



QUAL3

QUALICORP CONSULTORIA E CORRETORA DE SEGUROS S.A.

MATERIAL FACT: Changes in Quali's Management and active investment of Rede D'Or São Luiz S.A. at the Company

São Paulo, January 2, 2023 – Qualicorp Consultoria e Corretora de Seguros S.A. (B3: QUAL3) ("Quali" or "Company"), in compliance with Article 157, § 4, of Law No. 6,404/76 ("LSA"), and CVM resolution no. 44, of August 24, 2021, informs its shareholders and the market in general that it has received resignation letters from the members of the Board of Directors (i) Mr. Heráclito de Brito Gomes Júnior, Chairman of the Board; (ii) Mr. Mauro Teixeira Sampaio; (iii) Mrs. Martha Maria Soares Savedra; and also from the current CEO of Quali, Mr. Bruno Blatt.

Quali informs that, also on this date, it received the attached correspondence from the shareholder Rede D'Or São Luiz S.A. ("RDSL") informing the reorganization of its investment structure in the Company. In this sense, RDSL hired Prisma Capital to professionally and discretionarily manage its 19.85% stake as a long-term investor in Quali, in order to maximize value for the Company. A new company 100% owned by RDSL, called PrismaQuali Gestão Ativa de Participações S.A., will own Qualicorp shares representing 19.85% of its share capital, while RDSL will remain as a long-term direct shareholder of Qualicorp, with shares representing approximately 6% of its share capital.

Thus, at a meeting held on this date, the Board of Directors, based on the provisions of Article 16, paragraph 3, and Article 21 of the Company's Bylaws, decided to elect (i) the current Vice-Chairman of the Board, Mr. Murilo Ramos Neto, to the position of Chairman of the Board; (ii) the current board member, Mr. Roberto Martins de Souza, for the position of Vice-President of the Board; and (iii) Mr. João Mendes de Oliveira Castro, Rodrigo Pavan and Ricardo Saad for the positions of members of the Company's Board of Directors, all with unified mandate with the other directors, in force until the Company's Annual General Meeting to be held in 2024.

(1) Mr. João Mendes de Oliveira Castro is a founding partner and co-managing partner of Prisma Capital, and represents Prisma on the board of Origem Energia, an energy integration company created from the acquisition of Petrobras' onshore oil and gas fields, and Ligga Telecom (formerly Copel Telecom), a network infrastructure and telecommunications solutions company privatized in 2020. Mr. João Mendes was the founder of Galdino, Coelho, Mendes Advogados (GCM) in 2013, one of the main law firms of dispute resolution in Brazil, leaving the firm in 2017 to found Prisma Capital together with Marcelo Hallack and Lucas Canhoto. Between 2007 and 2013, he joined the private equity team of Opportunity Equity Partners as a partner, and worked at Barbosa, Müssnich & Aragão from 2002 to 2007. Mr. João holds a bachelor's degree in Law from Candido Mendes University and LLM in Corporate Law from the Brazilian Institute of Capital Markets (IBMEC),

(2) Mr. Rodrigo Pavan is a partner and founder of Prisma Capital, where he is a member of the investment team, responsible for prospecting and executing investments in different asset classes. He also represents Prisma as board member of Bionexo and as chairman of the Board of Origin Energy. Previously (2008-2017) he worked on the investment team owner of Banco BTG Pactual, where he was an Associate Partner. He began his career at Merrill Lynch, in the area of Investment Banking. Rodrigo holds a degree in Business Administration from the Getulio Vargas Foundation (EAESP), and

(3) Mr. Ricardo Saad has extensive experience in the insurance market, including in the health sector, having been an executive for more than 30 years at Bradesco Insurance Group, where he held the position of General Director of Bradesco Saúde from January 1999 to October 2004, in addition to having been Director of the National Insurance Federation (FenSeg) and board member on several companies of the Bradesco Insurance Group. Ricardo holds a bachelor's degree in law from Candido Mendes University (UCAM).

At the same meeting, the Board of Directors also decided, on the basis of Article 22, (x), of the Bylaws, the election of Mr. Elton Hugo Carlucci to the position of Chief Executive Officer of the Company.

