

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

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

Company Registry (NIRE): 3530051760-1

*Publicly Held Company*

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

**HELD ON MAY 27, 2021**

**Date, Time and Place:** March 27, 2021, at 8:00 a.m., via video conference, considered to be held at the headquarters of Centro de Imagem Diagnósticos S.A. ("Company"), located at Rua Marselhesa, No. 500, 7º andar, Vila Mariana, CEP 04.020-060, in the city and state of São Paulo.

**Call Notice and Attendance:** The call notice was sent via email to the members of the Board of Directors on May 24, 2021 at 5:36 p.m., pursuant to the Company's Bylaws.

**Installation and Attendance:** Most members of the Company's Board of Directors attended the meeting, as per the signatures contained in these minutes, pursuant to paragraph 3 of article 11 of the Company's Bylaws, and the meeting was called to order.

**Presiding Board:** Sergio Tufik, Chair; and Talita Alves Rodrigues, Secretary.

**Agenda:** to examine, discuss and resolve on **(i)** the election of an Executive Board member, as well as the ratification of his hiring; **(ii)** the election of a member of the Finance, Audit and Risk Committee; **(iii)** the re-ratification of the approval of raising a credit line with Banco Itaú S.A.; **(iv)** the Company's Share Buyback Program; and **(v)** the approval of the Internal Rules of the Company's Board of Directors.

**Resolutions:** After the matters on the agenda were discussed, the Board members approved by a unanimous vote and without restrictions:

**(i)** The election of Mr. **Ricardo Dupin Lustosa, Brazilian**, married, doctor, holder of identity card (RG) M-5.508.638 (SSP/MG), enrolled in the individual taxpayer's ID (CPF/ME) under No. 837.145. 536-49, resident and domiciled in Brumadinho/ MG, with commercial office at Rua Marselhesa, nº 500, 7º andar, Vila Mariana, CEP 04020-060, São Paulo/SP, to the position of Laboratory Medicine Officer, with a term of office until the Shareholders' Meeting that approves the fiscal year 2022 accounts, as well as the ratification of his hiring.

Mr. Ricardo Dupin Lustosa, nominated herein, will be invested upon the signature of the respective instrument of investiture, when he will declare, under penalties of law, that he has not been convicted of any crime that may prevent him from engaging in commercial activities and that he complies with all the requirements provided for in article 147 of Law 6,404/76, as amended ("Brazilian Corporate Law") and Instruction 367 of the Brazilian Securities and Exchange Commission ("CVM"), of May 29, 2002, as amended;

(ii) Since Mr. **Alexandre Mafra Guimarães**, Brazilian, married, engineer, holder of identity card (RG) number MG5388286 (SSP/MG) and enrolled in the individual taxpayer's ID (CPF/ME) under number 681.592.776-87, resident and domiciled in the city and state of São Paulo, with office at Rua Marselhesa, 500, 7º andar, CEP 04020-060, Vila Mariana, São Paulo/SP; did not invest his position within thirty (30) days after the election, which occurred on April 26, 2021, thus leaving a position on the Company's Finance, Audit and Risk Committee vacant, the election of Ms. **Caroline Pepe dos Santos Leonard**, Brazilian, married, administrator, holder of identity card (RG) number 30.599.347-1, enrolled in the individual taxpayer's ID (CPF/ME) under number 255.776.668-21, resident and domiciled in the city and state of São Paulo, with office at Avenida Cidade Jardim, nº 803, 8º andar, Itaim, CEP 01453-000, São Paulo/SP, as member of the Company's Finance, Audit and Risk Committee, pursuant to article 11, paragraph 7, letter "r" of the Company's Bylaws, for a term of office unified with the members of the Company's Executive Board, which will terminate at the Annual Shareholders' Meeting that approves the accounts for the fiscal year to be ended on December 31, 2022.

Ms. Caroline Pepe dos Santos Leonard, herein elected, will take office upon signing the respective term of investiture to be drawn up in the Company's proper book, which shall occur within thirty (30) days from the date of this meeting;

(iii) the re-ratification of the credit line contracted with Banco Itaú S.A., by the Company, as approved in the meeting of this Board of Directors held on February 20, 2020, as well as (a) fiduciary assignment of credit rights of 100% (one hundred percent) of the swap adjustment; and (b) financial investments (CDB), in the context of the aforementioned transaction, in the terms of **Exhibit I** these minutes;

(iv) the Share Buyback Program issued by the Company, and up to one million, seven hundred and thirty thousand (1,730,000) common, registered book-entry shares, without par value, issued by the Company, to (i) grant restricted shares under the Company's share-based compensation plan(s); (ii) potential payment of the value of the Company's acquisitions, in compliance with the applicable regulation and (iii) hold in treasury and later disposal and/or cancellation, without capital reduction, for 18 (eighteen) months as of this date, according to article 11, paragraph 7, line "s" of the Company's Bylaws and CVM Instruction No. 567/2015, as detailed in **Exhibit II** to these Minutes; and

(v) the Internal Regulations of the Company's Board of Directors which, initialed by the Presiding Board, will be filed at the Company's headquarters, according to **Exhibit III** to these Minutes.

