares) that were the object of placement efforts abroad by the International Placement Agents with foreign investors were fully placed in Brazil by the Brazilian Placement Agents, pursuant to article 19, paragraph 4, of the Brazilian Securities Law, and settled in Brazil, in national currency, through investment mechanisms regulated by the CMN, the Central Bank and the CVM.

One of the financial institutions engaged by the Company, directly and/or through investment vehicles related to it or its economic group, undertook to provide a firm commitment for the placement of 58,823,530 Shares, corresponding to the total amount of R\$500,000,005.00 (considering the Minimum Price, as defined below), which was fully exercised considering that, after the fulfillment of the priority rights within the context of the priority offering and the allocation of Shares for the institutional offering, there were remaining Shares in connection with the Offering. Therefore, the financial institution exercised the firm commitment for the placement of 58,823,530 Shares, corresponding to the total amount of R\$500,000,005.00 (the “Firm Commitment”).

The number of Shares initially offered was, at the discretion of the Company, in common agreement with the Placement Agents, increased by 11.6% of the total Shares initially offered, up to 20,387,048 common shares issued by the Company, under the same conditions and at the same Price per Share (the “Additional Shares”).



Price Per Share

The Price per Share is R\$8.50.

The Price per Share was approved by the Company's Board of Directors after the completion of the bookbuilding process, which was carried out with professional investors, as defined in Article 11 of CVM Resolution No. 30, of May 11, 2021, as amended, residing, domiciled or headquartered in Brazil (the "Professional Investors"), in Brazil, by the Brazilian Placement Agents, under the terms of the Brazilian Placement Facilitation Agreement, and abroad, with foreign investors, by the International Placement Agents, under the terms of the International Placement Facilitation Agreement (the "Bookbuilding Process").

The Price per Share could not be lower than the minimum price of R\$8.50 (the "Minimum Price") and had as a parameter the result of the Bookbuilding Process, based on indications of interest due to the quality and quantity of demand (for volume and price) for Shares, collected from Professional Investors. The Bookbuilding Process did not consider the demands of investors who showed interest in a Price per Share below the Minimum Price. **The Price per Share is not indicative of the prices that will prevail in the secondary market after the completion of the Offering.**

The criteria for the determination of the Price per Share was justified, as the price of the Shares was determined in accordance with (i) the completion of the Bookbuilding Process, which reflects the intentions of investment of the Professional Investors in the context of the Offering and (ii) the Minimum Price. Therefore, the issuance of Shares (considering the Additional Shares) based on this price criteria did not promote unjustified dilution of the Company's shareholders, pursuant to article 170, paragraph 1, item III, of Law No. 6.404 of December 15, 1976, as amended (the "Brazilian Corporation Law").

The shareholders who adhered exclusively to the priority offering did not participate in the Bookbuilding Process and, therefore, did not participate in the determination process of the Price per Share.

The participation of Professional Investors in the Bookbuilding Process who are related persons was accepted, pursuant to article 2, item XVI of CVM Resolution No. 160 and article 2, item XII, of CVM Resolution No. 35, of May 26, 2021. Considering that it was not verified excess demand above one third to the number of Shares initially offered (without considering the Additional Shares), the placement of Shares with Professional Investors who were related persons was accepted.

Investment in Shares by related persons may have reduced the liquidity of Shares and Warrants issued by the Company in the secondary market.



Offering Timeline

Below is an estimated timeline of the main phases of the Offering:

No.	Event	Date / Estimated Date ⁽¹⁾
1	Ending of the presentations to potential investors Closing of the Bookbuilding Process Definition of the Price per Share Board of Directors's meeting to approve the Price per Share Registration of the Offering by CVM Disclosure of the Commencement Announcement Disclosure of the Material Fact	April 18, 2023
2	Trading of the Shares and Warrants on B3	April 20, 2023
3	Settlement of the Shares and Warrants on B3	April 24, 2023
4	Date of Warrants' credit in the accounts of the holders of Shares, in the proportion of one Warrant to each lot of 10 Shares	April 25, 2023
5	Final date for the disclosure of the Closing Announcement	September 18, 2023

⁽¹⁾ All dates provided for future events are merely indicative and are subject to changes, suspensions, extensions and anticipations without prior notice, at the discretion of the Company and the Placement Agents. Also, in the event of changes in circumstances, revocation or modification of the Offering, such timeline may be changed.

Warrants

In the context of the Offering, the Company's Board of Directors approved, in a meeting held on this date, within the authorized capital of the Company, the issuance of 19,685,740 Warrants.

Characteristics of the Warrants

Quantity. 19,685,740 Warrants were issued, having been assigned one Warrant to each lot of 10 Shares subscribed under the Offering.

Right of Subscription. Each Warrant shall entitle the holder to subscribe to a new Share at the Price per Share, subject to the adjustments provided for below in connection with the price and the amount of shares respectively. The new Shares issued by the Company as a result of the exercise of the Warrants will be entitled, on equal terms with the existing Shares, to the same rights, preferences and benefits, including dividends, interest on equity and any capital remuneration that may be declared by the Company from the date of exercise of the Warrants, which will result in the issuance of new Shares. Each Share shall be entitled to one vote at the Company's shareholders' meeting. The Warrants are attributed to the holder as an additional advantage, without any cost to the holder, together with the subscription, by the holder, of Shares issued within the scope of the Offering.

