

**REDE D'OR SÃO LUIZ S.A.**  
CNPJ/ME nº 06.047.087/0001-39



**SUL AMÉRICA S.A.**  
CNPJ/ME nº 29.978.814/0001-87



## **MATERIAL FACT**

**Rede D'Or São Luiz S.A.** (B3:RDOR3) ("Rede D'Or") and **Sul América S.A.** (B3: SULA11) ("SASA") and, jointly with Rede D'Or, the "Companies") hereby inform their respective shareholders and the market in general, pursuant to Law No. 6,404/76 and CVM Resolution 44/21, that the Companies have entered into, on this date, as approved by their respective Boards of Directors and with the favorable opinion of the Fiscal Council of SASA, **(i)** the "*Association Agreement, Voting Commitment and Other Covenants*" ("Association Agreement"), to which the Companies' controlling shareholders are also parties; and **(ii)** the "*Private Instrument of Protocol and Justification of the Merger of Sul América S. A. into Rede D'Or*" ("Protocol and Justification" and, together with the Association Agreement, the "Agreements"), establishing the terms and conditions of a business combination between the Companies, with the unification of their shareholder bases, with the merger of SASA, the listed *holding* of the SulAmérica group, into Rede D'Or ("Transaction" or "Merger").

As provided under the Association Agreement, the controlling shareholders of Rede D'Or and SASA have reciprocally undertaken to take all the applicable measures required to approve and close the Transaction, including the obligation to vote in favor of its approval within the respective Shareholders' Meetings of Rede D'Or and SASA to be convened for this purpose.

In view of this, the Companies will convene Shareholders' Meetings for their respective shareholders to resolve on the Merger proposal.

As required by CVM Instruction 565/15, the Companies describe below the main terms, conditions and other information related to the Merger proposal, as set forth under the Association Agreement and the Protocol and Justification.

### *The Companies Involved*

Rede D'Or, directly or through its subsidiaries, operates in the health sector and conducts an extensive network of private hospitals, with its shares listed in the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão ("B3").

SASA is the *holding* company of the SulAmérica group, with its shares listed in the Level 2 governance segment of B3, which operates in the health and dental insurance, life and pension, and asset management sectors.

*Description, Purpose and Benefits of the Transaction.*

The business combination will be carried out through the merger of SASA into Rede D'Or, as per articles 223 to 227 of Law No. 6,404/76 and CVM Instruction 565/15, resulting in **(i)** the extinction of SASA, which will be absorbed by Rede D'Or including all its assets, rights and obligations; and **(ii)** the receipt, by SASA shareholders, of new common shares issued by Rede D'Or in exchange for the common or preferred shares of SASA held on the closing date of the Merger, with the SASA shares to be subsequently extinguished ("SASA Shareholders").

Once the Transaction is implemented, SASA shareholders will migrate to the shareholder base of Rede D'Or, which will remain a publicly held company listed in Novo Mercado.

Rede D'Or will take control over the companies currently controlled, directly or indirectly, by SASA, namely the companies that operate in the health, dental, life insurance and pension sectors. It's also worth emphasizing, aside from the insurance sector, the importance of SulAmérica Investimentos, one of the leading independent asset management entities in the country which will maintain its management team, operations, and successful strategy.

The Transaction encompasses two leaders in the Brazilian healthcare market, combining the largest hospital network with one of the major independent insurance companies in the country. The combination between the two Companies is based on strategic pillars focused on the expansion and alignment of their health ecosystems, including the health, dental, life, pension, and investment businesses, to the benefit of all clients, beneficiaries, and business partners.

*Exchange Ratio and Criteria*

The exchange ratio of the Merger was determined by the market prices of Rede D'Or's shares, and the publicly traded SASA units representing SASA's underlying shares based on the closing prices of February 18, 2022, plus a premium of 49.3%.

As result of the Merger, SASA shareholders will be entitled to receive an amount of new common shares to be issued by Rede D'Or representing, in aggregate, 13.5% of its capital stock after the Merger is completed, excluding treasury shares ("SASA Percentage").

As of this date, the SASA Percentage would encompass the issuance of 307.683.453 (three hundred and seven million, six hundred and eighty-three thousand, four hundred and fifty-three) new common shares of Rede D'Or to be issued in favor of the SASA Shareholders, reflecting a ratio of 0.25610 new shares of Rede D'Or for each SASA share, whether common or preferred, with the SASA shares to be subsequently extinguished (which corresponds to 0.76830 new common shares of Rede D'Or for each SASA unit representing SASA's underlying shares) ("Preliminary Ratio").