**Closure, Drawing Up and Reading of the Minutes:** 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 (Chair) and Talita Alves Rodrigues (Secretary); Board Members – Sergio Tufik, Roberto Kalil Issa, Sergio Brasil Tufik, Roberto Kalil Issa Filho, Hélio Ferreira Lopes, Cláudio Otávio Prata Ramos, Ana Teresa do Amaral Meirelles, Fernando Henrique de Aldemundo Pereira and Fernando Machado Terni.

São Paulo - SP, May 27, 2021.

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

**Presiding:**

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Talita Alves Rodrigues  
**Secretary**

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**EXHIBIT I**

**Working Capital Fundraising**

**Amount:** R\$60 million (Banco Itaú)

**Borrower:** Centro de Imagem Diagnósticos S.A.

**Term:** 6 Months (Interest and Bullet Principal)

**Cost:** all-in CDI + 1,20% p.a.

**Guarantees:** (i) fiduciary assignment of Credit Rights of 100% of the swap adjustment; and (ii) financial investments (CDB)

**Purpose:** 1st amendment to the CCBI of 09/23/2020

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**EXHIBIT II**

**Exhibit 30 - XXXVI of CVM Instruction 480/09, as amended  
(Trading of Company Shares)**

1. Justify in detail the purpose and expected economic effects of the transaction;

The Company's purpose with the share buyback program approved at the Company's Board of Directors meeting held on May 27, 2021 ("Buyback Program") is (i) to enable the issuance of restricted shares under the Company's share-based compensation plan(s); (ii) for the eventual payment of the value of company acquisitions, in compliance with applicable regulations; and (iii) to hold in treasury, for later cancellation or sale of the shares in the market without capital reduction.

2. State the number of (i) free float shares and (ii) treasury shares;

The Company holds (i) forty-three million, seven hundred and fifty-six thousand and fifty-five (43,756,055) outstanding shares, as provided for in article 8, paragraph 3, of CVM Instruction 567/15; and (ii) twelve thousand, four hundred and seventy-seven (12,477) shares held in treasury.

3. State the number of shares that may be acquired or sold;

The number of shares to be acquired under the Share Buyback Program is up to one million, seven hundred and thirty thousand (1,730,000) common shares issued by the Company, registered and without par value, equivalent to approximately 4.0% of the total outstanding common shares issued by the Company, as provided for in article 8 of CVM Instruction 567/15.

4. Describe the main characteristics of the derivative instruments that the Company may use, if applicable;

Not applicable, since the Company will not use derivative instruments in the context of the Share Buyback Program.

5. Describe, if applicable, existing voting guidelines or agreements between the Company and the other party of the transactions;

Not applicable. The acquisition of shares under the Share Buyback Program will occur through stock exchange transactions and, therefore, there are no existing voting guidelines between the Company and any counterparties in the transaction.

6. In the event of transactions carried out outside organized securities markets, please state:

a. the maximum (minimum) price for which the shares will be acquired (sold); and

b. if applicable, the reasons that justify the execution of the transaction at prices more than ten percent (10%) higher, in the case of acquisition, or more than ten percent (10%) lower, in the case of sale, than the average price, weighted by volume, in the ten (10) previous trading sessions;

Not applicable. The acquisition of shares under the Share Buyback Program will occur through stock exchange transactions.

7. State, if applicable, the impacts generated by the trading on the Company's control or management structure;

There will be no impact on the Company's control or management structure due to the implementation of the Share Buyback Program.

8. Identify the other parties, if applicable, and, in the case of a party related to the Company, as defined by the accounting rules governing this matter, provide the information required by Article CVM Instruction 481, of December 17, 2009;

Not applicable. The acquisition of shares under the Share Buyback Program will occur through stock exchange transactions and, therefore, the counterparts are unknown.

9. Indicate the allocation of the proceeds, if applicable;

Not applicable. The Company will not obtain funds, since the shares acquired by the Company will be held in treasury for (i) granting of restricted shares under the Company's share-based compensation plan(s); (ii) for possible payment of the value of company acquisitions, subject to applicable regulations; and (iii) subsequent cancellation or sale of the shares in the market.

10. Indicate the maximum term to settle the authorized transactions;

The shares object of the Share Buyback Program will be acquired in up to eighteen (18) months, between May 27, 2021 and November 27, 2022. The members of the Company's Board of Executive Officers will determine the best time for acquiring the shares.

11. Identify the financial institutions that will act as intermediaries, if applicable;

The acquisition operations under the Share Buyback Program will be carried out on the BM&FBOVESPA trading floor, with the intermediation of the following financial institutions: *Bank of America Merrill Lynch, Itaú Corretora and XP Investimentos.*

12. *Specify the available funds to be used, pursuant to Article 7, paragraph 1, of CVM Instruction 567, of September 17, 2015.*

The acquisition of shares under the Share Buyback Program will occur through the application of available resources from the "Capital Reserve" account, which, according to the Company's Interim Financial Statements as of 03/31/2021, totaled six hundred and twenty-three million, three hundred and seventy-seven thousand reais (R\$623,377,000).

