

**CENTRO DE IMAGEM DIAGNÓSTICOS S.A.**

Corporate Taxpayer's ID (CNPJ/ME): 42.771.949/0018-83

Company Registry (NIRE): 35.300.51760-1

*Publicly Held Company*

**MINUTES OF THE BOARD OF DIRECTORS' MEETING**

**HELD ON JANUARY 28, 2021**

**Date, Time and Venue:** January 28, 2021, at 9:00 a.m., at the headquarters of Centro de Imagem Diagnósticos S.A. ("Company"), at Rua Marselhesa, no. 500, 7<sup>o</sup> andar, Vila Mariana, CEP 04020-060, in the city and state of São Paulo.

**Call Notice:** the call notice was waived given the attendance of all Board of Directors' members, pursuant to the Company's Bylaws.

**Installation and Attendance:** all members of the Company's Board of Directors attended the meeting via electronic means, as per paragraphs 2 and 3 of article 11 of the Company's Bylaws, and the meeting was called to order.

**Presiding:** Sergio Tufik – Chairman; Simone Aparecida da Silva Pinto – Secretary.

**Agenda:** to analyze, discuss and resolve on:

**(I)** the rectification of specific resolutions taken at the Company's Board of Directors' Meeting held on November 26, 2020, at 9:00 a.m. ("BoDM Nov/2020"), that approved **(a)** the change of certain conditions and characteristics of the second (2nd) issue of simple, unsecured, non-convertible debentures, in up to three (3) series, of the second (2nd) issue of the Company ("Issue" and "Debentures", respectively), pursuant to Instruction 476 of Brazilian Securities and Exchange Commission of January 16, 2009, as amended ("Restricted Offer"), which were approved at the Company's Extraordinary Meeting of the Board of Directors held on July 9, 2019, as per the "*Indenture of the Second (2nd) Issue of Simple, Unsecured, Non-Convertible Debentures, in up to Three (3) Series, for Public Distribution with Restricted Placing Efforts of Centro de Imagem Diagnóstico S.A.*" executed on July 25, 2019, between the Company, as issuer, and Pentágono S.A. Distribuidora de Títulos e Valores Mobiliários ("Trustee"), as trustee ("Indenture"); and **(b)** a single extraordinary amortization by the Company of twenty percent (20%) of the Debentures outstanding balance; and

**(II)** the ratification of all the acts performed by the Company's Executive Board under the BoDM Nov/2020 and this Meeting.

**Resolutions:** After the matters on the agenda were analyzed and discussed, the Board members present, unanimously and without restrictions, resolved to approve:

(l) the rectification of specific resolutions taken at the BoDM Nov/2020, as follows:

**(a)** the change of item (l)(a) of the resolutions of the BoDM Nov/2020, which included “(l) (a) *Series Number: The Issue was initially carried out in the communicating vessel system based on the Bookbuilding Procedure, in three (3) series, of which, in up to five (5) Business Days from the date of execution of the Amendment to the Indenture (pursuant to the operating procedure of B3 S.A. – Brasil, Bolsa, Balcão), will be unified so as to become a single series (“Unification of the Series”); which shall become effective with the following wording:*

**(l) (a) Number of Series:** The Issue was initially carried out in the communicating vessel system based on the Bookbuilding Procedure, in three (3) series, of which, as of December 7, 2020, were unified so as to become a single series (“Unification of the Series”).

