



HAPVIDA PARTICIPAÇÕES E INVESTIMENTOS S.A.

CNPJ/MF nº 05.197.443/0001-38

NIRE 233.000.392.71

MATERIAL FACT

Fortaleza (CE), June 09th, 2019 – **HAPVIDA PARTICIPAÇÕES E INVESTIMENTOS S.A.** (B3: HAPV3 – Company), for the purposes of the fourth paragraph of the article 157 of Law 6.404/1976, and pursuant to the rule n.º 358/ 2002 issued by the *Comissão de Valores Mobiliários* (“CVM”), hereby informs its shareholders and the market in general that, on the date hereof, entered into agreements for the acquisition of the companies encompassing the America Group (“Transaction”). The Transaction will be carried out through Ultra Som Serviços Médicos S.A. and Hapvida Assistência Médica Ltda., closely-held entities controlled by the Company.

With the Transaction, the Company will hold, indirectly, 100% of the voting stock issued by Hospital Jardim América Ltda., Hospital Multi Especialidades Ltda., Jardim América Saúde Ltda., América Clínicas Ltda., AME Planos de Saúde Ltda., PROMED Assistência Médica Ltda., Hospital PROMED Ltda., Clínica de Oftalmologia Jardim América Ltda., Centro de Diagnóstico e Laboratório Santa Cecília Ltda., and 47% of the voting stock issued by Saúde – Instituto de Análises Clínicas Ltda. (“América Group”).

Founded in 1982 in the city of Goiania, the America Group has intense activities in the healthcare sector with vertically integrated business model in the metropolitan area of Goiania and in the city of Anapolis, also providing hospital services, clinical analysis tests and imaging exams. The America Group is the most verticalized company in the Central-West region and manages a portfolio of health insurance of approximately 190 thousand lives, with net revenues of about R\$ 320 million in the fiscal year ended in December 31, 2018. The enterprise value of the America Group was set at R\$ 426 million, which represents a multiple of 5,3x EBITDA 2020 considering full synergies.

The acquisition brings relevant operational synergies that can be used by the Company, in addition to the expansion of its geographical profile, intensifying efforts in the Central-West Region of Brazil, which is in line with the Company's strategy for nationwide growth and expansion.

The purchase price will be paid in cash, on the date of the Transaction, deducting R\$ 50 million related to (i) the net debt as of the closing date; and (ii) a holdback amount that will secure potential contingencies that were identified during the legal and accounting due diligence process.

The closing of the Transaction is subject to approval by *Agencia Nacional de Saude Suplementar* (ANS) and *Conselho Administrativo de Defesa Economica* (CADE), in addition to approval by the Company's shareholders' meeting, which will be duly convened.

The Company will keep the market and its shareholders informed of any relevant updates related to the matters described herein.

For more information, access the presentation on our website (ri.hapvida.com.br) and/or contact our Investor Relations team.

Fortaleza, June 09th 2019.

Bruno Cals de Oliveira

CFO and Investor Relations Director