13. *Specify why the Board of Directors' members believe that the share buyback will not jeopardize compliance with the obligations assumed with creditors or the payment of fixed or minimum mandatory dividends.*

The Board of Directors' members believe that the buyback of Company shares will not jeopardize compliance with the obligations assumed with its creditors or the payment of mandatory dividends because the acquisition of shares, under the terms proposed herein, will occur using the Company's available funds.

Considering that the current program comprises a total of one million seven hundred and thirty thousand (1,730,000) shares and using the average weighted closing price published by BM&FBOVESPA of the last 15 trading sessions prior to this date, of R\$9.88, we have determined that the probable amount to be used in case of acquisition of all the shares in the Buyback Program approved herein would be seventeen million and ninety thousand reais (R\$17,090,000). This amount would represent 7.5% of the Company's available net cash, considering the cash balance on 3/31/2021.

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**EXHIBIT III**

**BOARD OF DIRECTORS' INTERNAL REGULATIONS**

**CHAPTER I**

**SCOPE OF THE INTERNAL REGULATIONS**

**Article 1** – This Internal Regulation ("Regulation") rules the operations of the Board of Directors ("Board") and of the Committees related to it, as well as the relationship between the Board and the other corporate bodies, according to the provisions of the Company's Bylaws, of the Shareholders' Agreements filed at the Company, of the terms of adherence to the Novo Mercado of B3 S.A. - Brasil, Bolsa, Balcão ("B3") and of the legislation in force, especially Law 6,404 of December 15, 1976, the latter prevailing in the event of divergences.

**CHAPTER II**

**MISSION AND FUNCTION**

**Article 2** – The Council, a collective body to which matters of high strategic interest related to business and management are submitted for analysis and deliberation, has the role of preserving the Company's legitimate interests, adding value to its assets, and contributing with guidelines that ensure its perpetuity. The Board is required to be fully aware of the Company's values and the shareholders' purposes and beliefs, contributing to the adoption and improvement of the best corporate governance practices.

**Article 3** – To exercise its mission, the Council shall be guided by the following guidelines:

- (a) To promote the sustainability of the Company's business;
- (b) Caring for and protecting the Company's legitimate interests, assets, and principles and values;
- (c) To provide equitable treatment to its shareholders;



(d) To monitor and resolve conflicts of interest always preserving the Company's legitimate interests.

**Article 4** – In addition to other matters provided by law, the Board is responsible pursuant to the Company's Bylaws:

- (a) to approve the Company's capital stock increase, within the limit of the authorized capital;
- (b) to approve the signing, amendment, and termination, by the Company and/or any of its Subsidiaries, of commercial contracts, with clients, suppliers, and service providers, the individual or aggregate value of which exceeds fifteen million reais (R\$15,000,000.00) in the same fiscal year, even if within the annual budget or in any twelve (12) month period;
- (c) approve the signing, amendment, and termination, by the Company and/or any of its Subsidiaries, of financial agreements, indebtedness, as well as the issuance of any credit instruments for fundraising or other binding agreements, the amount of which is, individually or in aggregate, greater than thirty-five million reais (R\$35,000,000.00) in the same fiscal year, even if within the annual budget or in any twelve (12) month period;
- (d) approve any business between, on the one hand, the shareholders or managers of the Company or its Related Parties and, on the other hand, the Company or its Subsidiaries, which will only be allowed under market conditions;
- (e) to approve the signing, amendment, and termination, by the Company and/or any of its Subsidiaries, of commercial contracts, with clients, suppliers, and service providers, the individual or aggregate value of which exceeds fifteen million reais (R\$15,000,000.00) in the same fiscal year, even if within the annual budget or in any twelve (12) month period;
- (f) approving the signing, by the Company and/or any of its Subsidiaries, of sureties, insurance, pledge, or credit security issues, the value of which exceeds fifteen million reais (R\$15,000,000.00) in the same fiscal year, even if within the annual budget or in any twelve (12) month period;
- (g) approve the granting, by the Company and/or any of its Subsidiaries, of sureties, guarantees, or other guarantees in any operation that, individually or in aggregate, involves an amount greater than fifteen million reais (R\$15,000,000.00);
- (h) approve investments, including capital investments (CAPEX) that exceed, individually or in aggregate, the amount of fifteen million reais (R\$15,000,000.00) in the same fiscal

year, even if within the annual budget;

