

## NOTICE TO THE MARKET

**PUBLIC OFFERING, WITH AUTOMATIC REGISTRATION, OF THE SECOND (2ND) ISSUE OF NON-CONVERTIBLE, UNSECURED DEBENTURES, OF THE TYPE WITH SECURITY INTEREST, TO BE CONVERTED INTO THE UNSECURED TYPE, IN A SINGLE SERIES, OF**



### **ÍMPAR SERVIÇOS HOSPITALARES S.A.**

Corporation, without a registration as a securities issuer with CVM

Corporate Taxpayer ID (CNPJ): 60.884.855/0001-54

Avenida Dr. Ruth Cardoso, nº 7,815, 5º andar, Pinheiros,  
São Paulo - SP, CEP 05425-070

in the total amount of

**R\$3,000,000,000.00**

(three billion reais)

**DEBENTURES ISIN CODE: BRIMPADBS011**

## **1. SECURITY AND IDENTIFICATION OF THE ISSUER**

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**ÍMPAR SERVIÇOS HOSPITALARES S.A.**, corporation without a registration as an issuer of securities with the Securities and Exchange Commission of Brazil ("CVM"), in the operational phase, headquartered in the city of São Paulo, State of São Paulo, at Avenida Dr. Ruth Cardoso, n.º 7.815, 5º andar, CEP 05425-905, inscribed in the roll of corporate taxpayers ("CNPJ") under no. 60.884.855/0001-54, with its articles of incorporation registered with the Board of Trade of the State of São Paulo ("JUCESP") under NIRE 35.3.0002082-1 ("Issuer"), together with **XP INVESTIMENTOS CORRETORA DE CÂMBIO, TÍTULOS E VALORES MOBILIÁRIOS S.A.**, financial institution that is part of the securities distribution system, with office in the city of São Paulo, State of São Paulo, at Avenida Presidente Juscelino Kubitschek 1.909, Torre Sul, 29º e 30º andares, CEP 04543-907, inscribed in the CNPJ under no. 02.332.886/0011-78 ("XP Investimentos" or "Lead Coordinator"); **CAIXA ECONÔMICA FEDERAL**, financial institution incorporated as a public corporation under private law, part of the securities distribution system, headquartered in the city of Brasília, Federal District, at Setor Bancário Sul, Quadra 04, Lotes 3 e 4, Bloco A, Asa Sul, CEP 70070-140, inscribed in the CNPJ under no. 00.360.305/0001-04, ("Caixa"), through its Executive Board - Wholesale, located in the city of São Paulo, State of São Paulo, at Avenida Paulista, n.º 750, 13º andar, CEP 01310-908; **BB-BANCO DE INVESTIMENTO S.A.**, financial institution that is part of the securities distribution system, incorporated as a corporation, headquartered in the city of São Paulo, State of São Paulo, at Avenida Paulista, n.º 1.230, 12º andar, Bela Vista, CEP 01310-901, inscribed in the CNPJ under no. 24.933.830/0001-30 ("BB-BI"); **ITAÚ BBA ASSESSORIA FINANCEIRA S.A.**, corporation headquartered in the city of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, n.º 3.500, 1º, 2º e 3º andar (parte), 4º e 5º andares, Itaim Bibi,

