

**FLEURY S.A.**  
Publicly-held Corporation  
CNPJ No. 60.840.055/0001-31  
NIRE 35.300.197.534

**MINUTES OF THE MEETING OF THE BOARD OF  
DIRECTORS HELD ON MARCH 30, 2022**

1. **Date, time and place:** Meeting held on March 30, 2022, at 10:00 a.m., at the headquarters of Fleury S.A. ("Company"), in the City of São Paulo, State of São Paulo, at Av. General Valdomiro de Lima, 508, Jabaquara.
2. **Call and Attendance:** Call was waived, pursuant to the provisions set forth in Paragraph One, of Article 15, of the Company's Bylaws, due to the attendance of all members of the Board of Directors, by videoconference, according to article 15, paragraph three, of the Company's Bylaws namely: (i) Mr. Marcio Pinheiro Mendes; (ii) Mr. Fernando Lopes Alberto; (iii) Mr. Rui Monteiro de Barros Maciel; (iv) Mr. Luiz Carlos Trabuco Cappi; (v) Mr. Samuel Monteiro dos Santos Junior; (vi) Mr. Ivan Luiz Gontijo Junior; (vii) Ms. Andréa Cristina de Lima Rolim; (viii) Ms. Rachel Ribeiro Horta; (ix) Mr. João Roberto Gonçalves Teixeira; and (x) Mr. Raul Calfat.
3. **Chairman:** The meeting was chaired by Marcio Pinheiro Mendes and Fernando Aguiar Camargo served as secretary.
4. **Agenda:** The members of the Company's Board of Directors met to consider, discuss and vote on the following agenda:
  - (i) Recommendation for approval by the Company's shareholders scheduled to meet at the Ordinary and Extraordinary General Meeting to be held on April 29, 2022 ("AGOE"), of the Management Report and Financial Statements, together with the opinion of the independent auditors and of the Audit Committee, relating to the fiscal year ended on December 31, 2021;
  - (ii) Recommendation for approval by the Company's shareholders scheduled to meet at the AGOE of the proposed capital budget for the fiscal year ending on December 31, 2022;
  - (iii) Recommendation for approval by the Company's shareholders scheduled to meet at the AGOE of the proposed global remuneration of the management for the 2022 fiscal year;
  - (iv) Recommendation for approval by the Company's shareholders scheduled to meet at the AGOE of the proposed acquisition by the Company of the shares

representing the entire corporate capital of (i) **Laboratório Marcelo Magalhães S.A.** (CNPJ/ME No. 11,696,937/0001-60); and (ii) **Marcelo Magalhães Diagnósticos S.A.** (CNPJ/ME No. 31.746.435/0001-03), in compliance with the provisions set forth in paragraph 1 of article 256 of Law No. 6,404/76;

- (v) Recommendation for approval by the Company's shareholders scheduled to meet at the AGOE of the proposed amendment of article 2 of the Company's Bylaws, to indicate that the Company's headquarters and jurisdiction will be the City of São Paulo, State of São Paulo, excluding the reference made in the Bylaws to the address;
- (vi) Recommendation for approval by the Company's shareholders scheduled to meet at the AGOE of the proposed amendment of article 3 of the Company's Bylaws, to provide a detailed description of the activities included in its corporate purpose;
- (vii) Recommendation for approval by the Company's shareholders scheduled to meet at the AGOE of the proposed amendment of article 6 of the Company's Bylaws, to adjust the value and method of indication of the Company's authorized capital;
- (viii) Recommendation for approval by the Company's shareholders scheduled to meet at the AGOE of the proposed amendment of item a) of article 18<sup>th</sup> of the Company's Bylaws, to formally include among the duties of the Board of Directors their and the Company's commitment to environmental, social and governance values;
- (ix) Recommendation for approval by the Company's shareholders scheduled to meet at the AGOE of the proposed updating of article 5 of the Company's Bylaws, in order to reflect the value of the corporate capital recorded at the Meeting of the Board of Directors held on August 2, 2021, as well as to restate the Bylaws, to reflect the amendments that may be approved; and
- (x) Calling upon the AGOE to vote on the issues listed in the Management's Proposal.

