

**ODONTOPREV S.A.**  
CNPJ/MF: 58.119.199/0001-51  
NIRE: 35.300.156.668  
PUBLICLY-HELD COMPANY

## **MATERIAL FACT NOTICE**

**Odontoprev S.A.** (B3:ODPV3; "Odontoprev" or "Company"), the national market leader on dental benefits, in compliance with the CVM Resolution No. 44/21 and §4 of Article 157 of Law No. 6,404/76 ("Brazilian Corporations Law"), hereby informs its shareholders and the market in general that, on February 26, 2026, the Company's Board of Directors approved, and the Company entered into, the "Protocol and Justification for the Merger of Shares of Bradesco Gestão de Saúde S.A. by Odontoprev S.A." ("Protocol and Justification"), which regulates the terms and conditions applicable to the merger, by Odontoprev, of all the shares issued by Bradesco Gestão de Saúde S.A. ("BGS"), a company indirectly controlled by Banco Bradesco S.A. ("Banco Bradesco") that consolidates the equity interests of the Bradesco Organization in the healthcare segment ("Merger of Shares"). The Merger of Shares is one of the steps of the business combination transaction involving BGS and the Company, the details of which are set out below ("Transaction").

If the Merger of Shares is approved and the transactions described in the Protocol and Justification are implemented, Odontoprev will assume the role of consolidator of the healthcare ecosystem of the Bradesco Organization. The control of the entire healthcare business of the Bradesco Organization will allow Odontoprev to benefit from the potential expansion of the integrated offering of healthcare and dental solutions.

Due to the new role to be played by Odontoprev, a proposal will be submitted to the shareholders to change the corporate name of the Company to "Bradsaúde S.A.".

The negotiation and execution of the Protocol and Justification are the result of a proposal sent by Banco Bradesco to the Company's Board of Directors, on January 6, 2026, and was conducted by a special independent committee of the Company ("Independent Committee"), nominated by the Board of Directors at a meeting held on January 7, 2026, in compliance with the provisions of CVM Guidance Opinion No. 35 ("Guidance Opinion 35") and pursuant to Article 15, §12, of the Company's Bylaws.

The Independent Committee is composed of three (3) managers of the Company: (i) Cesar Suaki dos Santos; (ii) Murilo Cesar Lemos dos Santos Passos; and (iii) Elsen Carvalho. Mr. César Suaki dos Santos and Mr. Murilo César Lemos dos Santos Passos are independent members of the Company's Board of Directors, pursuant to the Novo Mercado Regulation and CVM regulations. Mr. Elsen Christian de Carvalho Carmo is the current Chief Executive Officer of Odontoprev.

Within the scope of analysis and negotiation of the Merger of Shares, (i) the Independent Committee was advised by Citigroup Global Markets Brasil Corretora de Câmbio, Títulos

e Valores Mobiliários S.A. (“Citi”), as financial advisor, and by Mattos Filho, Veiga Filho, Marrey Jr. e Quiroga Advogados, as legal advisor (which also advised Odontoprev with the necessary measures for the approval and implementation of the Transaction, after the conclusion of the negotiation by the Independent Committee); (ii) Bradesco was advised by Banco Bradesco BBI S.A. and by Banco J.P. Morgan S.A., as financial advisors, and by Pinheiro Neto Advogados, as legal advisor; and (iii) BGS and Bradseg were advised by Banco Bradesco BBI S.A., as financial advisor, and by Barbosa, Müssnich e Aragão Advogados, as legal advisor.

At a meeting held on February 26, 2026, the Board of Directors reviewed the report issued by the Independent Committee and approved the execution of the Protocol and Justification and the submission of the Merger of Shares for shareholders' approval at Odontoprev's extraordinary general meeting to be convened in due course (“Odontoprev EGM”).

The implementation of the Merger of Shares is subject to approval by Odontoprev EGM and the satisfaction of the other conditions precedent listed in item D below and provided for in the Protocol and Justification.

