

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of June, 2025

Commission File Number: 001-38992

Afyा Limited

(Exact name of registrant as specified in its charter)

Alameda Oscar Niemeyer, No. 119, Salas 502, 504, 1,501 and 1,503
Vila da Serra, Nova Lima, Minas Gerais
Brazil
+55 (31) 3515 7550
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

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EXHIBIT

[99.1 Notice of 2024 Annual General Meeting of Shareholders and Form of Proxy Card for Registered Shareholders](#)
[99.2 Proxy Statement](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Afyा Limited

By: /s/ Virgilio Deloy Capobianco Gibbon
Name: Virgilio Deloy Capobianco Gibbon
Title: Chief Executive Officer

Date: June 9, 2025

Exhibit 99.1

Afyा Limited
(the "Company")

Notice of Annual General Meeting of the Company

Notice is hereby given that an Annual General Meeting of the Company (the "AGM") will be held at the offices of Afya Participações S.A., Alameda Oscar Niemeyer, No. 119, 15th Floor, Vila da Serra, Nova Lima, Minas Gerais, Brazil, Zip Code: 34.006-056, and virtually by accessing the following link <https://web.lumiconnect.com/283874046> (password: afya2025), on the 24th day of June 2025 at 10:00 a.m. BRT, for the purpose of considering and, if thought fit, passing and approving the following resolutions:

1. "As an ordinary resolution, that the Company's financial statements and the auditor's report for the fiscal year ended December 31, 2024 be approved and ratified."
2. "As an ordinary resolution, that João Paulo Seibel de Faria be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company."
3. "As an ordinary resolution, that Vanessa Claro Lopes be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company."
4. "As an ordinary resolution, that Miguel Filisbino Pereira de Paula be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company."
5. "As an ordinary resolution, that Marcelo Ken Suhara be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company."

The AGM will also serve as an opportunity for shareholders to discuss Company affairs with management.

Shareholders may participate in the AGM virtually by accessing the following link <https://web.lumiconnect.com/283874046> (password: afya2025). Participation by a shareholder in the AGM in this manner shall be treated as presence in person at the AGM and such shareholder shall be counted in a quorum and entitled to vote in accordance with Article 18.3 of the Articles of Association of the Company.

The Board of Directors of the Company (the "Board") has fixed the close of business, BRT, on May 14, 2025, BRT, as the record date (the "Record Date") for determining the shareholders of the Company entitled to receive notice of the AGM or any adjournment thereof. The holders of record of the Class A common shares and the Class B common shares of the Company as at the close of business, BRT, on the Record Date are entitled to receive notice of and attend the AGM and any adjournment thereof.

The Company's 2024 Financial Statements for the fiscal year ended December 31, 2024 was filed with the U.S. Securities and Exchange Commission on March 13, 2025 (the "Financial Statements"). Shareholders may obtain a copy of the Financial Statements, free of charge, from the Company's website at <https://ir.afya.com.br> or by contacting the Company's Investor Relations Department by email at ir@afya.com.br.

The Board recommends that shareholders of the Company vote "FOR" the resolutions at the AGM. Your vote is very important to the Company.

Whether or not you plan to attend the AGM, please promptly complete, date, sign and return the proxy card attached to this Notice.

By order of the Board

/s/ Kay Kraft

Kay Kraft

Director

June 9, 2025

Registered Office:
c/o Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*A form of proxy has been included with this Notice.

NOTES

IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE AGM IN PERSON OR SEND IN A SPECIFIC PROXY.

