

REDE D'OR SÃO LUIZ S.A.
Publicly Traded Company
CVM Code No. 2482-1
CNPJ/ME No. 06.047.087/0001-39 | NIRE 35.300.318.099
Rua Francisco Marengo, 1.312
CEP: 03313-000, São Paulo SP
ISIN Common Shares' Code "BRRDORACNOR8"
Common Shares' Trading Code at B3: "RDOR3"

MATERIAL FACT

Rede D'Or São Luiz S.A. ("Company" ou "Rede D'Or"), in accordance with paragraph 4, article 157, of Law No. 6404/76 and CVM Rule No. 358/02, hereby informs its shareholders that, on this date, the Company's Board of Directors approved the launch of a voluntary tender offer for the shares issued by Centro de Imagem Diagnósticos S.A. ("Alliar"), a publicly traded company listed on the Novo Mercado segment of B3 S.A. – Brasil, Bolsa, Balcão ("Tender Offer" and "B3", respectively).

The Tender Offer shall comprise the acquisition of up to the entirety of the 118,292,816 (one hundred and eighteen million, two hundred and ninety-two thousand, eight hundred and sixteen) common shares issued by Alliar, at a price per share equivalent to R\$ 11.50 (eleven reais and fifty cents). The execution of the Tender Offer shall be subject to the acquisition of at least 17,743,923 (seventeen million, seven hundred and forty-three thousand, nine hundred and twenty-three) shares issued by Alliar, corresponding to 15% of its capital stock, as well as to other conditions. The offered price represents a 21.8% premium in relation to the closing price of Alliar's shares in the trading session on August 13, 2021, and a 12.6% premium in relation to the volume weighted average closing price in the last thirty (30) days.

In this context, the Company sent, also on this date, a letter to the management of Alliar, reproduced in full at the end of this material fact (Schedule I), through which it expressed its intention to carry out the Tender Offer and described its reasons, terms and conditions.

Rede D'Or clarifies that the effective launch of the Tender Offer, with the publication of its notice, is subject to the prior approval (a) by the Brazilian Securities and Exchange Commission ("CVM") of the request for adoption of a special procedure, submitted on this date, in accordance with article 34, second paragraph, of CVM Rule 361/02, and with CVM Resolution 756/16, consisting in the unification, in the scope of the Tender Offer, of the "simple voluntary" and "voluntary acquisition of control" tender offer modalities, the latter in accordance with article 257 et seq of Law No. 6404/76; and (b) by B3, for the execution of the auction in its trading system. The notice's minute submitted to the CVM and B3 is transcribed in full in Schedule II of this material fact.

The Company further clarifies that the acquisition of shares object of the Tender Offer shall be approved by the Administrative Council for Economic Defense - CADE, under the terms of Law 12,529/11, which may even occur after its liquidation.

The Company will duly keep the market informed on the matter of this material fact in accordance with the applicable legislations and regulations.

São Paulo, August 15, 2021.

Otávio de Garcia Lazcano
Chief Financial and Investor Relations Officer

São Paulo, August 15, 2021

To

Centro de Imagem Diagnósticos S.A. ("Alliar")

A/C: Mr. Sergio Tufik, Chairman of the Board of Directors;
Mr. Fernando Machado Terni, CEO; and
Mr. Gabriel Bouzada Rozenberg, Investor Relations Officer.

Ref.: Oferta Pública de Aquisição de Ações

Dear Sirs,

1. **Rede D'Or São Luiz S.A.**, a publicly traded company with headquarters in the City of São Paulo, State of São Paulo, at Rua Francisco Marengo, 1.312, Tatuapé, CEP 03313-000, enrolled with the CNPJ/ME under No. 06.047.087/0001-39 ("Company" or "Rede D'Or") hereby informs that, on this date, its Board of Directors approved the execution of a tender offer for the shares issued by Alliar, comprising the acquisition of up to 118,292,816 (one hundred and eighteen million, two hundred and ninety-two thousand, eight hundred and sixteen) common shares issued by Alliar, representative of 100% (a hundred percent) of its capital stock, under the terms and conditions described bellow ("Tender Offer").

1. Description of the Bidder and Reasons for the Tender Offer

Founded in 1977 in Rio De Janeiro, Rede D'Or is currently the largest health care network in Brazil, with a presence in the states of Rio de Janeiro, São Paulo, Minas Gerais, Paraíba, Pernambuco, Bahia, Maranhão, Mato Grosso do Sul, Sergipe, Ceará, Paraná, and the Federal District.

With a focus on humanized care, personnel qualification, adoption of new technologies and expansion of service, Rede D'Or is a benchmark in technical quality and has 58 proprietary hospitals, 1 managed hospital, 50 oncology clinics, besides its partipance in complementary services such as blood banks, dialysis and outpatient clinics of various specialties.