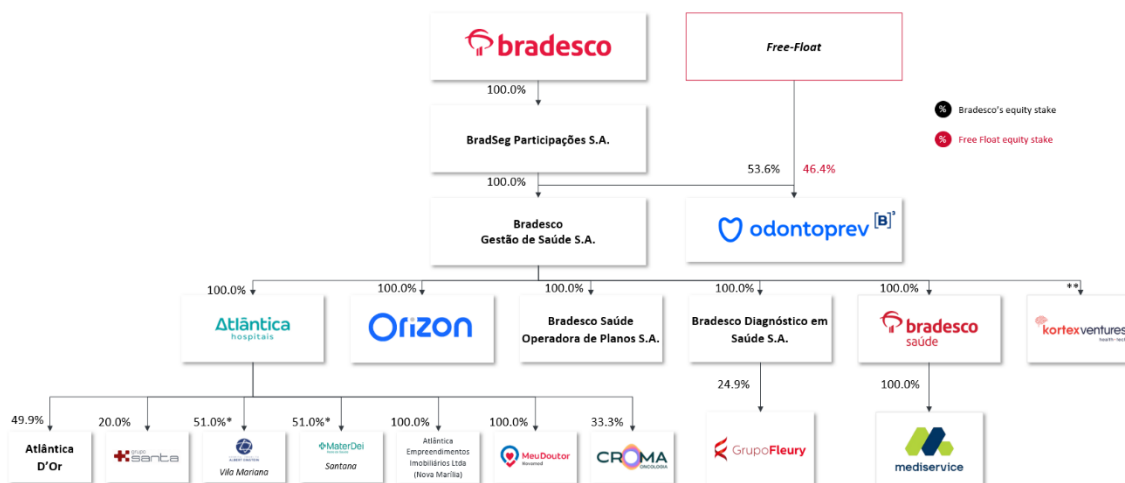
The **Exhibit** to this material fact notice contains the information set forth in Exhibit A of CVM Resolution No. 78/2022 (“RCVM 78”) regarding the Merger of Shares, as required by Article 3 of RCVM 78.

Below is the main information about the Merger of Shares and all steps of the Transaction, including those related to the Withdrawal Right to be granted to the Dissenting Shareholders (as defined terms below) of Odontoprev.

**A. Transaction Structure:**

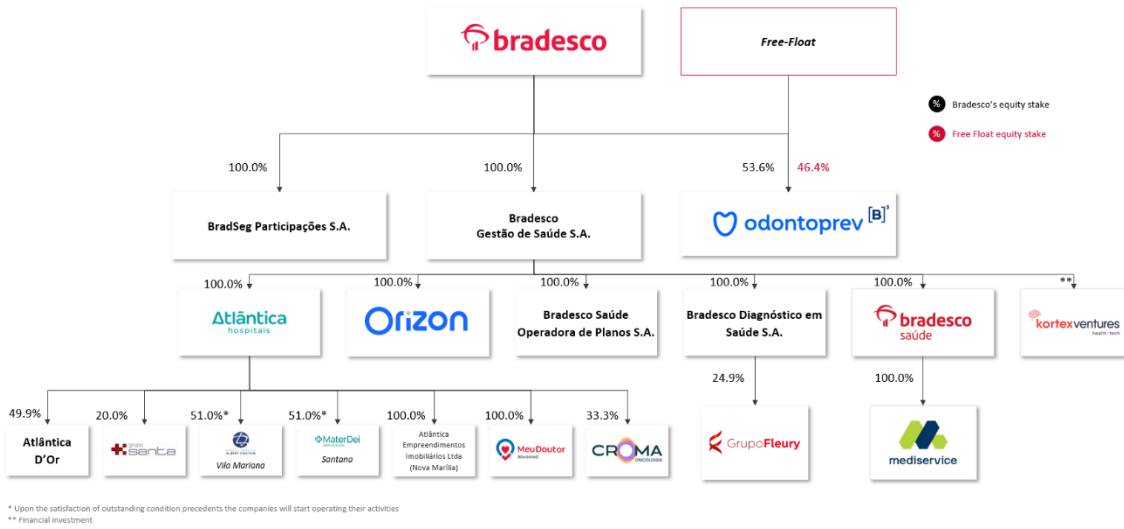
The Transaction consists of the following corporate acts, which will be submitted to the general shareholders’ meetings of Banco Bradesco, Bradseg Participações S.A. (“Bradseg”), Odontoprev and BGS, as detailed below.