- (i) approve the hiring or dismissal of staff with a non-statutory director position;
- (j) elect and remove members of the Board of Directors;
- (k) establish the wage policy and incentive plans for employees, physicians and Directors;
- (l) assign to the Executive Officers the respective functions, attributions, and competence limits not specified in these Bylaws;
- (m) approve the annual budget and its respective amendments;
- (n) approve associations or joint ventures;
- (o) to comment on the terms and conditions and approve proposals for corporate reorganizations, capital increases, and other transactions that result in a change of control of the Company and to determine whether these transactions ensure fair and equitable treatment of the Company's shareholders;
- (p) approve the hiring and replacement of an independent audit firm which shall necessarily be one of DELOITTE TOUCHE TOHMATSU, ERNST & YOUNG, KPMG OR PRICEWATERHOUSECOOPERS;
- (q) approve entering into agreements with creditors to avoid bankruptcy;
- (r) to approve the establishment of advisory committees to the Company, as well as the election of their members and approval of their respective internal regulations;
- (s) authorize the amortization, redemption or repurchase of the Company's own shares for holding in treasury or cancellation, as well as deliberate on the eventual alienation of shares that may be held in treasury;
- (t) deliberate on the declaration of interim and intercalary dividends and the payment of interest on own capital;
- (u) to deliberate on the approval of the practice of donations to charitable entities, members of political parties and political parties, to the extent permitted by law, except for the rendering of services to beneficent entities conducted according to the Company's usual practices;
- (v) resolve on the approval of the matters provided for in items (h), (j), (k), (l), (n), (o), (p), (q) and (s) of article 7 of the Company's Bylaws, when related to any of the Company's Subsidiaries;

- (w) approve the voluntary withdrawal of the Company's issuer listing on B3;
- (x) prepare and disclose a qualified opinion about any public offering for the acquisition of shares ("Tender Offer") whose object is the shares issued by the Company, within fifteen (15) days from the publishing of the announcement of the Tender Offer, in which it will manifest itself, at least (i) as to the convenience and opportunity of the Tender Offer as to the interest of the Company and of its shareholders as a whole, including regarding the price and the potential impacts for the liquidity of the shares; (ii) as to the strategic plans disclosed by the offeror concerning the Company;
- (y) regarding alternatives to the Tender Offer available in the market, considering that the opinion of the Board must include a qualified opinion in favor or against the acceptance of the Tender Offer, advising that it is the responsibility of each shareholder to decide on the acceptance of the Tender Offer; and
- (z) to establish the Company's indebtedness limit for each fiscal year.

**Article 5** – The duties of the Board are:

- (a) To ensure means of identifying risks and monitor risks systematically;
- (b) To ensure that the Company has a Succession Plan for key positions and continuously monitor its execution;
- (c) Establish performance targets for each fiscal year and over the long term;
- (d) Perform annually the performance evaluation of the Chief Executive Officer and the Board Members, and approve the performance evaluation of the other members of the Board that will be performed annually by the Chief Executive Officer;
- (e) Approve the Company's strategic policies and guidelines.

### **CHAPTER III COMPOSITION AND OPERATIONAL RULES**

**Article 6** – The Board will be composed of at least nine (9) and at most eleven (11) effective members, shareholders or not, natural persons, resident in the country, all elected and removable by the Shareholders' Meeting, which shall appoint among them one (1) Chair of the Board of Directors and one (1) Vice-Chair of the Board of Directors. The positions of Chair of the Board of Directors and Chief Executive Officer or main executive of the Company cannot be accumulated by the same person, subject to the exceptions provided for in the Novo Mercado Listing Rules.

**Paragraph One** – The members of the Council will be elected for a unified term of two (2) years, with reelection permitted.

**Paragraph Two** – A minimum of twenty percent (20%) of the members of the Company's Board of Directors shall be Independent Members, and the Independent Member status shall be expressly and mandatorily stated in the minutes of the Shareholders' Meeting that elects said members, and directors elected under the option provided for in article 141, paragraphs 4 and 5 of the Brazilian Corporate Law are also considered independent. When, as a result of compliance with the percentage referred to in this paragraph 2, a fractional number of directors results, it will be rounded up (i) to the next higher whole number, when the fraction is equal to or greater than 0.5 (five-tenths), and (ii) to the next lower whole number, when the fraction is less than 0.5 (five-tenths).

**Paragraph Third** – The Independent Directors shall be those who meet the following conditions:

- (a) do not have any other obligations with the Company;
- (b) do not be a direct or indirect controlling shareholder of the Company;
- (c) not be a spouse, companion or relative, in a direct or collateral line, up to the fourth degree, directly or indirectly, of the Company's controlling shareholders and managers;
- (d) not have been an employee or an Officer of the Company or its controlling shareholder, during the last 03 (three) years;
- (e) do not have personal business relationships with the Company, nor be an employee or director of companies that do; and
- (f) do not receive any other compensation from the Company, for any services rendered to it, other than those resulting from the position of Board Member.

**Article 7** – The Board members will be invested in their positions by signing the Term of Investiture drawn up in the Board Meeting Minutes Book and the Management Consent Form, and shall also, immediately after being invested in office, inform B3 of the amount and characteristics of the securities issued by the Company that are held by them, directly or indirectly, including their derivatives, pursuant to the provisions of the Novo Mercado Listing Rules.