## **5. Resolutions:**

**5.1.** The members of the Board of Directors hereby decide, by unanimous vote and without reservation:

- (i) To recommend the approval, by the Company's shareholders scheduled to meet at the AGOE, of the Management Report and Financial Statements, together with the opinion of the independent auditors and of the Audit Committee, relating to the fiscal year ended on December 31, 2021;
- (ii) To recommend the approval, by the Company's shareholders, of the proposed capital budget for the fiscal year ending on December 31, 2022, in the amount of five hundred and three million, four hundred thousand reais (BRL 503,400,000.00) with the following origin:

Capital Budget Origins	
Profit withholding according to capital budget (article 196 of the Corporation Law)	R\$ 34,992,495.45
Cash generation from operating activities/third-party financing	R\$ 468,407,504.55

- (iii) To recommend the approval, by the Company's shareholders, of the proposed global remuneration of the management for the 2022 fiscal year in the amount of up to thirty-eight million, five hundred thousand reais (BRL 38,500,000.00), to be paid in relation to the fiscal year ending December 31, 2022;
- (iv) To recommend the approval, by the Company's shareholders, of the acquisition by the Company of the shares representing the entire corporate capital of (i) **Laboratório Marcelo Magalhães S.A.** (CNPJ/ME No. 11,696,937/0001-60); and (ii) **Marcelo Magalhães Diagnósticos S.A.** (CNPJ/ME No. 31.746.435/0001-03), in compliance with the provisions set forth in paragraph 1 of article 256 of Law No. 6,404/76;
- (v) To recommend the approval, by the Company's shareholders, of the proposed amendment of article 2 of the Company's Bylaws, to indicate that the Company's headquarters and jurisdiction will be the City of São Paulo, State of São Paulo, excluding the reference made in the Bylaws to the address;
- (vi) To recommend the approval, by the Company's shareholders, of the proposed amendment of article 3 of the Company's Bylaws, to provide a detailed description of the activities included in its corporate purpose, so that, if approved by the Company's shareholders at the AGOE, article 3 of the Bylaws will read as follows:

**“Article 3 – The corporate purpose of the Company is:**

I. Provision of auxiliary diagnostic support services (SAD) to private patients or through partner companies, insurance companies, medical and hospital assistance entities, other types of health care funding, including clinical analysis and vaccination, either directly or in a supplementary manner, through contracted laboratories, as well as other auxiliary diagnostic support services (SAD), exclusively through specialized medical companies, such as, for example, in the areas of a) cytology and pathological anatomy; b) diagnostic imaging and graphic methods; and c) nuclear medicine;

II. Provision of medical and outpatient services covering doctor appointments, both in person and online, outpatient procedures, outpatient procedures with resources for carrying out surgical procedures and supplementary exams and administering medication to private patients or through partner companies, insurance companies, medical-hospital assistance or other types of health care funding;

III. Development of activities related to: (a) tests on food and substances for the purpose of assessing risks to human beings; (b) import, for own use, of medical and hospital equipment, diagnostic kits and related items in general; (c) drafting, editing, publication and distribution of newspapers, books, magazines, periodicals and other written communication vehicles, intended for scientific dissemination or activities included in the Company's scope of action; (d) granting and administration of business franchising, including advertising and publicity funds, training and selection of manpower, definition of suppliers of equipment and research material, among others; (e) health care consultancy, advisory services, courses and lectures, as well as the provision of services to promote health care and the management of chronic diseases; (f) diagnostic and therapeutic supplementary services; (g) health care management training courses, both in person and online; (h) field services for the improvement of doctors, nurses and other professionals involved in the activities mentioned above, with the provision of means for research and scientific investigation; (i) business management consulting activities, relating to the health care sector only; (j) maintenance and repair of electromedical and electrotherapeutic devices and irradiation equipment; (k) outpatient health care activities involving the necessary resources to carry out supplementary exams; (l) clinical research activities relating to research and experimental development in physical and natural sciences, in the health care sector only; (m) scientific research and development and technology in the health care sector; (n) psychology and psychoanalysis services associated to health care providers; (o) services provided by nutritionists, associated to health care providers; (p) rehabilitation activities (including, but not limited to, physical therapy procedures, osteopathy, occupational therapy and fitness); (q) nursing activity, associated to health care providers; (r) material cleaning and sterilization activities; and (s) assisted human reproduction services.

