# INTERNAL REGULATIONS OF THE FISCAL COUNSIL OF NOTRE DAME INTERMÉDICA PARTICIPAÇÕES S.A.

## CHAPTER I
## OBJECTIVES AND MISSION

**Article 1:** The purpose of this Internal Regulation ("**Regulation**") is to establish the general rules relating to the operation, structure, organization, duties and responsibilities of the Fiscal Council of Notre Dame Intermédica Participações S.A.("**Company**"), subject to the provisions of its Bylaws and of Law No. 6,404, of December 15, 1976, as amended ("**Brazilian Corporations Law**").

**Article 2:** The Fiscal Council's mission is to survey the acts of the Company's management bodies and to inform the Company's management bodies and the General Meeting of the matters within its competence, exercising its duties in the exclusive interest of the Company.

## CHAPTER II
## COMPOSITION AND OPERATION

**Article 3:** The Company's Fiscal Council will not operate on a permanent basis and will be composed of three (3) effective members and three (3) alternate members, elected by the General Meeting, observing the requirements and impediments provided for in article 162 of the Brazilian Corporations Law.

**Paragraph 1:** The term of office of the members of the Company's Fiscal Council will correspond to the period between the General Meeting which elected them until the Annual General Meeting immediately thereafter, being the reelection of such members permitted.

**Paragraph 2:** The Fiscal Council will have a President elected by the vote of the majority of its effective members at the first meeting to be held after his/her election and will call and conduct the meetings.

**Paragraph 3:** The members of the Fiscal Council will take office by signing the term of investiture drawn up in the Fiscal Council's Minutes Book and a declaration of clearance made under the penalties of the law and in a specific instrument.

**Article 4:** In the event of resignation, death, impediment, disability or unjustified absence from two consecutive meetings, the effective member of the Fiscal Council will be replaced by his/her respective alternate.

**Sole Paragraph:** In the event of resignation or impediment of the alternate member of the Fiscal Council, the appointment of a new member of the Fiscal Council and its respective alternate shall be included at the appointment of the next General Meeting.

**Article 5:** In the event of absence of any member of the Fiscal Council at a given meeting, the Fiscal Council will be considered regularly valid if it has, at least, two other attending effective members. The absent member may, at his sole discretion, choose one of the remaining effective members to replace him. In this case, the member who is replacing the temporarily absent member will express the vote of the replaced member in addition to his own.

**Article 6:** The President of the Fiscal Council has the following duties

(i) call and preside over the meetings of the Fiscal Council, informing the members of the Fiscal Council the agenda of the matters, under the terms of this Regulation;

(ii) organize and coordinate, with the collaboration of the secretary, the agenda of the meetings, keeping the discussion organized, as well as resolving possible issues that may arise during the meetings;

(iii) verify the votes and proclaim the results;

(iv) request books, documents or information necessary to perform the Fiscal Council's duties;

(v) forward the decisions of the Fiscal Council to whomever is entitled;

(vi) authorize, at meetings, the attendance of persons who, by themselves or by the entities they represent, may provide relevant clarifications on the matters in question;

(vii) represent the Fiscal Council in all necessary acts; and

(viii) ensure compliance with these Regulation and other legal or regulatory provisions of the operation of the Fiscal Council.

**Article 7:** The Fiscal Council will have a secretary who will necessarily be employed by the Company. The secretary shall register the work and advise the members of the Fiscal Council and will have the following attributions, notwithstanding others that may be conferred upon him/her as necessary:

(i) monitor the work, informing the President of the Fiscal Council on the activities' development;

(ii) provide the complete logistics for the meetings;

(iii) forward the relevant matters in a timely manner;

(iv) formally record the meetings;

(v) internally file all the minutes of the Fiscal Council's meetings and all the documentation that supports such meetings;

(vi) forward the minutes and opinions of the Fiscal Council to the Company's management; and

(vii) support the Fiscal Council in any necessary way to comply with the provisions of this Regulation and the applicable legislation.

## CHAPTER III
## FISCAL COUNCIL MEETINGS

**Article 8:** The Fiscal Council will meet, ordinarily, once every quarter and, extraordinarily, whenever necessary.

**Sole Paragraph:** The Fiscal Council meetings will be called by the President of the Fiscal Council or, in his/her absence or impediment, by any of the effective members of the Fiscal Council.