Current Structure:

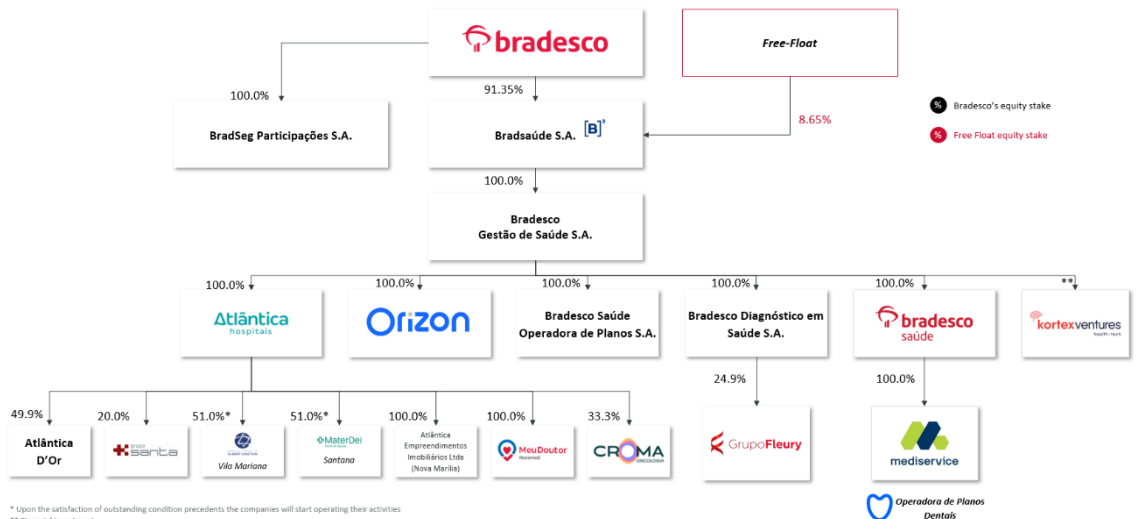


\* Upon the satisfaction of outstanding condition precedents the companies will start operating their activities  
 \*\* Financial investment

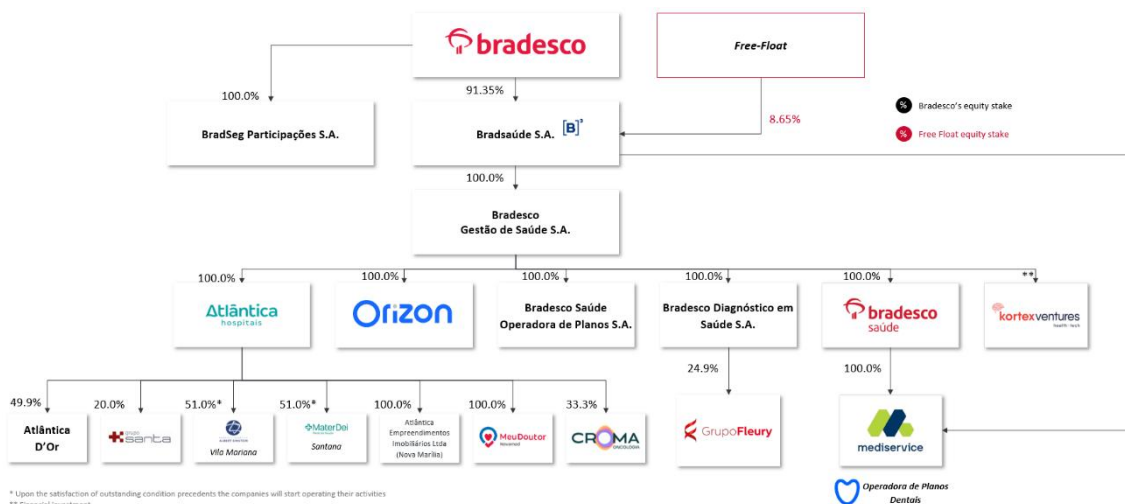
(i) **Partial spin-off of Bradseg**, pursuant to Articles 223, 224, 225, 227 and 229 of the Brazilian Corporations Law, and RCVM 78, with the transfer to Banco Bradesco of the spun-off assets consisting solely of the shares issued by Odontoprev and BGS currently directly held by Bradseg (the “Bradseg Spin-Off”). Upon approval of the Bradseg Spin-Off, Banco Bradesco will become a direct shareholder of the Company, replacing Bradseg, with no other impact on Odontoprev. The corporate structure will then be as follows:



(ii) **Merger of Shares**, carried out pursuant to Articles 252, 224, 225 and 264 of the Brazilian Corporations Law and RCVM 78, which will result in BGS becoming a wholly owned subsidiary of Odontoprev, under the terms and conditions set forth in the Protocol and Justification. This step will include the change of the Company’s corporate name to “Bradsaúde S.A.”. Once the Merger of Shares is approved and implemented (following the satisfaction of the conditions precedent set forth in the Protocol and Justification), the corporate structure will be as follows:



(iii) **Contribution of Odontoprev's portfolio of dental plans and other operating assets and liabilities to Mediservice Operadora de Planos de Saúde S.A.** ("Mediservice"), which is, as of the present date, an indirect subsidiary of BGS ("Asset Contribution"). As a result of the Asset Contribution, the Company's general shareholders' meeting convened to resolve on the Merger of Shares shall also resolve on the proposed amendments to the Company's bylaws required to implement the transaction (with effectiveness subject to the implementation of the Transaction), including the change of the corporate name to "Bradsaúde S.A." and the amendment of its corporate purpose. In addition, upon consummation of the Transaction, Bradsaúde S.A. (the new corporate name of Odontoprev) shall maintain, as its exclusive activity, the holding of equity interests in the healthcare companies of the Bradesco Organization and shall cease to operate directly as an operating entity, with the consequent adoption of the necessary measures to cancel its registration with ANS, which cancellation shall occur following the implementation of the Asset Contribution, in accordance with the applicable regulations and deadlines. The dental activities currently carried out by Odontoprev shall thereafter be carried out directly by Mediservice, maintaining operational continuity under a more efficient and integrated corporate structure. Upon approval and implementation of the Asset Contribution (following the satisfaction of the conditions precedent set forth in the Protocol and Justification), the corporate structure shall be as follows:



## B. Exchange Ratio in the Merger of Shares, Negotiation by the Independent Committee and Approval by the Board of Directors

As set forth in the Protocol and Justification, the parties agreed to submit to the general shareholders' meetings of Odontoprev and BGS an exchange ratio pursuant to which Banco Bradesco will receive two billion, three hundred and seventy-eight million, three

hundred and seventy-four thousand, four hundred and forty-five (2,378,374,445) common shares issued by the Company, in substitution for all common shares issued by BGS held by Banco Bradesco immediately prior to the implementation of the Merger of Shares, resulting in an exchange ratio of 0.17998067486 share issued by Odontoprev for each share issued by BGS received as a result of the Merger of Shares ("Exchange Ratio").

Accordingly, once the Merger of Shares has been approved and implemented (after the satisfaction of the conditions precedent set forth in the Protocol and Justification), Banco Bradesco's interest in the share capital of Odontoprev shall become ninety-one point thirty-five percent (91.35%) of the total and voting capital, while the interest of the remaining shareholders of Odontoprev shall become 8.65% (eight point sixty-five percent) of the total and voting capital, disregarding (i) treasury shares existing on the date hereof and that may exist at the time of implementation of the Merger of Shares, and (ii) the effects of any exercise of the Withdrawal Right by Dissenting Shareholders of Odontoprev.

This Exchange Ratio results in an implicit valuation of Odontoprev's business representing approximately eighteen point sixty-five percent (18.65%) of the entire healthcare ecosystem of the Bradesco Organization after the business combination.

The terms and conditions of the Merger of Shares, including the Exchange Ratio and the Protocol and Justification, were negotiated between, on the one hand, the management of Bradesco and BGS and, on the other hand, the Independent Committee, based on the assets involved, both in their qualitative and quantitative aspects. The general and specific market in which each of such assets is inserted, the intrinsic characteristics of each business, individually, the proposed corporate and legal structure and, finally, the fair value of the companies involved were also taken into account.

The Exchange Ratio negotiated by the Independent Committee was supported by the *fairness opinion* prepared by Citigroup Global Markets Inc., an entity of the Citi group, which concluded that the referred ratio is considered fair from a financial point of view. The Independent Committee issued a report, on February 26, 2026, recommending the execution of the definitive documents of the Transaction, concluding that the terms and conditions of the Merger of Shares (including the Exchange Ratio) are commutative and equitable under the terms of Guidance Opinion 35.

In this sense, Odontoprev's Board of Directors, after analyzing the recommendation of the Independent Committee, understood that the negotiated Exchange Ratio, as well as the other terms and conditions provided for in the Protocol and Justification are fair and the Transaction observes strictly commutative and equitable conditions, under the terms of Guidance Opinion 35, approving its submission to Odontoprev's shareholders.