CEP 04538-132, inscribed in the CNPJ under no. 04.845.753/0001-59 ("Itaú BBA"); **BANCO BRADESCO BBI S.A.**, financial institution that is part of the securities distribution system, headquartered in the city of São Paulo, State of São Paulo, at Avenida Presidente Juscelino Kubitschek 1.309, 10º andar, Vila Nova Conceição, CEP 04543-011, inscribed in the CNPJ under no. 06.271.464/0073-93 ("Bradesco BBI"); **BR PARTNERS BANCO DE INVESTIMENTO S.A.**, financial institution that is part of the securities distribution system, headquartered in the city of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, 3.732, 28º andar, Sala H, inscribed in the CNPJ under no. 13.220.493/0001-17 ("BR Partners"); **BANCO DAYCOVAL S.A.**, financial institution that is part of the securities distribution system, headquartered in the city of São Paulo, State of São Paulo, at Avenida Paulista, 1.793, Bela Vista, CEP 01311-200, inscribed in the CNPJ under no. 62.232.889/0001-90 ("Daycoval"); **BANCO BTG PACTUAL S.A.**, financial institution with office in the city of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, nº 3.477, 14º andar, CEP 04538-133, inscribed in the CNPJ under no. 30.306.294/0002-26 ("BTG"); **BANCO SANTANDER (BRASIL) S.A.**, financial institution with office in the city of São Paulo, State of São Paulo, at Avenida Presidente Juscelino Kubitschek, nº 2.041 e 2.235, Bloco A, Vila Olímpia, CEP 04543-011, inscribed in the CNPJ under no. 90.400.888/0001-42 ("Santander" and, together with the Lead Coordinator, Caixa, BB-BI, Itaú BBA, Bradesco BBI, BR Partners, Daycoval and BTG, "Coordinators"), hereby inform, through this notice to the market ("Notice to the Market"), that, pursuant to article 57, paragraph 1 of CVM Resolution 160, of July 13, 2022, as amended ("CVM Resolution 160"), the request for automatic registration, under article 26, item X of CVM Resolution 160, of the public offering for the distribution of three million (3,000,000) non-convertible, unsecured debentures, of the type with security interest, to be converted into the unsecured type, in a single series, of the second (2nd) issue of the Issuer, with unit par value of one thousand reais (R\$1,000.00), adding up the total amount of, on the issue date, i.e., February 14, 2025, three billion reais (R\$3,000,000,000.00) ("Total Issue Amount" and "Debentures," respectively), under the terms of the "*Private Indenture of Non-Convertible, Unsecured Debentures, of the Type with Security Interest, to be Converted into the Unsecured Type, in a Single Series, of the Second (2nd) Issue of Ímpar Serviços Hospitalares S.A.*," entered into on February 20, 2025, between the Issuer and **PENTÁGONO S.A. DISTRIBUIDORA DE TÍTULOS E VALORES MOBILIÁRIOS**, inscribed in the CNPJ under no. 17.343.682/0001-38, as fiduciary agent and representing the community of Debentureholders ("Fiduciary Agent," "Indenture" and "Offering," respectively).

**On the date of this Notice to the Market, there is no risk rating for the Debentures, and the Issuer has undertaken to, under the terms of the Indenture, hire as the risk rating agency of the Offering any of the following firms: (i) Fitch Ratings; or (ii) Standard & Poor's Ratings do Brasil Ltda.; or (iii) Moody's América Latina Ltda., which will assign a rating to the Debentures, and the first report must be published within twelve (12) months from the first Payment Date (as defined in the Indenture).**

Except where specifically defined in this Notice to the Market, the capitalized terms used herein will have the meaning assigned to them in the Indenture.

## **2. PROCEDURE FOR REGISTRATION OF DISTRIBUTION AND WAIVER OF SHEET AND PROSPECTUS OF THE OFFERING**

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The Offering is not subject to prior analysis by CVM and its registration will be obtained automatically, pursuant to article 25, paragraph 2, article 26, item X, and article 27 of CVM

Resolution 160, as it is a public offering of securities **(i)** representing debt; **(ii)** intended exclusively for Professional Investors (as defined below); and **(iii)** issued by a company without securities registration with CVM. Furthermore, the Offering will not be subject to prior analysis by the Brazilian Association of Financial and Capital Markets Entities ("ANBIMA") or any regulatory or self-regulatory entity. However, after the disclosure of the Closing Announcement, the Offering will be registered with ANBIMA, in accordance with the "ANBIMA Self-Regulation Code for Structuring, Coordination and Distribution of Public Offerings of Securities and Public Offerings for the Acquisition of Securities" and the "Rules and Procedures of Public Offerings," both in force on the date hereof.

The Debentures will be publicly distributed to Professional Investors. "Professional Investors" will be considered as those investors who meet the criteria outlined in article 11 of CVM Resolution 30, of May 11, 2021, as amended ("Professional Investors" and "CVM Resolution 30," respectively). Therefore, the use of a prospectus and sheet for the Offering will be waived, as provided for in article 9, item I, and article 23, paragraph 1, of CVM Resolution 160.

**CONSIDERING THAT THE OFFERING IS INTENDED EXCLUSIVELY FOR PROFESSIONAL INVESTORS, PURSUANT TO ARTICLE 26, ITEM X, OF CVM RESOLUTION 160, AND IS, THEREFORE, SUBJECT TO THE AUTOMATIC REGISTRATION PROCEDURE FOR DISTRIBUTION, PROVIDED FOR IN CVM RESOLUTION 160, THE DEBENTURES WILL BE SUBJECT TO RESTRICTIONS ON RESALE, UNDER ARTICLE 86, ITEM V, OF CVM RESOLUTION 160, AS WELL AS ARTICLE 89 OF CVM RESOLUTION 160.**

### **3. ESTIMATED OFFERING TIMEFRAME**

Below is an indicative and tentative timeframe of the stages of the Offering, describing its main events:

