



**CM HOSPITALAR S.A.**

Publicly Traded Company

Corporate Taxpayer's ID (CNPJ/MF) 12.420.164/0001-57

Company's Registry (NIRE) 35.300.486.854

CVM Code 25682

ISIN: BRVVEOACNORO

B3 Ticker: VVEO3

**MATERIAL FACT**

**CM Hospitalar S.A.** ("**Company**" or "**Viveo**"), in compliance with the provisions of article 157, paragraph 4, of Law #6,404, of December 15, 1976, as amended ("**LSA**"), in the Resolution of the Securities and Exchange Commission ("**CVM**") #44, of August 23, 2021 ("**CVM Resolution 44**") and in CVM Resolution #78, of March 22, 2022, inform that, on this date, it was approved by the Company's Board of Directors the execution of the instruments of Protocol and Justification of Merger of Biogenetix Importação e Exportação Ltda. (CNPJ 08.427.422/0001-50) ("**Biogenetix**") and Byogene Comércio de Produtos para Laboratório Clínico e Hospitalar Ltda. (CNPJ 02.856.983/0001-98) ("**Byogene**"), by the Company ("**Protocol and Justification**"), which establishes the terms, clauses and conditions of the merger of Biogenetix and Byogene by the Company ("**Merger**"), as well such as the convening of the extraordinary general meeting to resolve, among other matters, regarding the mergers ("**EGM**").

Below, details required by CVM Resolution #78/22:

**1. Identification of the companies involved in the operation and a brief description of the activities performed by them**

**Biogenetix Importação e Exportação Ltda.**, headquartered in the city of Campinas, State of São Paulo, at Rua Manoel Francisco Mendes, 320, Jardim do Trevo, ZIP Code 13030-110, registered with CNPJ/ME 08.427.422/0001-50, with its acts filed with the Board of Trade of the State of São Paulo under NIRE 352.209.404-94, whose capital stock is entirely held by the Company and has the following corporate purpose "trade and commercial advice of hospital and laboratory products, their parts and accessories, medicines, kits and equipment for diagnostics in clinical analysis, technical assistance, import and export, rental of scientific, medical and hospital equipment, without an operator, maintenance and repair of equipment and products not previously specified".

**Byogene Comércio de Produtos para Laboratório Clínico e Hospitalar Ltda.**, headquartered in the city of Ribeirão Pires, State of São Paulo, at Avenida Vereador Aroldo Alves Neves, 932, Ouro Fino Paulista, Somma neighborhood, ZIP Code 09445-400, registered with the CNPJ/ME 02.856.983/0001-98, with its articles of incorporation filed with the Board of Trade of the State of São Paulo under NIRE 35215310020, whose capital stock is entirely held by the Company and has the following corporate purpose "trade of laboratory products and materials clinical and hospital services, maintenance services, leasing and lending of equipment in general, and commercial representations of hospital, dental and laboratory medical-surgical instruments and materials".

**2. Description and purpose of the operation**

The purpose of the operation is to obtain the reduction of costs related to business management, increase business synergy and optimize the Company's shareholder structure.

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

Incorporation of Biogenetix and Byogene aimed at optimizing the Company's corporate and business bases. The completion of the Transaction is justified and interesting because it will be possible to reorganize and explore the assets in a unified and more efficient manner, maintaining the same standard and general business orientation. With this, it is intended to reduce administrative costs, in addition to making the single administration more efficient by generating synergies, which will result in benefits of an equity and financial nature for companies.

### **4. Share exchange ratio**

Considering that Biogenetix and Byogene are wholly-owned subsidiaries of the Company, there will be no capital increase resulting from the Merger nor the issuance of new shares of CM Hospitalar S.A., with no share exchange ratio.

### **5. Criteria for fixing the replacement ratio**

Not applicable.

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

Not applicable.

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

Not applicable.

### **8. In operations involving parent companies, subsidiaries or companies under common control, the share exchange ratio calculated in accordance with art. 264 of Law #6404 of 1976**

Pursuant to the Decision of the Board of the Securities and Exchange Commission on 2/15/2018, regarding the consultation formulated in SEI Process 19957.011351/2017-21, the report referred to in article 264 of the Corporate Law is inapplicable to this incorporation.

### **9. Applicability of the right of withdrawal and refund amount**

There will be no right of withdrawal as a result of articles 136 and 137 of Law #6,404/76.

### **10. Other relevant information**

The manual for participation in the meeting and the management proposal, as well as other documents, are available to shareholders at the Company's headquarters, in the City of Ribeirão Preto, State of São Paulo, at Avenida Luiz Maggioni, #2.727, Distrito Empresarial, CEP 14072-055, at the Company's Investor Relations website (<https://ri.viveo.com.br/>), at the Securities and Exchange Commission website (<https://www.gov.br/cvm/pt-br>) and at the website of B3 S.A. - Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)).

Ribeirão Preto, May 9, 2022.

Flávia Carvalho  
Investor Relations & M&A Officer  
**CM HOSPITALAR S.A.**

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