

HAPVIDA PARTICIPAÇÕES E INVESTIMENTOS S.A.
PUBLICLY-HELD COMPANY
Corporate Taxpayer ID (CNPJ/ME) 05.197.443/0001-38
State Registration (NIRE) 233.000.392-71

MATERIAL FACT

HAPVIDA PARTICIPAÇÕES E INVESTIMENTOS S.A. ("Company") (B3: HAPV3), in compliance with paragraph 4th of article 157 of Law No. 6,404/76 and CVM Instruction 358/02, hereby informs its shareholders and the market in general, due to news articles published on the date hereof, that:

- The Company submitted to the members of the Board of Directors of NOTRE DAME INTERMÉDICA PARTICIPAÇÕES S.A. (B3: GNDI3) ("**GNDI**") a non-binding proposal for a potential business combination of the Company and GNDI, which will result in the consolidation of their shareholding bases.
- If the business combination is consummated, the Company shall remain a publicly-held company, with shares listed in the Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão ("**B3**"), and the current shareholders of the Company and of GNDI will then hold, respectively, 53.1% and 46.9% of the Company after the business combination, considering, for purposes of the exchange ratio (which will be subject to the usual adjustments applicable in similar transactions), the volume-weighted average price (VWAP) of the shares of GNDI and of the Company in B3 for the period of twenty (20) trading days immediately preceding December 21, 2020, plus a ten percent (10%) premium.
- The non-binding proposal presented to the members of the Board of Directors of GNDI contemplates the expansion of the Board of Directors of the Company, which shall hence be comprised of nine (9) members, of which two (2) members will be appointed by GNDI, two (2) will be independent members and five (5) members will be appointed by the shareholders of the Company, in addition to the intention to maintain the current CEO of GNDI in a strategic position in the Company, after the business combination.
- Lastly, in order to create alignment on the integration process and use the value-creation potential arising out of the proposed business combination, the Company intends to offer and negotiate in good faith an attractive compensation package with the main executives of GNDI, including long-term stock option incentive plans.

- The potential transaction shall be subject to the approval of the management bodies and shareholding bases of both companies, as well as the applicable regulatory approvals. At this time, there is no guarantee that the companies will reach an agreement.

The Company will keep its shareholders, analysts, investors and the market in general informed, and it will disclose any material information on the matter in due course, as the case may be, pursuant to law and CVM regulations.

Fortaleza, Ceará, January 8, 2021

MAURÍCIO TEIXEIRA

CFO and Investor Relations Officer