**Sole Paragraph** – Each of the Board members, upon signing the Term of Office, shall submit the following documents to the Company:

- (a) certified copy of the ID and of the registration document with the Individual Taxpayer

Registry of the Ministry of Finance;

- (b) statement that he/she is not disqualified by any special law; or convicted of bankruptcy fraud, malfeasance, bribery, extortion, embezzlement, crime against popular economy, forgery, crime against property; or have any criminal penalty that prohibits, albeit temporarily, access to public positions, as set forth in paragraph 1 of article 147 of Law 6,404/76;
- (c) statement that he/she has not been condemned to suspension or temporary disqualification by the Securities and Exchange Commission that would make him/her ineligible for management positions in a publicly-held company, as set forth in paragraph 2 of article 147 of Law 6,404/76;
- (d) statement that he/she does not hold any position in a company that may be considered a direct competitor of the Company and that he/she does not have or represent any interest conflicting with those of the Company, as set forth in items I and II of paragraph 3 of article 147 of Law 6,404/76; and
- (e) statement that you are not prevented from exercising your own business activities or the management of other commercial companies due to a criminal conviction.

**Article 8** – Individuals from the Company's corporate and business areas, technical advisors or consultants may be invited to the Board meetings to provide information, explain their activities and present proposals for the development of the Company's business and management or issue opinions on subjects within their expertise, subject to the following conditions:

- (a) The contents of its presentations should be part of the agenda and forwarded to the Councilors in advance;
- (b) the attendance of these guests shall be restricted to the period of their presentations to the Council;
- (c) under no circumstances will these guests have voting rights.

**Article 9** – The Board will have one (1) Chair and one (1) Vice-Chair, nominated in accordance with the current Shareholders' Agreement, and will take office at the first meeting after their election by the Shareholders' Meeting, as will the other members of the Board.

**Sole Paragraph** – The duties of the Chair of the Board are, without prejudice to others conferred upon him by Law and the Bylaws:

- (a) presiding over the meetings of the Board and the Shareholders' Meeting;

- (b) ensure the effectiveness and good performance of the Board;
- (c) ensure the effectiveness of the monitoring and evaluation system of the Company, the Board itself, its members, and the Chief Executive Officer;
- (d) directing the Board's activities so that the interests of the Company and its shareholders are served, reconciling them with those of other interested parties;
- (e) promote constructive interaction between internal and external Board Members, accuracy and professionalism in dealing with all topics on the agenda;
- (f) to promote friendly, respectful, and climate-generating relationships between Board members and all other presenters of projects and results who may participate in the meetings;
- (g) exercise its power of influence in the search for conciliation between conflicting points of view, while seeking consensus in decision-making processes;
- (h) support the advisory role of the Committees, recognizing their contributions to the good quality and assertiveness of the deliberations;
- (i) organize and coordinate, with the collaboration of the Chief Executive Officer and the Council Secretariat, the agenda of the meetings, hearing the Council members when necessary;
- (j) ensure that the Board members receive complete and timely information about the items on the meeting agendas;
- (k) organize, jointly with the CEO, upon election of a new Board member, an integration and training program for the new Board member, allowing him/her to become acquainted with the Company's activities and to obtain information about the Company;
- (l) propose the annual budget for the Board and the Committees, including possible forecasts of costs related to the hiring of external consultants and the participation of Board members in conferences, courses and external events; and
- (m) elaborate jointly with the CEO and propose to the Board the annual calendar of meetings of the Board of Directors, which meets legal and regulatory requirements.

**Paragraph Two** – The duties of the Vice-Chair of the Board are:

- (a) replace the Chair of the Board in his absence;

- (b) perform other activities assigned to it by the Chair of the Board.

**Article 10** – In the event of temporary impediment or absence, the member of the Board of Directors who is temporarily impeded or absent may appoint, from among the members of the Board of Directors, one to represent him/her, who shall act, including for purposes of voting at meetings of the Board of Directors, on behalf of himself/herself and the replaced or represented member, except for any member of the Board of Directors elected under the terms of article 141, paragraphs 4 and 5 of the Brazilian Corporate Law, who may be represented by his/her alternate member, if elected under the terms of the applicable legislation. In the absence or temporary impediment of the Chair, his/her duties will be temporarily performed by the Vice-chair.

**Article 11** – In the event of impediment, permanent absence or resignation of any of the directors during the term of office for which they were elected, the remaining directors shall be responsible for appointing their substitute, with due regard for the provisions of the Shareholders' Agreement in effect, and such appointment shall be valid until the first Annual Shareholders' Meeting held after such appointment, pursuant to article 150 of the Brazilian Corporate Law, except in the event of impediment, permanent absence or resignation of a member of the Board of Directors elected pursuant to article 141, paragraphs 4 and 5 of the Brazilian Corporate Law, who shall be replaced by his or her alternate.

**Article 12** – The Board will have a Secretariat, which will support the Company's governance processes and practices, established under the name Corporate Governance Secretariat.

