

PROFARMA DISTRIBUIDORA DE PRODUTOS FARMACÊUTICOS S.A.

CNPJ/MF No. 45.453.214/0001-51

NIRE 33.3.0026694-1

MATERIAL FACT

PROFARMA DISTRIBUIDORA DE PRODUTOS FARMACÊUTICOS S.A. ("Company"), in compliance with the provisions of Article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, as amended ("Brazilian Corporations Law"), and Brazilian Securities and Exchange Commission Resolution No. 44, of August 23, 2021, as amended, hereby informs its shareholders and the market in general that on this date entered into, through its wholly owned subsidiary Health Ventures S.A., a Share Purchase Agreement and Other Covenants with Raia Drogasil S.A. ("RD Saúde"), with the purpose of acquiring all of the issued and outstanding shares of 4Bio Medicamentos S.A. ("4Bio" and "Transaction," respectively).

Founded in 2004 and then acquired by RD Saúde in 2015, 4Bio operates in the Institutional segment. Its activities focus on the commercialization of specialty and high-complexity medications for patients, healthcare professionals, clinics, hospitals and health insurance operators, being an important player in the non-retail pharmaceutical market.

In the last twelve months ended September 2025 (LTM3Q25), 4Bio reported Revenue of R\$ 3.4 billion, with an average annual growth trajectory of 15% since 2023, Adjusted EBITDA IFRS16 of R\$ 85 million and Net Income of R\$ 236.6 million.

The acquisition of 4Bio represents a strategic milestone for Grupo Profarma, consolidating our return to the Specialty market, the fastest-growing pharmaceutical segment in Brazil and globally. According to IQVIA, the Institutional (Non Retail) market generated R\$ 94 billion in revenue in 2025 (at HPP), expanding 13% compared to 2024. The distribution channel is expanding its relevance in the Institutional market, representing 60% of the segment in 2025 and recording successive market share gains. According to IQVIA estimates, the Institutional market should grow above double digits in the coming years, with key drivers for this expansion being population aging, greater access to treatments, investments in Innovation and R&D, patent expirations (generics/biosimilars), public investment in healthcare and growing adoption of new therapies.

This transaction significantly accelerates Profarma Specialty's (PFS) performance in its segment, incorporating a consolidated platform of great relevance to the institutional market.

The Transaction captures a natural synergy between Profarma's and 4Bio's competencies. Our scale, national presence, structured relationship with the pharmaceutical industry and experience in distribution and retail combine with 4Bio's specialized portfolio and differentiated operational capabilities to create a unique value proposition in the market. This integration will allow the Group to offer innovative, differentiated and integrated solutions to pharmaceutical laboratories, hospitals, clinics, health insurance operators, physicians and patients, positioning us competitively in a strategic segment with high added value and sustainable growth.

The base value of the Transaction is R\$ 600 million (including the maintenance of net cash of R\$ 80 million in the company at closing), subject to price adjustments based on 4Bio's net debt and/or working capital, as contractually provided. The Transaction contemplates the purchase of 100% of 4Bio, resulting in an Enterprise Value / Adjusted EBITDA multiple of 6.2x considering the adjusted EBITDA IFRS-16 for the last twelve months ended September 2025.

The price will be paid in the following conditions: R\$ 100 million on the closing date and the remaining balance payable in five annual installments of R\$ 100 million, adjusted by the variation of 100% of the CDI accumulated from the closing date until the effective payment of each installment.

The consummation of the Transaction is subject to the fulfillment of customary closing conditions for transactions of this nature, including, among others, approval by the Brazilian Administrative Council for Economic Defense – CADE.

The Transaction is aligned with Grupo Profarma's growth and diversification strategy through efficient capital allocation and consolidating its presence in the healthcare sector with its competitive differentials.

The Transaction is also subject to the approval of the Company's Shareholders' Meeting, to be properly called, pursuant to Article 256, item I, of the Brazilian Corporations Law, without triggering withdrawal rights of dissenting and absent shareholders.

The Company reaffirms its commitment to transparency and corporate governance and will keep its shareholders and the market duly informed of any material developments related to this matter, in accordance with applicable laws and regulations.

Rio de Janeiro, March 3rd, 2026.

Maximiliano Guimarães Fischer

CFO & IRO