



NOTRE DAME INTERMÉDICA PARTICIPAÇÕES S.A.

Corporate ID No. 19.853.511/0001-84

Listed on the B3 Stock Exchange

Material Fact

Notre Dame Intermédica Participações S.A. (“**Company**” or “**GNDI**”), pursuant to the provisions of article 157, paragraph 4, of Law No. 6.404/76 and of CVM Rule No. 358/02, hereby announces to its shareholders and to the Market in general that, on October 26, 2020, Notre Dame Intermédica Saúde S.A., subsidiary of the Company, entered into a purchase and sale intent agreement of shares under suspensive conditions and other covenants for the acquisition of Serpram – Medical and Hospital Assistance Service S.A. (“**Serpram**” - ANS 306649), IMESA – Alfenas Institute of Specialized Medicine S.A. (“**Hospital IMESA**”) and Varginha Hospital S.A. (“**Varginha Hospital**”, and together with **Serpram and IMESA Hospital** denominated “**Serpram Group**”) (“**Transaction**”).

With the completion of the Transaction, the Company will indirectly hold Serpram's controls, with 97% (ninety-seven percent) of the shares, Hospital IMESA, with 97% (ninety-seven percent) of the shares, and Varginha Hospital, with 85% (eighty-five percent) of the shares. The Enterprise Value of acquired shares, R\$ 170 million, will be paid on the closing date, adjusted by net cash/debt, and deducted by a portion retained for potential contingencies.

The Serpram Group is a vertical healthcare operator with 29 years of experience in the regions of Alfenas, Varginha, Extrema and Pouso Alegre (South of the State of Minas Gerais), just 100km from the operations recently acquired by the Company in Poços de Caldas-MG and its area of influence has more than 1.4 million inhabitants (312 thousand beneficiaries of private health plans).

They have a portfolio with 47 thousand health beneficiaries (96% corporate/affinity), 10,000 dental beneficiaries and two referral hospitals in the region with a total of 74 beds (21 of which are in the ICU), one located in Alfenas/MG (ONA 2 certification) and other in Varginha/MG (ONA 1 certification).

In 2019, the Serpram Group presented a consolidated net revenue of R\$ 108.4 million, with a cash MLR of 76% and EBITDA of R\$ 8 million (7.4% EBITDA margin). The acquisition includes the hospital real estate with approximately 10,000 m2 of built-up area and 36,000 m2 of land. The integration plan contemplates administrative and operational synergies.

The closing of the Transaction is subject to the approval by the Brazilian Agency of Supplemental Health (Agência Nacional de Saúde Suplementar - ANS) and the Brazilian Antitrust Council (Conselho Administrativo de Defesa Econômica – CADE). With the conclusion of the Transaction, the Company reinforces its growth strategy, strengthens its owned network, increasing its presence in the Minas Gerais state, and ensure its commitment to create value for its shareholders, customers and society.

The Company clarifies that the Transaction is not subject and, therefore, will not be submitted to shareholders' approval provided for in article 256 of Law No. 6,404 / 76, nor will entail, pursuant to the guidance provided in the Official Letter/CVM/SEP/No. 02/2018, the withdrawal right to the Company's shareholders, considering that the acquisition was performed by Notre Dame Intermédica Saúde SA, which is a privately held company and subsidiary of the Company.

São Paulo, October 26, 2020.

Glauco Desiderio
Investor Relations Officer