**(b)** the change of item (l)(b) of the resolutions of the BoDM Nov/2020, which included “(l) (b) *Debentures Remuneration Interest: The Face Value of the Debentures or the balance of the Face Value of the Debentures, as applicable, will be entitled to remuneration interest corresponding to one hundred percent (100%) of the daily average accumulated variation of the one-day DI Interbank Deposit rate, over extra grupo, based on a year of two hundred and fifty-two (252) Business Days, calculated and disclosed daily by B3 S.A. – Brasil, Bolsa, Balcão, in the daily bulletin available on its website (<http://www.b3.com.br>) (“DI Rate”) plus (i) from the Issue Date to November 26, 2020 (excluding this date), a surcharge of one point ten percent (1.10%) per year, based on a year of two hundred and fifty-two (252) Business Days (“Initial Remuneration Interest”); and (ii) from November 26, 2020 (including this date) to the Maturity Date, a surcharge of three percent (3%) per year, based on a year of two hundred and fifty-two (252) Business Days (“Negotiated Remuneration Interest” and, when jointly referred to with the Initial Remuneration Interest, “Remuneration Interest”), calculated exponentially and cumulatively, proportionally to the number of Business Days elapsed, from the first Payment Date (as defined in the Indenture) of the Debentures, as applicable, or the immediately previous Payment Date of Interest (as defined in the Indenture) or the immediately previous Date of Extraordinary Amortization (as defined in the Indenture) of the Debentures, as applicable, to the actual payment date. The Remuneration Interest will be calculated based on a formula to be provided for in the Amendment to the Indenture”; which shall become effective with the following wording:*

**(l) (b) Debentures’ Remuneration Interest:** The Face Value of the Debentures or the balance of the Face Value of the Debentures, as applicable, will be entitled to remuneration interest corresponding to one hundred percent (100%) of the daily average accumulated variation of the one-day DI Interbank Deposit rate, *over extra grupo*, based on a year of two hundred and fifty-two (252) Business Days, calculated and disclosed daily by B3 S.A. – Brasil, Bolsa, Balcão, in the daily bulletin available on its website (<http://www.b3.com.br>) (“DI Rate”) plus (i) from the Issue Date to November 25, 2020 (excluding this date), a surcharge of one point ten percent (1.10%) per year, based on a year of two hundred and fifty-two (252) Business Days

(“Initial Remuneration Interest”); and (ii) from November 25, 2020 (including this date) to the Maturity Date, a surcharge of three percent (3%) per year, based on a year of two hundred and fifty-two (252) Business Days (“Negotiated Remuneration Interest” and, when jointly referred to with the Initial Remuneration Interest, “Remuneration Interest”), calculated exponentially and cumulatively, proportionally to the number of Business Days elapsed, from the first Payment Date (as defined in the Indenture) of the Debentures, as applicable, or the immediately previous Payment Date of Interest (as defined in the Indenture) or the immediately previous Date of Extraordinary Amortization (as defined in the Indenture) of the Debentures, as applicable, to the actual payment date. The Remuneration Interest will be calculated based on a formula provided for in the Amendment to the Indenture;

**(c)** the change of item (II) of the resolutions of the BoDM Nov/2020, which included “(II) *the Authorized Extraordinary Amortization carried out by the Company within up to fourteen (14) business days from this date, without any premium due as a result of said Amortization, and all terms and conditions in Clause 6.3.1 of the Indenture will remain unchanged and in force, without prejudice to the Authorized Extraordinary Amortization*”; shall become effective with the following wording:

“(II) the Authorized Extraordinary Amortization carried out by the Company within up to fourteen (14) business days from November 25, 2020, without any premium due as a result of said Amortization, and all terms and conditions in Clause 6.3.1 of the Indenture will remain unchanged and in force, without prejudice to the Authorized Extraordinary Amortization;”

**(II)** the ratification of all the acts already performed by the Company under the BoDM Nov/2020 that have not been expressly rectified in item (I) above and the resolutions approved above.

**Closure:** The meeting was adjourned for the drawing up of these minutes, which were read and duly approved by all attending Board members.

**Signatures:** presiding - Sergio Tufik – Chairman and Simone Aparecida da Silva Pinto – Secretary; members: Sergio Tufik, Daniel Rizardi Sorrentino, Fernando Henrique de Aldemundo Pereira, Ricardo Leonel Scavazza, Roberto Kalil Issa, Hélio Ferreira Lopes, Sergio Brasil Tufik, Cláudio Otávio Prata Ramos, Roberto Kalil Issa Filho, Fernando Machado Terni and Luiz Barsi Filho.

*This is a free English translation of the minutes drawn up in the Company’s records.*

São Paulo/SP, January 28, 2021.

**Presiding:**

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**Simone Aparecida da Silva Pinto**

Secretary