**C. Withdrawal Right and Exchange Ratio for the purposes of Article 264 of the Brazilian Corporations Law**

The Merger of Shares ensures that dissenting shareholders have the right to withdraw from the Company, pursuant to Articles 252, §1, 137 and 45, all of the Brazilian Corporations Law ("Withdrawal Right"). Odontoprev's shareholders who (i) do not attend the Odontoprev EGM or (ii) those who attend, but (a) vote against the Merger of Shares or (b) abstain from voting on such resolution (in any case, the "Dissenting Shareholders") may exercise the Withdrawal Right upon reimbursement of the value of their shares.

For the purposes of Article 137, §1, of the Brazilian Corporations Law, the Withdrawal Right shall be limited to the shares held by the Dissenting Shareholders immediately prior to the opening of trading session on February 27, 2026, and which are held continuously by such Dissenting Shareholders from that time through the date of settlement of the Withdrawal Right.

Dissenting Shareholders who exercise their Withdrawal Right, pursuant to the above, and Article 7, §3, of Odontoprev's bylaws, will be entitled to a reimbursement amount per share of twelve reais and thirty-nine cents (R\$ 12.39) ("Reimbursement Amount"). The Reimbursement Amount was calculated based on the economic value of Odontoprev, on the base date of December 31, 2025, according to the appraisal report prepared by Apsis Consultoria e Avaliações Ltda. ("Apsis"), in compliance with the provisions of Article 7, §3, of Odontoprev's bylaws. Apsis' engagement will be submitted for ratification by the Odontoprev EGM and the appraisal report will be submitted to the approval of the Odontoprev EGM.

Apsis was also engaged to prepare the comparative appraisal report of the Exchange Ratio, pursuant to Article 264, caput, of the Brazilian Corporations Law, and Article 8, I, of RCVM 78, adopting the criterion of the value of net equity at market prices of the companies on the base date of December 31, 2025. Such evaluation resulted in an exchange ratio of 0.352753707192803 share issued by Odontoprev for each share issued by BGS, being, therefore, less favorable to Odontoprev's shareholders than the proposed Exchange Ratio.

As such comparative exchange ratio proved to be less favorable for Odontoprev's minority shareholders than the Exchange Ratio that was proposed in the Protocol and Justification, Article 264, §3, of the Brazilian Corporations Law does not apply. Therefore, the Dissenting Shareholders shall not be entitled to choose reimbursement based on the net equity value at market prices of Odontoprev.

#### **D. Conditions Precedent for the Merger of Shares and Asset Contribution**

Pursuant to the Protocol and the Justification, the effectiveness of the Merger of Shares and the Asset Contribution shall be subject to the verification of certain conditions precedent ("Conditions Precedent"), including:

- (i) The definitive implementation of the Bradseg Spin-Off, upon its approval at the general shareholders' meetings of Bradseg and Banco Bradesco;

- (ii) The authorization by the National Supplementary Health Agency (*Agência Nacional de Saúde Suplementar*) ("ANS") for the (a) implementation of Merger of Shares; and (b) the consummation of the Asset Contribution; and
- (iii) Obtaining the required corporate approvals at the general shareholders' meetings of BGS and Odontoprev, as described in the Protocol and Justification.

Once all the Conditions Precedent have been satisfied, the Boards of Directors of Odontoprev and BGS shall ratify, on the last business day of the applicable month, the implementation of the Merger of Shares, which shall be timely disclosed to the market.

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Odontoprev will keep its shareholders and the market in general informed of any relevant developments related to the Transaction, under the terms of the applicable regulations.

Barueri/SP, February 27, 2026.

**José Roberto Pacheco**  
Chief Financial and Investor Relations Officer

## **Exhibit**

### **1. Identification of the companies involved in the transaction and a brief description of the activities carried out by them**

Banco Bradesco is a publicly-held company, listed on Level I of B3, headquartered in the city of Osasco, State of São Paulo, at Núcleo Cidade de Deus, s/n, Vila Yara, ZIP Code 06029-900, whose corporate purpose is: *"to carry out banking operations in general, including foreign exchange, and to manage securities portfolios, in the categories of fiduciary administrator and asset manager"*.

Bradseg is a privately-held company, headquartered in the city of São Paulo, State of São Paulo, at Avenida Paulista, 1.450, 9th floor, Torre Paulista, Part, Bela Vista, Zip Code 01310-917, whose corporate purpose is the participation in other companies. Bradseg is currently directly controlled by Banco Bradesco and its main assets are corporate equity interests representing fifty-three point sixty-one percent (53.61%) of the share capital of Odontoprev (disregarding treasury shares) and one hundred percent (100%) of the share capital of BGS.