- 1 A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead.
- 2 Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolutions to be proposed at the AGM unless revoked prior to the AGM or the shareholder attends the AGM in person or executes a specific proxy.
- 3 A form of proxy for use at the AGM is enclosed. Whether or not you propose to attend the AGM in person, you are strongly advised to complete and sign the enclosed form of proxy in accordance with the instructions printed on it and then deposit it (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) at the offices of Afya Participações S.A., Alameda Oscar Niemeyer, No. 119, 15th Floor, Vila da Serra, Nova Lima, Minas Gerais, Brazil, Zip Code: 34.006-056, or send copies of the foregoing by email to ir@afya.com.br, in each case marked for the attention of Renata Couto, Anibal Sousa and Rodrigo Proença, not later than 11:59 p.m. BRT on the business day prior to the date of the AGM or adjourned AGM in accordance with the Amended and Restated Articles of Association of the Company. Returning the completed form of proxy will not preclude you from attending the AGM and voting in person if you so wish.
- 4 If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares.
- 5 A shareholder holding more than one share entitled to attend and vote at the AGM need not cast the votes in respect of such shares in the same way on any resolution and therefore may vote a share or some or all such shares either for or against a resolution and/or abstain from voting a share or some or all of the shares and, subject to the terms of the instrument appointing any proxy, a proxy appointed under one or more instruments may vote a share or some or all of the shares in respect of which he is appointed either for or against a resolution and/or abstain from voting.
- 6 No business shall be transacted at the AGM unless a quorum is present at the time when the meeting proceeds to business. One or more Members holding not less than one-third in aggregate of the voting power of all Shares in issue and entitled to vote, present in person or by proxy or, if a corporation or other non-natural Person, by its duly authorised representative, shall represent a quorum.

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AFYA LIMITED

Proxy for Annual General Meeting of Shareholders on June 24, 2025
Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Anibal José Grifo de Sousa and Eduardo Magalhães Quelotti Leal and each of them, or failing either of them, the duly appointed Chairman of the Meeting, with full power of substitution and power to act alone, as proxies to vote all the Class A common shares and the Class B common shares of the Company which the undersigned would be entitled to vote if personally present and acting at the Annual General Meeting of Shareholders of Afya Limited, to be held June 24, 2025 at 10:00am Brasilia time at the Afya Participações S.A. headquarters at Alameda Oscar Niemeyer, No. 119, 15th floor, Vila da Serra, Nova Lima, Minas Gerais, Brazil, Zip Code: 34.006-056 (shareholders and their duly appointed proxies will also be able to participate in the AGM virtually by accessing the following link <https://web.lumiconnect.com/283874046> (password: afya2025), and at any adjournments or postponements thereof, as follows:

(Continued and to be signed on the reverse side)

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
AFYA LIMITED

June 24, 2025

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:

The proxy statement and our 2024 financial statements are available on the Investor Relations section of the Company's website at <https://ir.afya.com.br>

**Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.**

↓ Please detach along perforated line and mail in the envelope provided. ↓

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<p>THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3, 4 AND 5. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE <input checked="" type="checkbox"/></p>	
<p>1. As an ordinary resolution, that the Company's financial statements and the auditor's report for the fiscal year ended 31 December 2024 be approved and ratified. <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p>	
<p>2. As an ordinary resolution, that João Paulo Seibel de Faria be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company. <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p>	
<p>3. As an ordinary resolution, that Vanessa Claro Lopes be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company. <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p>	
<p>4. As an ordinary resolution, that Miguel Filisbino Pereira de Paula be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company. <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p>	
<p>5. As an ordinary resolution, that Marcelo Ken Suhara be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company. <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p>	
<p>In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual General Meeting. This proxy when properly executed will be voted as directed herein by the undersigned shareholder.</p>	
<p>MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING. <input type="checkbox"/></p>	
<p>To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. <input type="checkbox"/></p>	
Signature of Shareholder <input type="text"/>	Date: <input type="text"/>
Signature of Shareholder <input type="text"/>	Date: <input type="text"/>

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
AFYA LIMITED

June 24, 2025

PROXY VOTING INSTRUCTIONS

INTERNET • Access "www.voteproxy.com" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.

Vote online until 11:59 PM Brasilia time the business day prior to the meeting.

MAIL • Sign, date and mail your proxy card in the envelope provided as soon as possible.

VIRTUALLY AT THE MEETING • The company will be hosting the meeting live via the Internet. To attend the meeting via the Internet, please visit <https://web.lumiconnect.com/283874046> (password: afya2025).

