

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", further to the material facts released on February 23, December 14 and 19, 2022, as well as the notices to the market released on April 14, August 10, and November 8 and 24, 2022, all related to the merger of SASA into Rede D'Or ("Transaction"), hereby inform their respective shareholders and the market in general, for the purposes of Law No. 6,404/76 and CVM Resolution 44/21, that, considering :

- (i) That the Transaction was approved by the Brazilian Superintendence of Private Insurance (SUSEP), the Brazilian Administrative Council for Economic Defense (CADE), and the National Agency of Supplementary Health (ANS);
- (ii) The establishment of a usufruct, on this date, by Sul América Companhia de Seguro Saúde, a company indirectly controlled by SASA, in favor of the current controlling shareholders of SASA, with the approval of Rede D'Or, comprising the political rights related to part of the shares of Sul América Investimentos DTVM S.A. ("SAMI") held by Sul América Companhia de Seguro Saúde, which represent 51% of the voting and total capital of SAMI, provided that such usufruct will be automatically terminated, for all purposes of law, when the Brazilian Central Bank (BCB) approves the transfer of the indirect control of SAMI to Rede D'Or, wherefore the consummation of the Transaction no longer results in the transfer of the indirect control of SAMI; and
- (iii) That all the other conditions precedent applicable to the Transaction are fulfilled.

The Boards of Directors of each of the Companies held meetings today and, considering the fulfilment of the conditions precedent applicable to the Transaction, authorized the immediate consummation of the Transaction, through the issuance of 308,304,834 new common shares by Rede D'Or, having confirmed its final exchange ratio of shares, as per the "*Protocol and Justification of Merger of Sul América S.A. into Rede D'Or São Luiz S.A.*", as 0.255078 common share of Rede D'Or for each common share or preferred share of SASA (or 0.765234 common share of Rede D'Or for each unit of SASA), with the exclusion of the treasury shares of SASA, which will be cancelled as result of the Transaction and will not be replaced by treasury shares of Rede D'Or.

As result of the consummation of the Transaction, the new shares of Rede D'Or to be issued will start to trade on B3 on December 26, 2022, and the shareholders of SASA shall receive their

respective new shares of Rede D'Or based on the amount of shared of SASA held by them at the end of the trading session of B3 of December 23, 2022, being right that, from this date on, the possibility of issuance and/or cancellation of units of SASA, as per articles 48 and 50 of its Bylaws, is suspended.

Should there be any fractions of common shares of Rede D'Or attributed to shareholders of SASA as result of the Transaction, they shall be gathered in whole numbers and sold in the spot market of B3, in terms to be timely informed by Rede D'Or. The amounts earned by means of such sales shall be proportionally paid, net of fees, to the former shareholders of SASA that held the fractions of shares.

The shares of SASA held by Rede D'Or will be replaced by shares issued by Rede D'Or, to be kept in treasury by Rede D'Or.

The shareholders of SASA that exercised their right to withdrawal in the context of the Transaction will receive the reimbursement of their shares until December 23, 2022, in the amount of R\$6.77 per share, regardless of the type of share, or R\$20.31 per unit, as per the Notice to Shareholders released on April 14 2022, being that the total amount to be reimbursed by SASA will be R\$54.16, corresponding to a total of 2 preferred shares and 2 units.

São Paulo/Rio de Janeiro, December 20, 2022.

REDE D'OR SÃO LUIZ S.A.

Otávio de Garcia Lazcano
Chief Financial and Investor
Relations Officer

SUL AMÉRICA S.A.

Ricardo Bottas Dourado dos Santos
Chief Executive and Investor Relations
Officer