Odontoprev is a publicly-held company, listed on the Novo Mercado segment of B3, headquartered in the city of Barueri, State of São Paulo, at Alameda Araguaia, nº 2.104, 21º andar, Alphaville, Zip Code 06455-000, whose corporate purpose is the operation of private dental care plans and, therefore, the management, commercialization, or provision of such plans to legal entities and/or individuals, as well as participation, as partner, shareholder or quotaholder, in other civil or commercial companies and in commercial ventures of any nature, in Brazil and/or abroad, and the management of its own and/or third-party assets. Odontoprev is currently directly controlled by Bradseg and, indirectly, by Banco Bradesco.

BGS is a privately-held company, headquartered in the city of São Paulo, State of São Paulo, at Avenida Paulista, 1.450, 10th floor, Torre Paulista, Part, Bela Vista, Zip Code 01310-917, whose corporate purpose is the participation in other companies, and is directly controlled by Bradseg and indirectly by Banco Bradesco. BGS holds ownership of the Equity Interests in the healthcare segment, whose main investments comprise direct or indirect equity interests in the following companies:

- (i) one hundred percent (100%) of Bradesco Saúde S.A., enrolled with the CNPJ under No. 92.693.118/0001-60 ("Bradesco Saúde"), which is a leader in the corporate healthcare plan market and, together with its subsidiary Mediservice and Bradesco Saúde – Operadora de Planos, had, at the end of 2024, 3.8 million beneficiaries, including beneficiaries of corporate and individual/family plans. Approximately 168 thousand companies in Brazil have plans from Bradesco Saúde and its subsidiaries, including 44 of the 100 largest companies in the country;
- (ii) one hundred percent (100%) of Mediservice, enrolled with the CNPJ under No. 57.746.455/0001-78, which operates as a healthcare plan operator authorized by the ANS to operate health and dental products;

- (iii) one hundred percent (100%) of Bradesco Saúde – Operadora de Planos S.A., enrolled with the CNPJ under No. 15.011.651/0001-54 ("Bradesco Saúde – Operadora de Planos"), which also operates as a healthcare plan operator authorized by the ANS to operate healthcare products;
- (iv) one hundred percent (100%) of Bradesco Diagnóstico em Saúde S.A., enrolled with the CNPJ under No. 42.074.758/0001-14 ("Bradesco Diagnóstico"), which is a holding company created in 2021 for investments in the sector and holds a significant equity interest of approximately 25% in Fleury;
- (v) twenty-four point nine percent (24.9%) of Fleury S.A., enrolled with the CNPJ under No. 60.840.055/0001-31 ("Fleury"), which is one of the national leaders in diagnostic medicine and clinical analysis;
- (vi) one hundred percent (100%) of Atlântica Hospitais e Participações S.A., enrolled with the CNPJ under No. 40.751.842/0001-08 ("Atlântica"), which is a holding company dedicated to investments in the hospital sector and services, operating in partnership with major networks such as Rede D'Or, Grupo Santa Lúcia, Mater Dei and Einstein for the construction and operation of modern hospitals in various locations;
- (vii) one hundred percent (100%) of Atlântica Empreendimentos Imobiliários Ltda. (new corporate name of Nova Marília Administração de Bens Móveis e Imóveis Ltda.), enrolled with the CNPJ under No. 02.335.940/0001-67 ("Atlântica Empreendimentos Imobiliários"), which is a holding company dedicated to real estate investments in the healthcare segment;
- (viii) one hundred percent (100%) of Novamed Gestão de Clínicas Ltda., enrolled with the CNPJ under No. 22.485.085/0001-88 ("Novamed"), which is responsible for the Meu Doutor clinic network, focused on primary healthcare and basic care across various medical specialties;
- (ix) one hundred percent (100%) of Companhia Brasileira de Gestão de Serviços, enrolled with the CNPJ under No. 02.533.940/0001-71 ("Orizon"), which is a health technology (healthtech) company specialized in healthcare service management and technological solutions that connect operators, providers and pharmacies, processing approximately 500 thousand medical services per day through medical intelligence and analytics platforms.

## **2. Description and purpose of the transaction**

As described above, the Transaction will contemplate the steps and corporate transactions described in Section A of this Material Fact notice. More specifically, the Merger of Shares, one of the steps of the Transaction, carried out pursuant to Articles 252, 224, 225 and 264 of the Brazilian Corporations Law and RCVM 78, consists of the merger of all shares issued by BGS into Odontoprev, resulting in BGS becoming a wholly-owned subsidiary of Odontoprev.