The appointment of Mr. Elton Hugo Carlucci as Chief Executive Officer is the result a succession plan to ensure an organized transition in the Quali's executive management for the benefit of the Company and its shareholders. Holding an Accounting degree from PUC São Paulo and a specialization in business management and corporate finance at Wharton Business School, Mr. Elton is a 40-year-old executive that has works for more



than 20 years at Quali, where he has been acting as Vice President of Commercial, Innovation and New Business areas. Under his leadership, Quali's commercial team achieved historic records for the sale of health plans in 2021, in addition to having completed important projects such as the digital sales system (Qualivendas), the launch of the brokers segmentation program (TamoJuntoCorretor), the QualiSeguros marketplace platform and the realization of strategic M&As. For these reasons, the Company believes that the new Chief Executive Officer gathers all the qualifications to ensure the continuity of the strategic planning adopted by the Company since November 2019, promoting the company's ethical values and meritocratic culture.

The Company thanks Mr. Heráclito de Brito Gomes Júnior for the leadership performed on the Board of Directors in recent years, as well as constructive participations in the Board of Mr. Mauro Teixeira Sampaio and Mrs. Martha Maria Soares Savedra. The Company also expresses its deep thanks to Mr. Bruno Blatt, an executive who with his entrepreneurial background as founder of D'Or Consultoria and former Vice President of RDSL, led as CEO of Quali all the strategic and transformative work carried out over the last three years, which strengthened the Company's position as the largest in the distribution and administration of affinities health plans and put it ready to achieve its target to become the largest distribution broker for SME plans in Brazil.

Finally, the Company registers the resignation of The Director Mrs. Ana Paula de Medeiros Carracedo and thanks the contribution given by the executive in her passage through Quali.

Carlos Vasques

Chief Financial and Investors Relations Officer

Qualicorp Consultoria e Corretora de Seguros S.A.



ANNEX 1 – MATERIAL FACT FROM REDE D’OR SÃO LUIZ S.A.

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, No. 1.312

Zip Code: 03313-000, São Paulo SP

ISIN Code of Common Shares “BRRDORACNOR8”

Trading Code of Common Shares at B3: “RDOR3”

MATERIAL FACT

REDE D'OR HIRES PROFESSIONAL MANAGEMENT FOR 19.85% OF ITS STAKE IN QUALICORP

Rede D’Or São Luiz S.A. (B3: RDOR3) ("RDSL" or "Company") informs its shareholders and the market in general, in the form of Law No. 6,404/76 and CVM Resolution 44/21, the conclusion of an agreement through which it will transfer the management of shares representing 19.85% of the voting and total capital of Qualicorp Consultoria e Corretora de Seguros S.A. ("Qualicorp") of its ownership to Prisma Capital ("Prisma").

RDSL will transfer a 19.85% stake in Qualicorp into a new company 100% owned by RDSL called "PrismaQuali Gestão Ativa de Participações S.A." ("PrismaQuali Gestão Ativa"). The remainder of RDSL's long-term stake in Qualicorp, equivalent to approximately 6% of its capital, will remain directly owned by RDSL.

Through the signing of a contract for portfolio management, governance and other agreements, Prisma will be in charge of the management of the investments held by PrismaQuali Gestão Ativa in a discretionary manner from January 1, 2023 for a period of six years. As a manager, Prisma will have discretionary powers to exercise all political and economic rights of the investments of the company, including those related to RDSL's reference and long-term minority investment in Qualicorp.

The hiring of Prisma aims to conduct a professional and discretionary management, seeking the best interests of RDSL and Qualicorp with the objective of creating long-term value. Prisma will employ asset management, portfolio and governance techniques aligned with best market practices.

On this same date, Qualicorp announces changes to its current management, including the resignation of Mr. Heráclito de Brito Gomes Júnior, Chairman of the Board of Directors; Mr. Mauro Teixeira Sampaio and Mrs. Martha Maria Soares Savedra, members of the Board of Directors.

More choices for you.

More Quali for your life. ●

ir.qualicorp.com.br



About Prisma. Prisma is an independent alternative investment manager and currently has more than 30 (thirty) investment funds under management, totaling more than R\$14 billion in assets under management, divided into several asset classes, including investments in publicly held companies. Prisma invests in structured transactions, in a fundamentalist and multidisciplinary way, and with flexibility for long-term capital allocation in various sectors and types of assets.

São Paulo, January 2, 2023.

Otávio de Garcia Lazcano
Chief Financial and Investor Relations Officer