**Article 9:** The Fiscal Council meetings will be called as follows:

(i) at least five (5) business days prior to the date of each meeting, and, if the meeting is not held, a new call shall be sent at least two (2) business days before the new meeting date;

(ii) in writing, via email or letter with notice of receipt to the address or email address previously indicated by each member of the Fiscal Council for such purpose; and

(iii) with information regarding the place, date, time and agenda of the meeting.

**Article 10:** The attendance of all members of the Fiscal Council will allow the meetings of the Fiscal Council to be held regardless of call notice or other formalities provided for in article 9 of these Regulation.

**Article 11:** The Fiscal Council's resolutions shall be taken by the favorable vote of the majority of its attending members.

**Paragraph 1:** The members of the Fiscal Council may participate in the meetings of the Fiscal Council through videoconference, teleconference or any other similar digital media that allows the identification of the member of the Fiscal Council and simultaneous communication with the other attending members.

**Paragraph 2:** Members of the Fiscal Council who are unable to attend the meeting by any of the abovementioned means may be represented at the meeting by another effective member of the Fiscal Council, provided that they indicate in writing another member of the Fiscal Council to replace him/her, or send his/her vote in writing to the President of the Fiscal Council, via registered letter, email or letter delivered by hand. The substitute shall sign the minutes of the meeting on behalf of the not physically attending member.

**Article 12:** The President of the Fiscal Council, on his/her own initiative or at the request of any member of the Fiscal Council, may call officers, members of the Board of Directors and internal and external employees of the Company to attend the meetings of the Fiscal Council and provide clarifications or information on the matters under consideration.

**Article 13:** All resolutions of the Fiscal Council shall be included in the minutes drawn up in the respective Book of Minutes of the Fiscal Council, which must be signed by all members attending the respective meeting.

## CHAPTER IV
## DUTIES, OBLIGATIONS AND RESPONSABILITIES

**Article 14:** The duties conferred by law to the members of the Fiscal Council are indeclinable, with them being liable for their non-compliance. Notwithstanding the duties provided by law and in the Company's Bylaws, the Fiscal Council is responsible for:

(i) surveying the managers’ acts and verifying compliance with their legal and statutory duties;

(ii) giving an opinion on the management's annual report, stating complementary information deemed necessary or useful for the resolution of the General Meeting in their report;

(iii) giving an opinion on the management’s proposals to be submitted to the General Meeting regarding amendments to the capital stock, issuance of debentures or

subscription bonuses, investment plans or capital budgets, distribution of dividends, transformation, incorporation, merger or split;

(iv) reporting discovered errors, frauds or crimes to the management and, should they not take the necessary measures to protect the interests of the Company, to the General Meeting, and suggest useful measures to be taken by the Company;

(v) calling the Annual General Meeting, should the management delay such call for more than one (1) month, and the Extraordinary General Meeting, whenever there are serious or urgent reasons, including the matters deemed necessary in the Meetings' agenda;

(vi) analyzing, at least quarterly, the balance sheet and other financial statements periodically drafted by the Company;

(vii) examining the financial statements for the fiscal year and give an opinion on them; and

(viii) exercising other attributions related to their supervisory power, pursuant to the applicable legislation.

**Paragraph 1°:** At least one of the members of the Fiscal Council shall attend the Board of Directors' meetings deliberating on the matters they should give their opinion on, as well as the General Meetings to answer any shareholders' information requests.

**Paragraph 2°:** At the request of any of its members, the Fiscal Council may ask the independent auditors for clarifications or information deemed necessary to determine specific facts.

**Paragraph 3°:** At the request of any of its members to the management, the Fiscal Council may request clarification or information related to its supervisory function, as well as the preparation of special financial or accounting statements.

**Paragraph 4°:** The members of the Fiscal Council will have access to all documents and information that they deem necessary for the exercise of their powers listed in this article 14, including those related to companies controlled by the Company, by means of a written request to the Company, addressed to the Chief Executive Officer.

**Paragraph 5°:** The Fiscal Council shall provide the shareholder or group of shareholders that represent at least 5% (five percent) of the capital stock with information on matters within its competence, whenever requested, respecting aspects related to the confidentiality of certain matters.