GO GREEN • e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy materials, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access.



COMPANY NUMBER

ACCOUNT NUMBER

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:

The proxy statement and our 2024 financial statements are available on the Investor Relations section of the Company's website at <https://ir.afya.com.br>

▼ Please detach along perforated line and mail in the envelope provided IF you are not voting via the Internet. ▼

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062425

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSALS 1, 2, 3, 4 AND 5.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

FOR AGAINST ABSTAIN

- As an ordinary resolution, that the Company's financial statements and the auditor's report for the fiscal year ended 31 December 2024 be approved and ratified.
- As an ordinary resolution, that João Paulo Seibel de Faria be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company.
- As an ordinary resolution, that Vanessa Claro Lopes be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company.
- As an ordinary resolution, that Miguel Filibino Pereira de Paula be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company.
- As an ordinary resolution, that Marcelo Ken Suhara be re-appointed as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company.

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual General Meeting. This proxy when properly executed will be voted as directed herein by the undersigned shareholder.

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder Date:

Signature of Shareholder Date:

Note: Please sign exactly as your name or names appear on the Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.



Afya Limited
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

PROXY STATEMENT

General

The board of directors of Afya Limited (the "Company" or "we") is soliciting proxies for the annual general meeting of shareholders (the "AGM") of the Company to be held at the offices of Afya Participações S.A., Alameda Oscar Niemeyer, No. 119, 15th Floor, Vila da Serra, Nova Lima, Minas Gerais, Brazil, Zip Code: 34.006-056, and virtually by accessing the following link <https://web.lumiconnect.com/283874046> (password: afya2025), on the 24th day of June, 2025 at 10:00 a.m. BRT.

This proxy statement and our annual report on Form 20-F for the fiscal year ended December 31, 2024 can be accessed, free of charge, on the Investor Relations section of the Company's website ir@afya.com.br and on the SEC's website at www.sec.gov.

By inserting the control number to be provided to you on your Notice of Internet Availability of Proxy Materials or proxy card at www.voteproxy.com for registered shareholders and at www.proxyvote.com for street shareholders, you will have instructions on how to access our proxy materials, and on how to vote via the Internet, mobile device or by proxy card. If you own shares in street name, meaning that your shares are held by a bank, brokerage firm, or other nominee, you may also instruct that institution on how to vote your shares.

On or about June 9, 2025, we first mailed to our shareholders our proxy materials, including our proxy statement, the notice to shareholders of our AGM and the proxy card, along with instructions on how to vote using the proxy card provided therewith. This proxy statement can also be accessed, free of charge, on the Investor Relations section of the Company's website ir@afya.com.br and on the SEC's website at www.sec.gov.

Record Date, Share Ownership and Quorum

Only the holders of record of Class A common shares (the "Class A Common Shares") and Class B common shares (the "Class B Common Shares" and together with the Class A Common Shares, the "Common Shares") of the Company as at the close of business on May 14, 2025, BRT (the "Record Date") are entitled to receive notice of and attend the AGM and any adjournment thereof. No person shall be entitled to vote at the AGM unless it is registered as a shareholder of the Company on the record date for the AGM.

As of the close of business on the Record Date, 93,722,831 Common Shares were issued and outstanding, including 49,920,068 Class A Common Shares and 43,802,763 Class B Common Shares. One or more shareholders holding not less than one-third in aggregate of the voting power of all shares in issue and entitled to vote, present in person or by proxy or, if a corporation or other non-natural person, by its duly authorized representative, constitutes a quorum of the shareholders.



Voting and Solicitation

Each Class A Common Share issued and outstanding as of the close of business on the Record Date is entitled to one vote at the AGM. Each Class B Common Share issued and outstanding as of the close of business on the Record Date is entitled to ten votes at the AGM. The resolutions to be put to the vote at the AGM will be approved by ordinary resolutions (i.e. a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM).