**Article 13** – The duties of the Corporate Governance Secretariat are:

- (a) ensure the formal and material legality of the Board's actions, advising it as to the legal and regulatory provisions of its actions, as well as those of the Company's Bylaws;
- (b) to concentrate, in general, the Company's relations with the Directors with regard to the operation of the Board, in accordance with the instructions from its Chair;
- (c) preparing and forwarding notices of meetings, containing the agenda, which will be prepared jointly with the Chair of the Board and the CEO;
- (d) ensure the access and availability to Board members of the documentation relating to the agenda, at least 3 (three) three working days before the meeting dates, so that everyone can learn about its contents and interact proficiently in the analyses and deliberations;
- (e) make the administrative provisions necessary for holding the Board meetings, including the summoning of non Board Members, when their presence is requested by the Chair of the Board or by the Chief Executive Officer;

- (f) writing up the minutes of the meetings, recording the essential points of the discussions and the deliberations;
- (g) ensure that signatures of Councilors are collected on the minutes of meetings;
- (h) keeping files of all minutes and all documents that were the basis of or resulted from the meetings;
- (i) promote the registration and, when this is the case, give publicity to the deliberations, under the terms of the legislation in effect;
- (j) to conduct the bookkeeping of the Book of Minutes of Council Meetings and promote its registration;
- (k) to meet the Councilors' requests for data and information;
- (l) monitor pending issues, presenting them to the Chair of the Board and taking care of their inclusion in the meeting agendas;
- (m) propose and support the implementation of measures to improve the functioning of the Council;
- (n) participating in the meetings of the Board's Permanent and Temporary Committees, contributing to the writing of the minutes and to forwarding their recommendations to the Management bodies, maintaining the files of the documents generated; and
- (o) accompany the preparation of documents to be sent to the Councilors, covering all the topics on the agenda of the Council's meetings, ensuring the formal uniformity of the presentations.

**Article 14** – The definitive vacancy of a Council member's position can occur due to dismissal, resignation, disability or death, proven impediment, loss of mandate, or other hypotheses foreseen in the Law.

**Article 15** – In the event of a reason that causes the Board member to resign from office, the resignation must be communicated in writing to the Chair of the Board, becoming effective, as of that moment, before the Company and prevailing in relation to third-party obligations, after its registration and filing, which will be provided by the Company within the legal term.

**Article 16** – The global compensation of the Board members must be approved annually by the Annual Shareholders' Meeting, together with the compensation of the other managers, and it is up to the Board to define its allocation among the management members.



**CHAPTER IV**  
**DUTIES AND REQUIREMENTS FOR BOARD MEMBERS**

**Article 17** – The Board member shall exercise the duties assigned to him/her by Law and the Bylaws, acting as the guardian of the Company's tangible and intangible values and actively contributing so that the Board fulfills, in its entirety, the powers and duties set forth in Chapter II of these Regulations.

**Article 18** – Every Board Member has the duty, in addition to those provided for by law and those imposed on him by the applicable regulations and the Bylaws:

- (a) to adopt, when exercising his functions, the care and diligence that every active and honest person habitually employs in the administration of his own affairs;
- (b) attend the Board meetings previously prepared, with the examination of the documents made available, and participate actively and diligently in them;
- (c) to learn about the analyses and deliberations in meetings that they may not have occasionally attended;
- (d) maintain confidentiality about any and all Company information to which they have access due to their position, using it only for the exercise of their duties as Board Members, under penalty of being held responsible for any act that contributes to its undue disclosure;
- (e) declare, prior to the resolution, that, for any reason, he/she has private interests or interests conflicting with those of the Company as to a certain matter submitted to its appreciation, abstaining from discussing and voting on it;
- (f) comply with all the Company's internal policies to which they shall be subject, especially the Code of Conduct, the Policy for Trading Securities Issued by the Company, and the Disclosure of Material Information and Confidentiality Preservation Policy;
- (g) sign the Terms of Investiture and the Statement of Agreement of the Managers referred to in the Novo Mercado Regulations, as well as provide all the declarations required by the legislation and/or requested by the Company;
- (h) coordinating and participating in Permanent or Temporary Committees to which it is appointed;
- (i) abstain from performing or intervening, individually or jointly with third parties, in any business transaction with the Company, its controlled and affiliated companies, its

controlling shareholders, and also between the Company and controlled and affiliated companies of the managers and controlling shareholders, as well as other companies that, with any of these persons, form part of the same de facto or de jure group, except upon prior and specific approval of the Board; and

- (j) ensure the adoption of good corporate governance practices by the Company;

**Article 19** – The Board Members must have full knowledge of all the Company's activities, be familiar with financial management and other areas of business administration, and have the necessary skills and experience to perform their duties.

**Article 20** – The Board Members will exercise the duties that the law and the Company's Bylaws bestow on them, always acting with the utmost independence in relation to those who have nominated them for the position. Once elected, the Board Members must act exclusively in the interests of the Company, meeting the requirements of the public good and its social and environmental responsibilities.

**Article 21** – The Board Members must report on business opportunities that they are aware of and that may be of interest to the Company.

