



**NOTRE DAME INTERMÉDICA  
PARTICIPAÇÕES S.A.**

CNPJ 16.853.511/0001-84

NIRE 353.004.632-42



**HAPVIDA PARTICIPAÇÕES E  
INVESTIMENTOS S.A.**

CNPJ 05.197.443/0001-38

NIRE 233.000.392-71

**MATERIAL FACT**

**POTENTIAL SYNERGIES IN BUSINESS COMBINATION  
BETWEEN GNDI AND HAPVIDA**

**Notre Dame Intermédica Participações S.A.** (B3: GNDI3) (GNDI or Company) and **Hapvida Participações e Investimentos S.A.** (B3: HAPV3) (Hapvida), together, (Companies or Combined Company), in compliance with current rules and regulations and in addition to material facts and notices to the market already disclosed, inform to their respective shareholders, the market in general and other interested parties that, after carrying out initial analyzes and studies for the integration of the Companies' activities, certain synergies in the combination of the two Companies' operations were identified on a preliminary basis which could result in a future cost reduction, expense optimization and revenue increase.

The projections presented here will be included in section 11 of the Companies' Reference Form and will be available on the Empresas.Net system, on the websites of the Brazilian Securities and Exchange Commission (<http://cvm.gov.br/>) and B3 (<http://b3.com.br/>), and on the Companies' investor relations websites within the legal term.

**1 – Projections of synergy gains from the business combination**

<b>Estimated Synergies</b>	<b>Group</b>	<b>Levels</b>	<b>R\$ (million)</b>	<b>% of Total</b>
<b>R\$1.38 billion</b>	Revenue	Commercial	800	58%
	Costs	Medical costs	330	24%
	SG&A	Sales, General and administrative expenses	250	18%
	<b>Total</b>		<b>1,380</b>	<b>100%</b>

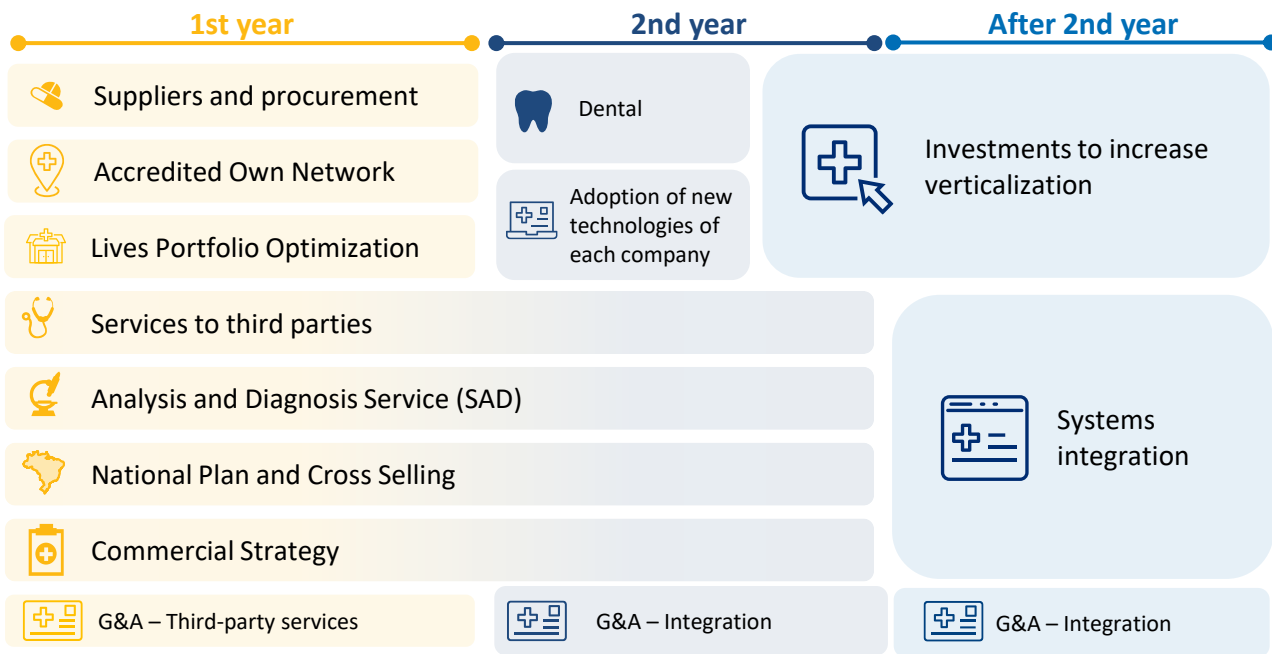
In view of the combination of the Companies' activities, according to the closing of the operation expected to be concluded on February 11, 2022, the Combined Company expects to gradually capture in the period from 2022 to 2024 operational synergies estimated at R\$1.38 billion of additional EBITDA, on a recurring basis starting on 2025, with:

