

FLEURY S.A.

Publicly-Held Company
Corporate Taxpayer's Registry
(CNPJ/ME) no. 60.840.055/0001-31
Board of Trade (NIRE) 35.300.197.534

INSTITUTO HERMES PARDINI S.A.

Publicly-Held Company
Corporate Taxpayer's Registry
(CNPJ/ME) no. 19.378.769/0001-76
Board of Trade (NIRE) 3130009880-0

MATERIAL FACT**Approval of the Business Combination**

Fleury S.A. ("Fleury") and Instituto Hermes Pardini S.A. ("Hermes Pardini", and when jointly with Fleury, the "Companies"), in compliance with the provisions of the Law No. 6,404, of December 15, 1976 ("Brazilian Corporation Law") and of CVM Resolution No. 44, of August 23, 2021, in continuity with what was disclosed in the joint Material Facts of June 30 and July 18, 2022, announce that the shareholders of Fleury, Hermes Pardini and Oxônia SP Participações S.A. ("Holding Fleury") approved, in their respective extraordinary general meetings:

- (i) The "Protocol and Justification of the Merger of Shares issued by Instituto Hermes Pardini S.A. into Oxônia SP Participações S.A., followed by the Merger of Oxônia SP Participações S.A. into Fleury S.A. ("Protocol and Justification")", executed by Fleury, Hermes Pardini, Holding Fleury and their managements for a corporate reorganization involving the combination of Fleury's and Hermes Pardini's businesses and shareholder bases ("Transaction")", and
- (ii) The Transaction.

The consummation of the Transaction is subject to the verification (or waiver, as the case may be) of the conditions precedent set forth in the Protocol and Justification, including the approval of the Transaction by the Administrative Council for Economic Defense - CADE ("Conditions Precedent").

Once the Conditions Precedent have been implemented or waived (as the case may be), the consummation of the Transaction shall be formalized by means of Fleury's and of Hermes Pardini's Board of Directors' meetings to:

- (i) Confirm the verification (or the waiver, as the case may be) of the Conditions Precedent;
- (ii) Confirm the Redemption Amount per Share and the Final Exchange Ratio per Share, pursuant to the Protocol and Justification; and
- (iii) Set the date on which the Transaction shall be consummated, which shall be the reference date for determining the shareholders of Hermes Pardini that will receive

the Fleury common shares issued in connection with the merger of the Holding Fleury. Fleury and Hermes Pardini will disclose, in due course, a notice to the market indicating the date of consummation of the Transaction and the date on which the new Fleury common shares issued in connection with the merger of the Holding will begin to be traded.

Since the shares issued by Hermes Pardini do not have liquidity and dispersion in the market, as provided for in articles 137, item II and 252, paragraph 2, both of Law No. 6,404/76, and in CVM Resolution No. 78/2022, if the Transaction is consummated, the dissenting Hermes Pardini's shareholders in the extraordinary general meeting of Hermes Pardini shall be entitled to withdrawal rights with respect to the shares held by them uninterruptedly from the date of publication of the first material fact about the Transaction (June 30, 2022) until the date of payment of the withdrawal right, provided that they expressly manifest their intention to exercise their withdrawal right within thirty (30) days from the publication of the minutes of the corporate approval of Hermes Pardini in relation to the Transaction. The reimbursement amount to be paid due to the exercise of the withdrawal right by Hermes Pardini's shareholders corresponds to BRL 6.88 per Hermes Pardini's share, corresponding to the net equity value per Hermes Pardini's share, based on the financial statements for the fiscal year ended on December 31, 2021, without prejudice to the preparation of a special balance sheet, pursuant to the applicable legislation. Hermes Pardini will inform its shareholders, by means of Notice to Shareholders, the conditions for the exercise of the withdrawal right by shareholders dissenting from the resolutions of the Extraordinary General Meeting that approved the Transaction.

Fleury's shareholders do not have withdrawal rights pursuant to Article 136, IV and 137 of the Brazilian Corporation Law.

The Companies will keep their respective shareholders and the market in general informed and will comment on the matter again, should any fact that should be disclosed be materialized, according to the law and CVM regulations.

São Paulo, August 18, 2022

JOSÉ ANTONIO DE ALMEIDA FILIPPO
Chief Financial and Investor
Relations Officer
Fleury S.A.

CAMILO DE LELIS MACIEL SILVA
Chief Administrative and Financial
Executive Officer and Investor
Relations Officer
Instituto Hermes Pardini S.A.