**Article 22** – Directors are prohibited from benefiting from or advising third parties to benefit from opportunities of which they become aware by virtue of their position as managers of the Company, even when the Company has no interest or is unable to benefit from them; contacting clients or suppliers of the Company to benefit from any business offered to them or assessed by the Company; acquiring assets or exploring activities of which they had the opportunity to assess in their capacity as Company's Directors.

**Article 23** – The Board Member who considers himself/herself to be in a situation of conflict of interest with the Company that is not manageable, not specific or situational, that is, or is expected to be, permanent, must declare himself/herself impeded from remaining in the exercise of his/her function, if and when such situation is configured, resigning from his/her mandate. Under no circumstances may Board Members vote and/or intervene in matters in which they have or represent interests conflicting with those of the Company.

**Artigo 24º** – The Board members may request the Chair of the Board, for analysis, documents, information or additional clarifications on subjects on the agenda.

**Article 25** – Whenever requested by the Chair of the Board, Directors must return any documents obtained in their capacity as members of the Board, and may not retain any copies, records or notes thereon.

## **CHAPTER V ANNUAL AND EXTRAORDINARY MEETINGS**

**Article 26** – The Board will meet, ordinarily, bimonthly, and, extraordinarily, whenever called by its President or by any 2 (two) members of the Board or the Executive Board, respecting the following rules:

- (a) the meetings must be called by means that allow for proof of receipt, at least 3 (three) business days in advance, specifying the date, time, place where the meetings will start, and the agenda;
- (b) In emergency situations, meetings may be held without observing the above deadline, as long as all Board Members are unequivocally aware of it;
- (c) Meetings may be held, regardless of written summons, if all the acting Board Members are present or with the prior written consent of the absent Board Members;
- (d) meetings should preferably be held at the Company's headquarters;
- (e) meetings by means of teleconference or videoconference will be allowed, recording being allowed, and all those who attend will be considered present, and the Board Members who so wish may express their votes by any means on the dates on which such meetings are held;
- (f) all meetings of the Council will be secret and timeless; and
- (g) are considered confidential and strategic, for example, but not limited to, all matters concerning commercial information not disclosed to the public in general; ownership of technologies; information about commercial contracts, signed under confidentiality or not; strategic negotiations under analysis; information regarding products, markets, and prices; strategic business plans; and strategic management guidelines.

**Article 27** – The quorum to convene a meeting of the Board of Directors, on first convening, shall be an absolute majority of the sitting members of the Board, and on second convening, which shall be subject to a new communication pursuant to paragraph 1 of this article, shall be at least two (2) of the sitting members of the Board, subject to the provisions of the Shareholders' Agreements.

**Paragraph One** – Extraordinary meetings may be requested at the reasoned request of any of the Board members.

**Paragraph Two** – If the Chair of the Board, within fifteen (15) days, does not meet the Councilor's reasoned request to call an extraordinary meeting, remains inactive or silent, or is even impeded, the meeting may be called directly by at least two Councilors.

**Article 28** – The agenda of the ordinary meetings will follow an annual calendar, as to the programming of topics, and will be defined by the Chair of the Board in conjunction with the Chief Executive Officer, after hearing the other Board Members where appropriate.

**Paragraph One** – The Board Members who wish to include matters on the agendas of the meetings shall submit this purpose to the Chair of the Board, at least 8 (eight) working days in advance, providing information regarding the matters included, which, if accepted, will be forwarded to the other Board Members for their prior review.

**Paragraph Two** – During the meetings, topic additions may be proposed, which will then be submitted to the Board for acceptance.

**Paragraph Third** – Provided they are submitted to the Council for approval, any items may be removed from the agenda if they are not considered to be of an urgent nature, and those that are justified in terms of urgency may be included.

## **CHAPTER VI RESOLUTIONS AND DRAWING UP THE MINUTES**

**Article 29** – Subject to the provisions of the Shareholders' Agreement in effect, the Board's matters and deliberations shall be valid if they have the favorable vote of the majority of the members present, drawn up in minutes, registered in the Board Meeting Minutes Book and, whenever they contain deliberations intended to produce effects before third parties, their extracts will be filed and published in the competent Board of Trade, as well as those held by teleconference or videoconference.

**Sole Paragraph** – In the Council's deliberations, each member, including the Chair of the Council, will have one vote, and none of the Council members will have the casting vote in the event of a tie.

**Article 30** – The minutes will be clearly written, record all decisions made, persons present, dissenting votes and abstentions, responsibilities, and deadlines. They must also receive the manifestation of the Council Members present at the meeting and later transcribed in the Council Minutes Register book.

**Paragraph One** – The draft minutes of the meeting shall be sent by the Secretary to the other members of the Board no later than three (3) days after the meeting. From this date on, the Council members will have the same period of time to make their comments or to agree, it being understood as agreement with the proposed text if no manifestation is made within this period. At the end of the mentioned period, the Secretary must prepare the final version of the minutes for the Company to send to the Securities and Exchange Commission within 7 (seven) business days from its realization, when so required by law.

**Paragraph Two** – The votes cast by Board Members who participate remotely in the meeting shall also be recorded in the Board of Directors Minute Book, and shall be appended to it after their transcription, in case they have been the object of a written manifestation.