IV. Provision of hospital care;

V. Provision of integrated patient care services through home medical and paramedical assistance and consulting activities to support health care management, relating to the health care sector only;

VI. Provision of services to third parties involving its own resources, represented by knowledge, techniques, equipment, machines and other means of carrying out its activities; and

VII. Participation in other business or non-business health care companies, as a partner, quotaholder or shareholder.

**Paragraph One** - The purpose of the activities pursued by the Company is to create suitable conditions for proper performance of health care services, research and studies, seeking to improve the scientific progress of medicine.”

- (vii) To recommend the approval, by the Company’s shareholders, of the proposed amendment of article 6 of the Company’s Bylaws, to adjust the value and method of indication of the Company’s authorized capital, so that, if approved by the Company’s shareholders at the AGOE, article 6 of the Bylaws will read as follows:

“**Article 6** – The Company is authorized to increase its corporate capital, regardless of any amendment to its bylaws, upon resolution of the Board of Directors, which will establish the conditions for subscription, payment and placement of shares to be issued, up to the limit of two billion reais (BRL 2,000,000,000.00).”

- (viii) To recommend the approval, by the Company’s shareholders, of the proposed amendment of item a) of article 18 of the Company’s Bylaws, to formally include among the duties of the Board of Directors their and the Company’s commitment to environmental, social and governance values, so that, if approved by the Company’s shareholders at the AGOE, article 18 of the Bylaws will read as follows:

“**Article 18 (...)**

a) to establish the general business orientation of the Company and its subsidiaries, always recognizing the ethical values adopted by the community where it operates, especially when it comes to respect for human rights and the environment.”

- (ix) To recommend the approval, by the Company’s shareholders, of the proposed updating of article 5 of the Company’s Bylaws, in order to reflect the value of the corporate capital recorded at the Meeting of the Board of Directors held on August 2, 2021, as well as to restate the Bylaws, to reflect the amendments that may be approved.

- (x) To approve the convening of the AGOE, to be held on April 29, 2022, at 11:00 a.m., to deliberate on the topics listed in the previous items and of the proposed destination of the results, as approved at the meeting held on March 17, 2022, the administration being authorized to take the measures for such convening, including the publication of the call notice and disclosure of the documents required by law.

5.2. The Board members unanimously decide to authorize the Company's Executive Office to perform all acts and sign all instruments relating to the resolutions taken above.

6. **Closing:** There being no further business to discuss or any other statement to be made, the Chairman declared this Meeting closed, and these minutes were drawn up, which, after being read and found to be in order, were signed by all those in attendance. Marcio Pinheiro Mendes, **Chairman**; Fernando Aguiar Camargo, Secretary. Board Members: Mr. Marcio Pinheiro Mendes; Mr. Fernando Lopes Alberto; Mr. Rui Monteiro de Barros Maciel; Mr. Luiz Carlos Trabuço Cappi; Mr. Samuel Monteiro dos Santos Junior; Mr. Ivan Luiz Gontijo Junior; Ms. Andréa Cristina de Lima Rolim; Ms. Rachel Ribeiro Horta; Mr. João Roberto Gonçalves Teixeira; and Mr. Raul Calfat.

*These minutes match the original drawn up in the proper book.*

São Paulo, March 30, 2022

Marcio Pinheiro Mendes  
Chairman

Fernando Aguiar Camargo  
Secretary