- (i) increase in revenues from cross-selling of corporate plans that already exist in the Companies’ portfolio, creation of a unique product in the form of a national plan using a vertical network and utilization of the idle capacity of its own assistance network to provide services to third parties and agreements;
- (ii) reduction of medical and hospital costs from the supply areas through the centralization of the supply chain, optimization and renegotiation of existing contracts, sharing each other’s own assistance network, investments to increase verticalization and a more efficient hospital management through the migration and standardization of systems;
- (iii) standardization of distribution practices among the Companies and loyalty with brokers; and
- (iv) reduction of general and administrative expenses with the optimization of expenses with location and operation and miscellaneous contracts with third parties.

The estimated value of the aforementioned operational synergies does not include the costs for implementing the initiatives linked to these synergies, which are estimated by the Companies at approximately R\$100 to R\$150 million by 2024. The above estimates do not include gains from tax shield synergies that will generate deductibility for a period of 5 to 7 years counting from the actual incorporation of GNDI by Hapvida.

Expected synergies are based on the Companies' past integration history, the Companies' budgets for the current year, as well as the Combined Company's strategic plan. It is worth mentioning that these estimates do not consider the potential increase in sales resulting from better customer service and the democratization of access to quality healthcare in Brazil, the main goal of this business combination.

**2 – Estimated Timeline for Capturing Synergies**



### 3. Projected period and validity period of the synergy projection

With respect to operating synergies, the projected period comprises the fiscal years of 2022, 2023 and 2024, and the Combined Company expects to achieve approximately 40% of these operating synergies by December 31, 2022, 70% by December 31, 2023 and 100% by December 31, 2024.

The aforementioned projections, whose capturing will occur gradually, are valid until the end of the periods already mentioned, highlighting that any changes in this estimate due to the progress in the integration process and assumptions will be disclosed to the market under the terms of applicable legislation.

### 4. Assumptions and metrics for calculating projections

The expected synergy capture is based on the assumption that the Combined Company will be able to successfully implement the following initiatives, among others:

- Negotiation with potential beneficiaries for sales of national plans and cross-selling of existing beneficiaries;
- Increase in hospital occupancy with more own beneficiaries and also through the sale of medical and hospital services to third parties;
- Renegotiation of purchases with suppliers in the categories of medicines, materials and OPSMs;
- Renegotiation and optimization of existing contracts with an accredited network – in health and dental;
- Accreditation of Hapvida's own network structures by GNDI and vice versa;
- Increase in the use of proprietary diagnostic and clinical analysis structures;
- Standardization of distribution practices among the Companies and loyalty with brokers;
- Equalization of contractual parameters of service providers in general; and
- Adjustments to the operating structure.

The projections of synergies with the reduction of costs, expenses and capital investments mentioned above were based on budgets and studies prepared internally by the Companies with the support of external consultants and advisors and which were based on the implementation in the Combined Company of the best practices that were identified during the evaluation and integration process.

### 5. Update of the Companies' Reference Form

The Companies clarify that their Reference Forms will be properly updated, with the inclusion of the projections in its item 11, according to the terms established in CVM Instruction 480/09.

The projections presented herein only reflect current estimates or expectations of the Companies management, subject to risks and uncertainties, and do not in any way constitute a promise of performance. These projections represent forward-looking statements in accordance with CVM Instruction 480/09 and subsequent amendments. The terms "anticipates", "believes", "expects", "anticipates", "intends", "plans", "projects", "objectives", "should", as well as other similar terms, are intended to identify such forecasts, which, evidently, involve risks or uncertainties foreseen or not by the Combined Company. Information on business prospects, projections and financial goals are mere forecasts, based on management's current expectations regarding the future of the Combined Company and its subsidiaries. These expectations depend on market conditions, the Brazilian economic scenario and the sectors in which we operate. Any change in perception or in the factors described above may cause the actual results to differ from the projections presented. Therefore, the estimates presented here do not constitute a performance promise by the Combined Company and/or its managers and, therefore, may undergo further changes.

The Companies will maintain its shareholders and the market in general informed, in compliance with the applicable legislation.

São Paulo, SP, February 7, 2022.

Fortaleza, CE, February 7, 2022.

**Glauco Desiderio**

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