**Article 31** – The minutes of Board meetings that contain a resolution intended to produce effects before third parties must be published and filed with the public registry of commercial companies.

**Article 32** – Sessions shall be suspended or closed, when circumstances require, at the request of any Board member and with the approval of the Board.

**Sole Paragraph** – In the event of suspension of the session, the Chair of the Board shall set a date, time and place for its resumption, waiving the need to reconvene the Board members.

## **CHAPTER VII PERMANENT AND TEMPORARY COMMITTEES**

### **SECTION I COMPOSITION OF THE COMMITTEES AND ADVISORY BOARD**

**Article 33** – The Board of Directors, for its advisory purposes, will have 5 (five) Permanent Committees and 01 (one) Advisory Board:

- (a) Organic Acquisition and Expansion Committee;
- (b) Finances, Audit and Risk Committee;
- (c) Medical Committee;
- (d) Marketing and Business Development Committee;
- (e) Committee for Related Party Transactions; and
- (f) Medical and Innovations Advisory Board.

**Article 34** – The members of the Committees and Advisory Board will be elected by the Board with a unified term of two (2) years, coinciding with the Board's term.

**Article 35** – The Committees and Advisory Board will not be statutory and will not be deliberative.

**Article 36** – The Committees will preferably be composed of members of the Council. The Advisory Board will preferably be composed of the Company's founding partners.

**Article 37** – The Committees and the Advisory Board will have a Coordinator appointed by the Board.

**Paragraph One** – The Coordinator will have the following duties:

- (a) convening and coordinating the Committee/Advisory Board meetings, as well as inviting other participants to the meetings;
- (b) establish together with the CEO the agendas to be discussed in the meetings;
- (c) with contributions from the Chair of the Board and the Chief Executive Officer, prepare annually the work plan and the schedule of activities of the Committee/Advisory Board and submit it to the Board for approval;
- (d) represent the Committee/Advisory Board before the Council;
- (e) elaborate the Committee/Advisory Board's recommendation reports, and report to the Board, in the periodicity defined by it, on the work and activities developed.

**Paragraph Two** – In the event of the absence of the Coordinator from the meeting, the members present shall elect a substitute, who shall temporarily exercise all the responsibilities of the position of Coordinator.

**Article 38** – The Committees and Advisory Board will be supported by the Corporate Governance Secretariat, which will be responsible for:

- (a) prepare and formalize the minutes of the Committee/Advisory Board meetings, and make them available to its members;
- (b) forward the extract of the minutes to the Council members, whenever requested by the Coordinator;
- (c) to organize all Committee/Advisory Board documents;
- (d) keep the annual schedule of Committee/Advisory Board meetings updated.

## **SECTION II RESPONSIBILITIES OF THE COMMITTEES AND THE ADVISORY BOARD**

**Article 39** – Each of the Committees and the Advisory Board will have their powers and duties,

as well as their operating rules defined in their respective Internal Regulations to be approved by the Board of Directors.

## **CHAPTER VIII RELATIONSHIP WITH THE EXECUTIVE BOARD**

**Article 40** – The Board shall promote an open and reliable relationship with the Company's Executive Board.

**Article 41** – The Board may request the Executive Officers, without prejudice to calls for specific purposes, to make presentations on their respective areas of activity.

**Article 42** – The Council will supervise the management of the Executive Officers, and may examine books and papers, as well as request information about contracts they have entered into or are about to enter into, and any other acts they have performed.

**Paragraph One** – The authority to inspect shall be exercised on a collective basis, and all requests for information, including, without limitation, requests for documents, books, papers, presentations from Directors, and requests for information and clarifications addressed to the Group's Independent Auditors, shall be forwarded through the Chair of the Board, after a majority decision of the Board.

**Paragraph Second** – Notwithstanding the provisions of the previous paragraph, and except in the event of a conflict of interest, the Directors may, on their own, always in a reasonable and clearly justified manner, and with the exclusive objective of exercising their legal and statutory powers, request, through the Chair of the Board, the corporate documents and any information they deem necessary for the regular development of the Board's activities.

## **CHAPTER IX RELATIONSHIP WITH THE FISCAL COUNCIL**

**Article 43** – The Board will meet periodically with the Fiscal Council, when the latter is installed, meeting the legal requirements for its constitution and operation.

**Article 44** – The Chair of the Board will forward the generations of clarifications and information requested by the Fiscal Council, related to its supervisory function.

## **CHAPTER X FINAL AND TEMPORARY REGULATIONS**

**Article 45** – This Internal Regulation may only be altered by a resolution of the Board, due to changes in the pertinent legislation, in the Bylaws, in the regulatory frameworks of the capital market, or in the Company's corporate governance system.

**Article 46** – The omissions of these Regulations, eventual doubts of interpretation, and changes to its provisions will be decided at a Board meeting.

**Article 47** – These Regulations will become effective on the date of their approval by the Board, revoking any rules or procedures to the contrary, and will be filed at the Company's headquarters.

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