The purpose of the Transaction is to consolidate, within Odontoprev, the equity interests of various businesses in Banco Bradesco's healthcare segment and Odontoprev's businesses, with the Company being elevated to the role of consolidator of the Bradesco Organization's healthcare ecosystem, controlling all of its healthcare businesses.

### **3. Main benefits, costs and risks of the Transaction**

#### **3.1. Benefits**

The Transaction has the potential to generate several benefits to the stakeholders of the companies involved by promoting: (i) the consolidation within Odontoprev, a publicly-held company, of all healthcare businesses of the Bradesco Organization, having Banco Bradesco, also a publicly-held company, as its direct controlling shareholder; (ii) potential commercial gains through the cross-selling of dental products to the customer base of Banco Bradesco and its investee companies, and healthcare products in general to the customer base of Odontoprev, with a comprehensive offering of integrated care solutions; and (iii) greater visibility to the market, in view of the direct corporate relationship between two publicly-held companies, Banco Bradesco and Odontoprev.

As a result of the Transaction, Odontoprev will become part of a complete healthcare ecosystem comprising a healthcare and dental plan operator, hospitals, laboratories and diagnostic centers, primary care and oncology clinics, healthcare service platforms and healthtech companies. Accordingly, the consolidation of Odontoprev's operations and Banco Bradesco's investee companies will provide Odontoprev with a more diversified scope of operations, encompassing the entire healthcare segment, with significantly higher revenues and results, thereby expanding its growth potential and long-term sustainability.

#### **3.2. Costs**

It is estimated that the costs of implementing the Transaction for Odontoprev will be approximately ten million five hundred thousand reais (R\$ 10,500,000.00), including financial advisory fees, appraisals, legal advisory fees, publication expenses and other related costs.

#### **3.3. Risks**

As mentioned above, following the implementation of all steps of the Transaction (including the satisfaction of the applicable Conditions Precedent), Odontoprev will assume to the role of consolidator of the Bradesco Organization's healthcare ecosystem, controlling all of its healthcare businesses. Consequently, the Company's shareholders will become exposed to the risks related to such businesses.

Furthermore, the success of the Transaction and the realization of the benefits envisaged by the Company's management will depend, in part, on the ability of the Company's management to conduct the business under the Company's new structure. Accordingly,

the expected benefits of the Transaction may not occur in full or may take longer than anticipated to materialize.

It is further noted that the market value of the shares issued by Odontoprev is subject to fluctuations until the implementation of the Transaction and after such date, and such fluctuations may be affected, in part, by the market's perception of the Transaction, which naturally constitutes a material fact relating to the Company's business, pursuant to the applicable legislation.

The Company's management does not foresee other material risks for the implementation of the Transaction beyond those mentioned above and those usually inherent to the Company's day-to-day activities and those of other comparable companies.

#### **4. Share Exchange Ratio**

Within the scope of the Merger of Shares, Banco Bradesco will receive two billion, three hundred and seventy-eight million, three hundred and seventy-four thousand, four hundred and forty-five (2,378,374,445) common shares issued by the Company, in substitution for all common shares issued by BGS held by Banco Bradesco immediately prior to the implementation of the Merger of Shares, resulting in an exchange ratio of 0.17998067486 share issued by Odontoprev for each share issued by BGS received as a result of the Merger of Shares.

Accordingly, once the Merger of Shares has been approved and implemented (after the satisfaction of the conditions precedent set forth in the Protocol and Justification), Banco Bradesco's interest in the share capital of Odontoprev shall become ninety-one point thirty-five percent (91.35%) of the total and voting capital, while the interest of the remaining shareholders of Odontoprev shall become eight point sixty-five percent (8.65%) of the total and voting capital, disregarding (i) treasury shares existing on the date hereof and that may exist at the time of implementation of the Merger of Shares, and (ii) the effects of any exercise of the Withdrawal Right by Dissenting Shareholders of Odontoprev.

The referred replacement relationship was negotiated between, on the one hand, the Independent Committee and, on the other hand, the management of Banco Bradesco and BGS, including through their respective financial advisors, and was supported by the *fairness opinion* prepared by Citigroup Global Markets Inc., an entity of the Citi group, which concluded that this relationship is considered fair from a financial point of view, and therefore commutative and equitable under the terms of Guidance Opinion 35.