Exercise of the Warrants

Exercise Price. The price of the exercise of the Warrants will be the Price per Share (the "**Exercise Price**"), which will be adjusted by (i) splits or groupings, as well as (ii) dividends, interest on equity or any other



income declared or realized between April 24, 2023 (the “Settlement Date”) and the end of the Exercise Period (as defined below). If the Company carries out a new capital increase in order to raise funds at an issue price per share lower than the Exercise Price, the Exercise Price shall be readjusted to the price per share fixed in that capital increase. For clarification purposes, there will be no price adjustment in case of any capital increase that is not intended to raise funds for the Company, including, but not limited to, those capital increases carried out in the context of exercising options held by beneficiaries of compensation plans based on shares of the Company or as a consequence of a merger of shares issued by another company.

Adjustment. (A) Split or Grouping: if the Company, at any time from the date of issuance of the Warrants, until the moment the Shares resulting from the exercise of the Warrants are issued, (i) splits (by split of shares, issuance of subsidized shares or any other security) its outstanding common shares in a larger number of shares, the number of Shares resulting from the exercise of the Warrant that the holder will be entitled to subscribe will be proportionally increased; and (ii) if the Company's outstanding common shares are grouped or consolidated into a smaller number of shares, the number of Shares resulting from the exercise of the Warrant that the holder will be entitled to subscribe will be proportionally reduced; **(B) Reorganization:** in the event that the Company, after the date of issuance of the Warrants, completes a merger or incorporation with another company and cease to exist or no longer survives after such event, the Shares being amended or exchanged for shares issued by the resulting company, then appropriate provisions will be defined, in the form of the Warrants and in accordance with the terms and conditions contained therein, so that the holder, when exercising the right provided for in the Warrants, at any time after such operation has been consummated, has the right to receive, in lieu of the Shares resulting from the exercise of the Warrants that may be issued by the Company, the number of shares of the Company resulting from which the holder would actually be entitled as shareholder of the Company, upon completion of such operation, as if the holder exercised the rights provided for in the Warrants immediately before the completion of such operation; and **(C) Treatment of Fractional Interests:** in order for the fractional interests eventually resulting from any adjustments described in this document represent whole numbers of shares, they will be rounded (i) up, if the fraction represents more than 0.5; or (ii) down, if the fraction represents 0.5 or less; so that the total number of shares subscribed by exercising the rights of the Warrants is an whole number.

Potential Capital Increase. If all Warrants are exercised, the resulting capital increase will be up to R\$167,328,790, within the Company's authorized capital, observed any adjustments (up or down) as a consequence of rounding. The Company's capital increase related to the exercise of the Warrants will be approved by the Company's Board of Directors or shareholders, as applicable, convened for this purpose, within 45 days of the end date of the respective Timeframe (as defined below).

Term of Exercise. The Warrants may be exercised within 24 months from the Settlement Date, in timeframes to be fixed by the Company's Board of Directors (“Timeframe” and “Exercise Period”, respectively). During the Exercise Period, the holder must deliver a notice directly to the bookkeeper to exercise the Warrant in one of the Timeframes. The Warrant will lose its validity if not exercised in the terms and deadlines provided.

Exercise and Payment Procedure. The subscription of the Shares resulting from the exercise of Warrants will be given in the act of exercising this right and the payment of the Shares then subscribed must be made upon payment in cash of the Exercise Price in national currency. The Warrants may be exercised partially or totally at any time during the Exercise Period, subject to the Timeframe, but at a single opportunity.



Dividends and Other Benefits. Ownership of the Warrant alone does not guarantee the holder any right to dividends, interest on equity and other shareholder rights. Only from the exercise of the Warrants, which will result in the issuance of the new Shares, will the holder be able to enjoy the rights of shareholder of the Company arising from the ownership of such Shares.

Trading. The Warrants will be admitted to trading on the secondary market of the B3. Without prejudice to the joint settlement under the Offering, the Warrant may be traded separately from the Shares for which it has been assigned as an additional advantage to its subscribers and may be transferred, transferred or otherwise negotiated in a public or private manner by the holder. If it is sold privately to a third party, the alienating owner shall notify the bookkeeper of the Shares in writing of the sale with a copy to the Company.

Encumbrance of the Warrant. The Warrants may be encumbered, in any way, upon further written notice to the bookkeeper, with a copy to the Company. Any charge created on the Warrants that does not comply with the terms provided for in your certificate will be considered null and void. The terms and conditions of the Warrants may not be changed without the prior approval of the Company's shareholders, in accordance with applicable law, or without the prior written consent of the Company and the holder.

Additional Information

Except when specifically defined in this Material Fact, capitalized terms used herein shall have the meaning attributed to them in the Offering Material Facts. The other terms, conditions and procedures related to the Offering remain unchanged in relation to those disclosed in the Offering Material Facts.

The Offering was carried out under the automatic procedure set forth on CVM Resolution No. 160 and, therefore, was not subject to prior analysis by the CVM, receiving, on April 18, 2023, the automatic registration No. CVM/SER/AUT/ACO/PRI/2023/002. The Offering was not subject to prior analysis by CVM, ANBIMA or any regulatory entity. However, after publication of the closing announcement, the Offering will be subject to registration at ANBIMA, pursuant to articles 20 et seq. of the ANBIMA Code.

For additional information about the Offering, such as use of proceeds, capitalization, dilution and distribution costs, see section "12.9 – *Capital Social e Valores Mobiliários – Outras Informações Relevantes*" of the Company's *Formulário de Referência*.

This material fact is for information purposes only and shall not, under any circumstances, be construed as an investment recommendation, nor as an offer to acquire any of the Company's securities.

The Company will keep shareholders and the market in general informed about the Offering, in accordance with the applicable regulations. Additional information may be obtained at the Company's Investor Relations Department, through the email address "ri@dasa.com.br" or through the Company's website www.dasa3.com.br.

Barueri, SP, April 18, 2023

Glauco Desiderio
Investor Relations Officer