



HAPVIDA PARTICIPAÇÕES E INVESTIMENTOS S.A.

Publicly-held Company
CNPJ/ME 05.197.443/0001-38
NIRE 233.000.392-71

MATERIAL FACT

HAPVIDA PARTICIPAÇÕES E INVESTIMENTOS S.A. (the "**Company**"), pursuant to the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) ("**CVM**") Rule No. 358, dated January 3rd, 2002, as amended, CVM Rule No. 476, dated as January 16, 2009, as amended ("**CVM Rule 476**") and Section 157, §4° of Law No. 6,404, dated December 15, 1976, as amended, hereby informs its shareholders and the market in general that the Company is launching a restricted offering (the "**Restricted Offering**") of its common shares to no more than 75 institutional investors in Brazil, to qualified institutional buyers (as defined under Rule 144A of the United States Securities Act of 1933, as amended (the "**Securities Act**") in the United States and elsewhere to institutional and other investors that are not U.S. persons (as defined in Regulation S of the Securities Act), in accordance with CVM Rule 476. The Restricted Offering will comprise 46,440,000 common shares (the "**Shares**").

The Restricted Offering of the Shares has not been and will not be registered under the Securities Act, or any other U.S. federal and state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to U.S. investors, unless they are registered, or exempt from, or not subject to, registration under the Securities Act.

In order to comply with CVM Rule 476 and to ensure the participation of current shareholders in the Restricted Offering, a priority right will be given to existing shareholders of the Company to subscribe for up to all of the Shares to be placed by the Company through the Restricted Offering pro rata to their shareholdings in the Company's capital (the "**Priority Offering**"). Therefore, all of the Shares to be offered by the Company in the Restricted Offering will be offered to existing shareholders first pursuant to the Priority Offering.

The Priority Offering of Shares occurring in Brazil concurrently with the Restricted Offering has not been and will not be registered under the Securities Act or under any U.S. state securities laws. Accordingly, the Priority Offering is only available to investors in the United States or to U.S. persons in reliance on

exemptions from registration provided under the Securities Act.

This material fact notice is disclosed for informative purpose only and shall not, in any circumstances, be construed as an investment recommendation. This material fact notice does not constitute an offer to sell or the solicitation of an offer to buy the Company's securities, including the Shares, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

If you would like to receive a free translation of the full Portuguese-language *fato relevante* and are able to certify that you are a "qualified institutional buyer" (as defined in the Securities Act) to the reasonable satisfaction of the Company, please contact the Company's Investors Relations Department at ri@hapvida.com.br.

Fortaleza, July 12, 2019

Bruno Cals de Oliveira

Chief Financial Officer and Investor Relations Officer