<b>Order of Events</b>	<b>Events</b>	<b>Expected Date<sup>(1) (2)</sup></b>
<b>1.</b>	- Filing of the request for automatic registration of the Offering with CVM - Disclosure of this Notice to the Market	2/20/2025
<b>2.</b>	- Granting of the automatic registration of the Offering by CVM - Disclosure of Commencement Announcement	2/26/2025
<b>3.</b>	- Date of Financial Settlement of the Debentures	2/26/2025
<b>4.</b>	- Deadline for disclosure of the Closing Announcement	within 180 days from the Disclosure of the Commencement Announcement

<sup>(1)</sup> All planned future dates are merely indicative and subject to change, suspension, anticipation or extension, at the discretion of the Issuer and the Coordinators. Any change to the distribution timeframe must be

communicated by the Issuer and the Coordinators to the market and to CVM. In addition, if there are changes in circumstances, or if the Offering is revoked or modified, such timeframe may be changed.

<sup>(2)</sup> Any communications or announcements related to the Offering will be made available on the websites of the Issuer, the Coordinators, CVM and B3, pursuant to article 13 of CVM Resolution 160.

#### **4. ADDITIONAL INFORMATION**

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More information about the Issue, the Offering and the Debentures can be obtained from the Coordinators, the Issuer, B3, and CVM.

**THE OFFERING IS NOT INTENDED FOR INVESTORS WHO NEED LIQUIDITY IN THEIR INVESTMENTS.**

**THE DISCLOSURE OF THE PROSPECTUS AND SHEET FOR THIS OFFERING WAS WAIVED, PURSUANT TO ARTICLE 9, ITEM I, AND ARTICLE 23, PARAGRAPH 1, OF CVM RESOLUTION 160. ADDITIONALLY, CONSIDERING THAT THE OFFERING IS INTENDED EXCLUSIVELY FOR PROFESSIONAL INVESTORS, PURSUANT TO ARTICLE 26, ITEM X, OF CVM RESOLUTION 160, AND IS SUBJECT TO THE AUTOMATIC REGISTRATION PROCEDURE FOR DISTRIBUTION ENVISAGED IN CVM RESOLUTION 160, THE DEBENTURES WILL BE SUBJECT TO RESTRICTIONS ON RESALE, AS ESTABLISHED IN ARTICLE 86, ITEM V, OF CVM RESOLUTION 160.**

**THE OFFERING IS IRREVOCABLE, BUT IT MAY BE SUBJECT TO PREVIOUSLY INDICATED CONDITIONS THAT CORRESPOND TO A LEGITIMATE INTEREST OF THE ISSUER AND WHOSE IMPLEMENTATION DOES NOT REQUIRE DIRECT OR INDIRECT ACTION OF THE ISSUER OR PERSONS RELATED TO IT, PURSUANT TO ARTICLE 58, SOLE PARAGRAPH, ITEM II, OF CVM RESOLUTION 160.**

**THE REGISTRATION OF THE OFFERING DOES NOT ENTAIL, ON THE PART OF CVM, A GUARANTEE OF TRUTHFULNESS OF THE INFORMATION PROVIDED OR A JUDGMENT ON THE QUALITY OF THE ISSUER OR OF THE DEBENTURES TO BE DISTRIBUTED.**

**CONSIDERING THAT THE OFFERING IS SUBJECT TO THE AUTOMATIC REGISTRATION PROCEDURE FOR DISTRIBUTION, THE REGISTRATION OF THE OFFERING DOES NOT REQUIRE PRIOR ANALYSIS BY CVM. IN THIS SENSE, THE DOCUMENTS RELATED TO THE DEBENTURES AND THE OFFERING WERE NOT SUBJECT TO PRIOR REVIEW BY CVM, INCLUDING, BUT NOT LIMITED TO, ALL THE OFFERING DOCUMENTS AND THIS NOTICE TO THE MARKET.**

**THERE ARE RESTRICTIONS THAT APPLY TO THE RESALE OF THE DEBENTURES AS DESCRIBED IN THE INDENTURE.**

**CAREFULLY READ THE INDENTURE AND THE DEBT SUMMARY BEFORE ACCEPTING THE OFFERING, ESPECIALLY THE "RISK FACTORS" SECTION OF THE DEBT SUMMARY.**

**MORE INFORMATION ABOUT THE DISTRIBUTION CAN BE OBTAINED FROM THE ISSUER, THE COORDINATORS OR CVM.**

São Paulo, February 20, 2025.



**LEAD COORDINATOR**



**COORDINATORS**