The management of Rede D'Or believes that the execution of the Tender Offer represents a great investment opportunity, considering a fundamental analysis of Alliar, and that the offer's price per share, as described in item 3 below, is fair and attractive to the current shareholders of Alliar.

2. Tender Offer conditions

The execution of the Tender Offer is subject to the acquisition of at least 17,743,923 (seventeen million, seven hundred and forty-three thousand, nine hundred and twenty-three) shares issued by Alliar.

Additionally, under the terms of the Tender Offer's notice to be published ("Notice"), the consummation of the Tender Offer will also be subject to the non-occurrence of the events listed below, among other indicated in the Notice draft attached to this letter:

- (i) Modification of the rights and obligations attributable to the shares issued by Alliar or in its capital structure as a result of the issuance of shares or of any securities, bonds and rights convertible into shares that imply dilution of the shareholder base in a percentage equal to or higher than 20% of the total capital stock of Alliar, as well as similar corporate events;
- (ii) Execution of any operation to increase Alliar's capital stock or the issuance of securities and rights convertible into Alliar's shares under which the price of issuance of the new shares is lower than the Price per Share of the Tender Offer, as well as similar corporate events.
- (iii) Unforeseen events or events which have not been duly disclosed to the market prior to the date of publication of the tender notice, which result, individually or in aggregate, in a loss for Alliar and its subsidiaries in an amount equal to or greater than R\$ 100,000,000.00 (one hundred million reais);
- (iv) Disposal by Alliar or its subsidiaries of assets or group of assets with aggregate value corresponding to at least 25% of its book equity value, based on the consolidated quarterly financials results relative to the quarter ended on July 30, 2021;
- (v) Material changes in Alliar's Bylaws, regardless of whether it is a matter of insertion or amendment of rules;
- (vi) The commitment or execution of any corporate transactions or reorganizations by Alliar or its subsidiaries that have an aggregate value corresponding to at least 25% of the book equity value of Alliar, based on the consolidated quarterly financials results relative to the quarter ended on July 30, 2021;
- (vii) A fall, at any time, of 20% (twenty percent) or more in the accumulated value of the IBOVESPA index, based on the IBOVESPA quotation verified on August 13, 2021 (for the purposes of the appraisal of such percentage, only the closing quotation values will be considered, not any intraday variations); and

The Company may, at its sole discretion, waive any of the conditions set forth in the tender offer on the day prior to the offer's auction, in which case it will communicate its decision to proceed with the execution of the Tender Offer.

In addition, as it is an offer directed at more than one of the purposes provided for in CVM Rule No. 361/02 ("CVM Rule 361"), contemplating the performance of (i) a simple voluntary tender offer, which aims the acquisition of shares issued by Alliar, pursuant to article 2, item IV, of CVM Rule 361; and (ii) a voluntary tender offer for the acquisition of control pursuant to article 257 of Law No. 6404/76 and article 2, item V, of CVM Rule 361, the execution of the Tender Offer is subject to the approval, by the Brazilian Securities Commission ("CVM"), of the unified procedure to be adopted, in accordance with article 34, §2 of CVM Rule 361 and CVM Resolution No. 756/16.

The Company informs that it has submitted, on this date, (i) the request to the CVM for authorization for the unification of the tender offer modalities indicated above; and (ii) the request for authorization to carry out the Tender Offer before B3 S.A. – Brasil, Bolsa, Balcão, both accompanied by the minute of the Notice attached hereto.

3. Price per Share

Rede D'Or intends to pay, in the scope of the Tender Offer, R\$ 11.50 (eleven reais and fifty cents) per share issued by Alliar. The offered price represents a premium of approximately 21.8% in relation to the shares price at closing of the trading session of August 13, 2021, and 12.6% in relation to the volume weighted average closing price in the last thirty days ("Price per Share").

Under the terms of the Notice, the Price per Share will be automatically and proportionally adjusted to reflect eventual changes in the total number of share issued by Alliar, as well as any distribution of proceeds.

4. Final Considerations

We reiterate that the launching of the Tender Offer by the Company is subject to the CVM authorization of the adoption of the special procedure described in item 2 above. Therefore, although the main conditions intended for the Tender Offer are described herein, this notification does not replace the Notice. The offer shall only become valid and effective, for all legal purposes, with the publication of the Notice.

In compliance with our legal and regulatory duties, the full text of this notification will be disclosed to the market by Rede D'Or, in order to ensure the equal and simultaneous dissemination of information about the intention to perform the Tender Offer to our shareholders and the market in general. In this context, we request that you provide full

disclosure of this notification to Alliar's shareholders, prior to the opening of the trading session on August 16, 2021.

We are at your disposal for any further clarifications that may be necessary.

Cordially,

Rede D'Or São Luiz S.A.