Internet Availability of Proxy Materials

We are furnishing proxy materials to our shareholders primarily via the Internet, instead of mailing printed copies of those materials to each shareholder.

On or about June 9, 2025, we first mailed to our shareholders a Notice of Internet Availability containing instructions on how to access our proxy materials. The Notice of Internet Availability of Proxy Materials directs shareholders to a website where they can access our proxy materials, including our proxy statement and our annual report, and view instructions on how to vote via the Internet, mobile device or by proxy card. This process is designed to expedite shareholders' receipt of proxy materials, lower the cost of the AGM, and help conserve natural resources. If you received a Notice of Internet Availability of Proxy Materials and would prefer to receive a paper copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials.

Voting by Holders of Common Shares

Common Shares that are properly voted via the Internet, mobile device or for which proxy cards are properly executed and returned within the deadline set forth below, will be voted at the AGM in accordance with the directions given. The proxy holder will also vote in the discretion of such proxy holder on any other matters that may properly come before the AGM, or at any adjournment thereof. Where any holder of Common Shares affirmatively abstains from voting on any particular resolution, the votes attaching to such Common Shares will not be included or counted in the determination of the number of Common Shares present and voting for the purposes of determining whether such resolution has been passed (but they will be counted for the purposes of determining the quorum, as described above).

Voting via the Internet or by mobile device helps save money by reducing postage and proxy tabulation costs. Each of these voting methods is available 24 hours per day, seven days per week. To vote by any of these methods, read this Proxy Statement, have your Notice of Internet Availability of Proxy Materials or proxy card in hand, and follow the instructions set forth in the Notice of Internet Availability of Proxy Materials or proxy card, as the case may be.

Proxies submitted by registered shareholders and street shareholders (whether by internet or by returning the proxy card) must be received by us no later than 11:59 p.m., BRT, on June 23, 2025 to ensure your representation at our AGM.

The manner in which your shares may be voted depends on how your shares are held. If you own shares of record, meaning that your shares are represented by book entries in your name so that you appear as a shareholder on the shareholder register of the Company maintained by Equiniti Trust Company, LLC ("Equiniti") (i.e., you are a registered shareholder), our stock transfer agent, this proxy statement, the notice of AGM and the proxy card will be available to you at www.voteproxy.com by inserting the control number on the Notice of Internet Availability of Proxy Materials or proxy card to be provided to you by Equiniti. You may provide voting instructions by Internet, mobile device or (if you have received paper copies of our proxy materials) by returning a



proxy card. You also may attend the AGM and vote in person. If you own Common Shares of record and you do not vote by Internet, mobile device, proxy or in person at the Annual Meeting, your shares will not be voted.

If you own shares in street name (i.e., you are a street shareholder), meaning that your shares are held by a bank, brokerage firm, or other nominee, you are then considered the "beneficial owner" of shares held in "street name," and as a result, this proxy statement, the notice of AGM and the proxy card will be available to you at www.proxyvote.com by inserting the control number on the instructions to be provided to you by your bank, brokerage firm, or other nominee holding the shares. You may provide voting instructions by the Internet, mobile device or (if you have received paper copies of proxy materials through your bank, brokerage firm, or other nominee) by returning a voting instruction form received from that institution. If you own Common Shares in street name and attend the AGM, you must obtain a "legal proxy" from the bank, brokerage firm, or other nominee that holds your shares in order to vote your shares at the meeting and present your voting information card.

Revocability of Proxies

Registered shareholders may revoke their proxy or change voting instructions before shares are voted at the AGM by submitting a written notice of revocation to our Investor Relations Department at ir@afya.com.br, or a duly executed proxy (via the Internet, mobile device or by returning a proxy card) bearing a later date (which must be received by us no later than the date set forth below) or by attending the AGM and voting in person. A beneficial owner owning Common Shares in street name may revoke or change voting instructions by contacting the bank, brokerage firm, or other nominee holding the shares or by obtaining a legal proxy from such institution and voting in person at the AGM. **If you are not planning to attend in person our AGM, to ensure your representation at our AGM, any changes to the voting instructions of proxies previously submitted by registered shareholders and street shareholders (whether by internet or by mailing a proxy card) must be received by us no later than 11:59 p.m., BRT, on June 23, 2025.**

