

OURO FINO SAÚDE ANIMAL PARTICIPAÇÕES S.A.

CNPJ/ME No. 20.258.278/0001-70

NIRE 35.300.465.415

MATERIAL FACT

Acquisition of Regenera Medicina Veterinária Avançada Ltda.

OURO FINO SAÚDE ANIMAL PARTICIPAÇÕES S.A. (“**Company**”), in compliance with the provisions of the Resolution of the Brazilian Securities and Exchange Commission No. 44, of August 23, 2021, as amended, and Paragraph 4 of Article 157 of Law No. 6.404, of December 15, 1976, as amended (“Brazilian Corporate Law”), informs its Shareholders and the market in general that, on this date, its subsidiary Ouro Fino Saúde Animal Ltda. (“Subsidiary”) entered into a Purchase and Sale Agreement of Quotas and Other Covenants (the “Purchase and Sales Agreement”) for the purpose of acquiring, by the Subsidiary, all shares issued by Regenera Medicina Veterinária Avançada Ltda. (“Regenera”) (“Transaction” or “Acquisition”).

This M&A move reaffirms the Company’s purpose of Reimagining Animal Health and is fully aligned with the strategic goal of growing in high-growth potential adjacent markets and connected with the main trends, especially the humanization of the relationship between pet owners and their pets. It also highlights the company's vocation to always be at the forefront of technological innovation and its capacity to stand out in the competition with the big international players.

Founded in Campinas (SP) in 2012, Regenera is a biotechnology company, operating in the area of Veterinary Medicine, working with research and development of therapeutic protocols involving mesenchymal stem cells and derivatives. Patent holder in Brazil, Australia and the United States, it is the first company authorized by the Ministry of Agriculture, Livestock and Supply (“MAPA”) to market stem cell products for veterinary application in Brazil, having registration in MAPA for application in dogs and horses, besides a portfolio under development.

The Company will pay for the Acquisition a total amount of R\$ 20.0 million comprising (i) a R\$ 15.0 million portion to be paid on the closing date, and (ii) a R\$ 5.0 million retained portion to be paid in two installments, one of R\$ 3.0 million and the other of R\$ 2.0 million, based on the result of targets previously agreed between the parties.

The acquisition price may also be increased by two additional installments, in 2027 and 2028, subject to the achievement of goals that will be determined between 2022 and 2026 based on financial metrics determined in the same period.

The completion of the Transaction is subject to the execution of the definitive documents, the necessary approvals and certain conditions precedent, such as, but not limited to, a corporate reorganization and the successful completion of regulatory procedures, among other conditions customary in transactions of a similar nature.

Finally, the Company informs that as the Acquisition will be carried out by the Company's Subsidiary, the procedures described in art. 256 of Brazilian Corporate Law will not apply. The Company will keep its shareholders and the market in general duly informed, in compliance with the applicable laws.

Cravinhos, November 18th, 2021

Marcelo da Silva

Chief Financial Officer and Investor Relations Officer