The Preliminary Ratio and the SASA Percentage may be adjusted in the cases expressly provided for under the Protocol and Justification.

#### Shareholders' Meetings and Approvals of Relevant Authorities

The Transaction will be submitted in due course for approvals at the Shareholders' Meetings of both Companies and to the relevant regulatory agencies, namely the Administrative Council for Economic Defense (CADE), the National Agency of Supplementary Health (ANS), the Superintendence of Private Insurance (SUSEP) and the Central Bank of Brazil (BCB).

At the SASA Shareholders' Meeting, pursuant to its Bylaws and the listing rules of the Level 2 of B3, the holders of preferred shares will also be entitled to vote on the Merger.

After the Shareholders' Meetings of both Companies, and once the approvals of the relevant authorities are obtained, as well as the other conditions precedent provided for under the Agreements are verified, which are all usual in transactions of this nature, the Companies' Boards of Directors will define the closing date of the Transaction and will inform the market through the release of a Material Fact.

#### Right to withdraw

Under the terms of Law 6,404/76, shareholders of SASA who own common or preferred shares, whether in the form of units or shares, will be guaranteed the right to withdraw from SASA receiving R\$6.77 (six reais and seventy-seven cents) per share, whether common or preferred, or R\$20.31 (twenty reais and thirty-one cents) per unit, based on the net equity value per share as per SASA's financial statements as of the fiscal year ending December 31, 2021. Other information on the exercise of the right to withdraw will be disclosed in due course, when the Shareholders' Meeting that will resolve on the Merger is convened.

Considering that SASA will be merged into Rede D'Or, the shareholders of Rede D'Or will not be entitled to withdrawal rights, under the terms of Law No. 6,404/76.

### Costs and Risks of the Transaction

The Companies' managements estimate that the costs related to the Transaction will correspond to approximately R\$ 45 million, which mainly includes costs with financial and legal advisors, appraisals, and publications, among other necessary measures to implement the Transaction.

The Companies do not foresee significant risks arising from the implementation of the Transaction. Nevertheless, the sustainable growth plans linked to the Transaction may be significantly influenced by external factors, such as market risks, macroeconomic factors, political instability, among others.

### Other Material Information

Under the terms of the Association Agreement, the controlling shareholders of Rede D'Or and SASA have reciprocally undertaken to take all the applicable measures aiming to approve and close the Merger, including, without limitation, **(i)** the obligation to convene Shareholders' Meetings of the Companies to resolve on the Merger; and **(ii)** the obligation to attend such Shareholders' Meetings and vote in favor of the approval of the Merger.

In addition, under the terms of the Agreements, SASA undertook an exclusivity obligation with Rede D'Or, valid for 12 months as of this date, being subject to pay a fine of R\$5,000,000,000.00 (five billion reais) to Rede D'Or in the event of a breach of such obligation.

The controlling shareholders of SASA, in turn, also undertook an exclusivity obligation with Rede D'Or under the Association Agreement, for a period of 18 months as of this date, which includes the obligation to vote against any competing transaction eventually submitted at a SASA Shareholders' Meeting. The breach of this exclusivity obligation will subject SASA's controlling shareholders to pay a non-compensatory fine of R\$2,000,000,000.00 (two billion reais) to Rede D'Or.

The non-compensatory fine described in the previous paragraph will also apply to any of the parties of the Association Agreement who fail to comply with certain obligations set forth therein.

The Boards of Directors of Rede D'Or and SASA received fairness opinions from Vinci Partners and Rothschild & Co Brasil, respectively, regarding the fairness of the exchange ratio and the economic terms of the Merger, having concluded that the Transaction is fair and equitable to all shareholders of the respective Companies. Olimpia Partners acted as financial advisor for SASA.

The Agreements and other documents related to the Merger will be disclosed when the Companies convene their respective Shareholders Meetings to resolve on the Merger, as per the terms of the CVM regulation.

Both controlling shareholders of the Companies, as well as their respective Boards of Directors, reaffirm their confidence in the creation of value to the insurance and healthcare sectors in Brazil upon completion of the Transaction.

The Companies will keep their respective shareholders and the market informed about subsequent material facts related to the Merger, pursuant to the law and CVM regulations.

São Paulo/Rio de Janeiro, 23 February, 2022.

**REDE D'OR SÃO LUIZ S.A.**

Otávio de Garcia Lazcano  
Financial and Investor Relations Officer

**SUL AMÉRICA S.A.**

Clovis Poggetti Júnior  
Vice-President of Control and Investor  
Relations Officer