PROPOSAL 1:

RATIFICATION AND APPROVAL OF FINANCIAL STATEMENTS AND THE AUDITOR'S REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024

The Company seeks shareholder approval and ratification of the Company's 2024 financial statements which have been prepared in accordance with International Financial Reporting Standards, in respect of the fiscal year ended December 31, 2024. A copy of the Company's 2024 financial statements is available on the on the Investor Relations section of the Company's website at <https://ir.afya.com.br>.

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner specified therein.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION AND APPROVAL OF FINANCIAL STATEMENTS AND THE AUDITOR'S REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2024.

PROPOSAL 2:



RE-APPOINTMENT OF JOÃO PAULO SEIBEL DE FARIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT TO HOLD OFFICE FOR A TWO YEAR TERM IN ACCORDANCE WITH THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

The Company seeks shareholder approval for the re-appointment of João Paulo Seibel de Faria as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company.

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner specified therein.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RE-APPOINTMENT OF JOÃO PAULO SEIBEL DE FARIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT TO HOLD OFFICE FOR A TWO YEAR TERM IN ACCORDANCE WITH THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY.

PROPOSAL 3:

RE-APPOINTMENT OF VANESSA CLARO LOPES AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT TO HOLD OFFICE FOR A TWO YEAR TERM IN ACCORDANCE WITH THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

The Company seeks shareholder approval for the re-appointment of Vanessa Claro Lopes as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company.

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner specified therein.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RE-APPOINTMENT OF VANESSA CLARO LOPES AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT TO HOLD OFFICE FOR A TWO YEAR TERM IN ACCORDANCE WITH THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY.

PROPOSAL 4:

RE-APPOINTMENT OF MIGUEL FILISBINO PEREIRA DE PAULA AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT TO HOLD OFFICE FOR A TWO YEAR TERM IN ACCORDANCE WITH THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

The Company seeks shareholder approval for the re-appointment of Miguel Filisbino Pereira de Paula as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company.

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly



submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner specified therein.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RE-APPOINTMENT OF MIGUEL FILISBINO PEREIRA DE PAULA AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT TO HOLD OFFICE FOR A TWO YEAR TERM IN ACCORDANCE WITH THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY.

PROPOSAL 5:

RE-APPOINTMENT OF MARCELO KEN SUHARA AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT TO HOLD OFFICE FOR A TWO YEAR TERM IN ACCORDANCE WITH THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

The Company seeks shareholder approval for the re-appointment of Marcelo Ken Suhara de Paula as an independent director of the Company with immediate effect to hold office for a two year term in accordance with the Amended and Restated Articles of Association of the Company.

The affirmative vote by the holders of a simple majority of the votes cast, by or on behalf of, the shareholders attending and voting at the AGM is required for this proposal. If proxies are properly submitted by signing, dating and returning a proxy card, Common Shares represented thereby will be voted in the manner specified therein.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RE-APPOINTMENT OF MARCELO KEN SUHARA AS AN INDEPENDENT DIRECTOR OF THE COMPANY WITH IMMEDIATE EFFECT TO HOLD OFFICE FOR A TWO YEAR TERM IN ACCORDANCE WITH THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY.

ANNUAL REPORT AND COMPANY INFORMATION

A copy of our 2024 annual report to shareholders on Form 20-F, along with a copy of this proxy statement, can be accessed, free of charge, on the Investor Relations section of the Company's website at <https://ir.afya.com.br> and on the SEC's website at www.sec.gov.

OTHER MATTERS

We know of no other matters to be submitted to the AGM. If any other matters properly come before the AGM, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares they represent as the board of directors may recommend.

By Order of the Board of Directors
Kay Kraft
June 9, 2025

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