The exchange ratio was duly approved by the Board of Directors at a meeting held on February 26, 2026, following the review of the recommendation made by the Independent Committee. The Board of Directors also approved the submission of the

Merger of Shares (including the exchange ratio) for shareholders' deliberation at the Odontoprev EGM, which will be convened in due course by the relevant corporate body.

**5. Criterion for determining the exchange ratio**

The exchange ratio and the terms of the Transaction were negotiated on commutative bases between Banco Bradesco and BGS, on the one hand, and the Independent Committee, on the other hand, and the definition of the negotiated substitution ratio considered several criteria, including: (i) analysis of business plans and their respective assumptions; (ii) sensitivity analysis of the main assumptions impacting the business plans of the assets involved in the Transaction; (iii) discounted cash flow analysis of the assets involved in the Transaction; and (iv) comparative analysis with other companies operating in the same segment as the entities involved in the Transaction.

The Independent Committee, based on the analyses presented by its financial advisor, understood that such criteria are appropriate to assess the relative value of the entities for purposes of the Transaction, as they capture the value of their respective activities and assets, expansion initiatives and capital structure, as discussed in interactions with executives and managers of Banco Bradesco, BGS and their financial advisors.

The Independent Committee's assessment used public and market information and certain private information provided by the management of Banco Bradesco and BGS, notably: (i) consolidated operational and financial information, including business plans and projections; and (ii) discussions with representatives of BGS and its advisors regarding sector and market perspectives.

**6. Main assets and liabilities that will form each portion of the net equity, in the event of a spin-off**

Not applicable for the Merger of Shares. Information about the Bradseg Spin-Off may be obtained in the material fact notice disclosed by Banco Bradesco on the date hereof.

**7. Whether the transaction has been or will be submitted for approval by Brazilian or foreign authorities**

The Transaction will be subject to the requirement of authorization by the Brazilian National Supplementary Health Agency (*Agência Nacional de Saúde Suplementar*) ("ANS") for (a) the implementation of the Merger of Shares; and (b) the consummation of the Asset Contribution.

**8. In transactions involving parent companies, subsidiaries or companies under common control, the share exchange ratio calculated in accordance with Article 264 of Law No. 6,404 of 1976**

Pursuant to the appraisal report prepared by Apsis Consultoria e Avaliações Ltda. for the purposes of Article 264, caput, of the Brazilian Corporations Law and Article 8, I, of RCVM 78, based on the criterion of net equity value at market prices of Odontoprev and BGS as of the base date of December 31, 2025, the resulting comparative share exchange

ratio was: 0.352753707192803 share issued by Odontoprev for each share issued by BGS.

The share exchange ratio mentioned above is, therefore, less favorable to Odontoprev's shareholders than that established in the Protocol and Justification.

In light of the above, Article 264, paragraph 3, of the Brazilian Corporations Law does not apply. Accordingly, the Dissenting Shareholders may not elect reimbursement at the net net equity value at market prices of Odontoprev.

## **9. Withdrawal Right**

Pursuant to Articles 252, §1, 137 and 45 of the Brazilian Corporations Law, and Article 7, §3, of Odontoprev's Bylaws, the Merger of Shares ensures that dissenting shareholders have the right to withdraw from the Company. The Company's shareholders who (i) do not attend the Odontoprev EGM or (ii) those who attend, but (a) vote against the Merger of Shares or (b) abstain from voting on said resolution (in any case, the "Dissenting Shareholders") may exercise the Withdrawal Right upon reimbursement of the value of their shares.

For the purposes of article 137, paragraph 1, of the Brazilian Corporations Law, the Withdrawal Right shall be limited to the shares held by the Dissenting Shareholders immediately prior to the opening of trading on February 27, 2026, and which are held continuously by such Dissenting Shareholders from that time through the date of settlement of the Withdrawal Right.

Dissenting Shareholders who exercise their Withdrawal Right, pursuant to the above, and Article 7, §3, of Odontoprev's bylaws, will be entitled to a reimbursement amount per share of twelve reais and thirty-nine cents (R\$ 12.39) ("Reimbursement Amount").

The Reimbursement Amount was calculated based on the economic value of Odontoprev, on the base date of December 31, 2025, according to the appraisal report prepared by Apsis Consultoria e Avaliações Ltda. ("Apsis"), in compliance with the provisions of Article 7, §3, of Odontoprev's bylaws. Apsis nomination will be submitted for ratification and the appraisal report will be submitted to the approval by the Odontoprev EGM.

## **10. Other Relevant Information**

Not applicable.

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