



## **OURO FINO SAÚDE ANIMAL PARTICIPAÇÕES S.A.**

Taxpayers' Registry (CNPJ/ME) No. 20.258.278/0001-70

Board of Trade Registry (NIRE) No. 35.300.465.415

Publicly held Company

### **MATERIAL FACT**

**OURO FINO SAÚDE ANIMAL PARTICIPAÇÕES S.A. ("Company")** in compliance with the provisions of Law No. 6,404, of December 15, 1976, as amended, Resolution of the Brazilian Securities and Exchange Commission ("**CVM**") No. 44, of August 23, 2021, as amended, and following the Notice to the Market disclose on January 3, 2022, in which the Company disclosed that BNDES Participações S.A. – BNDESPAR ("**BNDESPAR**") informed the execution of a financial advisory agreement with Banco BTG Pactual S.A. for prospecting potential investors interested in acquiring up to all common shares issued by the Company and held by BNDESPAR, hereby informs its shareholders and the market in general the following.

On the date hereof, BNDESPAR and Mitsui & Co., Ltd. ("**Mitsui**") executed a share purchase agreement setting forth the acquisition by Mitsui of all common shares issued by the Company and held by BNDESPAR, subject to conditions set forth in such agreement ("**BNDESPAR Acquisition**").

Simultaneously, on the date hereof, investments funds managed by Opportunity HDF Administradora de Recursos Ltda. and by Opportunity Private Equity Gestora de Recursos Ltda. ("**Opportunity**") and Mitsui executed a share purchase agreement setting forth the acquisition by Mitsui of all common shares issued by the Company and held by Opportunity, subject to conditions set forth in such agreement ("**Opportunity Acquisition**" and, together with BNDESPAR Acquisition, "**Transaction**").

The sale and transfer of the shares issued by the Company and held by BNDESPAR or Opportunity are subject to the implementation of conditions precedent stipulated by and between the parties, including the approval of the Transaction by antitrust authorities, such as the Administrative Council for Economic Defense (CADE). Once the Transaction is concluded, Mitsui will hold approximately 29% of the Company's capital stock.

In this context, a Shareholders' Agreement was executed on the date hereof by and between Norival Bonamichi, Jardel Massari and Mitsui, with the Company's intervention, under a suspensive condition of the occurrence of the implementation and conclusion of the Transaction, establishing the general guidelines, terms and conditions that will govern their relationship as shareholders of the Company ("**Shareholders' Agreement**").

Mitsui is one of the most diversified companies in the world, covering trade, investments and services, with 129 offices in more than 60 countries, more than US\$110 billion in assets. Mitsui has a long history of development in Brazil, with over 60 years in the country. It operates in eleven business units (including steel, consumption and services, energy, mining, mobility, logistics,

chemicals, food and technology) and has been diversifying investments seeking regional development and expansion.

A true copy of the Shareholders' Agreement is available on the website of the Company ([ri.ourofino.com](http://ri.ourofino.com)); the CVM ([www.gov.br/cvm](http://www.gov.br/cvm)). The Company will keep its shareholders and the market in general informed about possible new information regarding matters disclosed in this Material Fact.

Cravinhos, September 08, 2022.

**Marcelo da Silva**

Financial and Investor Relations Officer