

**YDUQS PARTICIPAÇÕES S.A.**

CNPJ/ME no. 08.807.432/0001-10

NIRE 33.3.0028205-0

**MATERIAL FACT**

Unifametro Acquisition

**YDUQS PARTICIPAÇÕES S.A.** (“Company” or “YDUQS”) - (B3: YDUQ3), in compliance with the provisions of § 4 of article 157 of Law No. 6.404, of December 15, 1976, as amended (“Brazilian Corporation Law”), in CVM Resolution No. 44, of August 23, 2021 (“CVM Resolution 44/21”), in Resolution No. 77, of March 29, 2022 (“CVM Resolution 77/22”) and CVM Resolution No. 80, of March 29, 2022 (“CVM Resolution 80/22”), informs its shareholders, investors and the market in general that, through its subsidiary YDUQS Educacional Ltda., entered into, on this date, a purchase and sale agreement for the acquisition of 100% of the shares representing the capital stock of Centro Universitário Fametro (“Unifametro”).

Founded in 2002, Unifametro has a longstanding tradition in the state of Ceará. With two campuses, one in Fortaleza and another in Maracanaú, in addition to a distance-learning center (EAD) in Caucaia, Unifametro serves over 8,000 students – with the On-campus undergraduate program accounting for 78% of this base. The institution offers a diverse portfolio, with 23 On-campus degree programs – most notably in health fields (Odontology, Veterinary Medicine, and Nursing), 13 online programs, in addition to postgraduate offerings.

The acquisition underscores the strengthening of the Wyden brand, particularly in Fortaleza – where 94% of Unifametro’s On-campus student body is concentrated. The integration of the brand into Wyden’s portfolio strengthens Yduqs’ positioning in a strategic market and enables the capture of synergies through operational gains and cost efficiencies.

The agreed transaction amount was R\$ 62 million, to be paid as follows: (i) R\$ 31 million upfront; and (ii) R\$ 31 million payable over five years, adjusted by the CDI (Interbank Deposit Certificate) rate. In view of the synergies anticipated from the acquisition, the Company expects a 2.6x EV/EBITDA<sup>1</sup> ratio as early as 2027.

The acquisition also includes an *Earn-Out* clause, related to additional medical school seats to be acquired through the Mais Médicos III program (in Maracanaú – Ceará) and through a judicial process (in Fortaleza – Ceará), in the amount of R\$ 1.2 million<sup>2</sup> per seat. The Company further emphasizes that the additional seats are located in a high-demand region,

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<sup>1</sup> Considers pre-IFRS-16 EBITDA.

<sup>2</sup> Considers the number of seats – via Mais Médicos III and via judicial process – more likely to be approved by the Ministry of Education (MEC).

in synergy with the On-campus business, which enables the attainment of higher margins. Additionally, the Company reports that the investment required for the seats in Fortaleza has already been made.

The *Earn-Out* will follow the same payment structure as the acquisition price, with 50% paid upfront (upon approval) and 50% paid over five years, adjusted by the CDI rate. It is noteworthy that if the seats are not authorized within two years of closing, the value of the *Earn-Out* related to the judicial process in Fortaleza will be reduced by 15% per year, until the *Earn-Out's* maturity (which has a term of six years). The same rationale applies to Mais Médicos III, with the discount on the price set at 20% per year if it has not been authorized within two years of the closing of the transaction.

It should be clarified that the closing of the transaction is subject to conditions precedent agreed upon between the Parties – including the approval by the Administrative Council for Economic Defense (CADE).

Rio de Janeiro, August 14, 2025.

**Rossano Marques**

Director of Finance and Investor Relations Officer