**Article 15:** The duties of the Fiscal Council pursuant to the applicable legislation and regulation, as well as this Regulation, shall be performed in a collegiate manner. However, each member of the Fiscal Council is responsible for:

(i) attending collegiate meetings;

(ii) examining the attributed matters and issuing opinions on them;

(iii) taking part in the discussions and voting, asking for views of the matter during the discussions and before the voting, if deemed necessary;

(iv) requesting information considered essential to the performance of their duties to the management bodies;

(v) attending the management meetings pursuant to paragraph 1 of article 14 of these Regulation, or when invited;

(vi) communicating the impossibility of attending a meeting to the President of the Fiscal Council with at least two (2) business days in advance, for the purpose of eventual indication of another effective member of the Fiscal Council to represent him/her; and

(vii) fulfilling other legal duties, inherent to the position of member of the Fiscal Council.

**Article 16:** The members of the Fiscal Council have the same duties as managers in the exercise of their terms, in accordance with applicable legislation, and shall:

(i) exercise their duties in the exclusive interest of the Company, having satisfied the requirements of the public good and the social duty of the Company;

(ii) loyally serve the Company and other controlled and affiliated companies, and maintain their business confidential;

(iii) maintain information not yet disclosed to the market obtained due to its position confidential; and

(iv) reserve and maintain its agenda available in order to meet the calls for Fiscal Council's meetings, based on the previously disclosed calendar.

**Article 17:** The members of the Fiscal Council shall be liable for damages resulting from failure to comply with their duties and acts performed with guilt or intent.

**Article 18:** The member of the Fiscal Council shall not be liable for unlawful acts of other members, unless he/she was complicit or if he/she participated in the act.

**Article 19:** The members of the Fiscal Council are joint and severally liable for failure to fulfill their duties. However, the dissenting member who states his/her disagreement in the minutes of the Fiscal Council meeting and communicates the management and the General Meeting shall be exempted.

**Article 20:** In compliance with the Material Act or Fact Disclosure Policy and the Securities Trading Policy, the members of the Fiscal Council shall inform the ownership and trading with securities issued by the Company, its controlling shareholder or its subsidiaries, or with securities referenced in such shares, to the Company's Investor Relations Officer, within up to three (3) days after the completion of each transaction and observe all CVM rules accordingly.

**Sole Paragraph:** The members of the Fiscal Council shall also inform the securities issued by the Company that are held by their spouse from whom they are not legally separated, partners, any dependent person included in their annual income tax return and entities controlled by them directly or indirectly.

## CHAPTER V
## HIRING OF EXTERNAL CONSULTANTS

**Article 21:** In order to better analyze and evaluate relevant issues, the Fiscal Council may request the hiring of specialists, consultants or lawyers, with the purpose of issuing opinions to support their decision-making process.

**Sole Paragraph:** When hiring specialists, consultants or lawyers, the following shall be noted:

(a) the hiring process must be subject to the Company's hiring rules; and

(b) the limits of reasonableness and probity when ordering such expenses shall be observed and they shall be compatible with similar services hired by the Company.

## CHAPTER VI
## PROHIBITIONS

**Article 22:** The members of the Fiscal Council shall observe the provisions of the Material Act or Fact Disclosure Policy and the Securities Trading Policy. Pursuant to the terms of CVM Rule No. 358, of January 3, 2002, and of the Securities Trading Policy, members of the Fiscal Council are prohibited from participating, directly or indirectly, in trading with securities issued by the Company or referenced in them:

(i) before the disclosure to the market of a material act or fact that occurred in the Company's business;

(ii) in the period of fifteen (15) days prior to the disclosure of the Company's quarterly and annual information;

(iii) whenever there is an intention to carry out an incorporation, total or partial spin-off, merger, transformation or corporate reorganization of the Company; and

(iv) whenever the acquisition or disposal of shares issued by the Company, its subsidiaries, affiliates or other company under common control is in progress, or if an option or mandate has been granted for the same purpose.

**Article 23:** The members of the Fiscal Council are prohibited to:

(i) using privileged information to obtain an advantage for themselves or for others;

(ii) participating directly or indirectly in the management of companies competing with the Company or its subsidiaries;

(iii) taking out loans or resources from the Company and using its assets for their own benefit;

(iv) using the commercial opportunities of which he/she is aware due to his/her position for his/her own benefit or for the benefit of others, with or without prejudice to the Company and its subsidiaries or affiliates;

(v) receiving any undue or disproportionate advantage due to its position;

(vi) acquiring an asset or right that the Company needs or that it intends to acquire, in order to resell it with profit; and

(vii) omitting its duties and the protection of the rights of the Company, its subsidiaries and affiliates.

## CHAPTER VII
## REMUNERATION

**Article 24:** The remuneration of the members of the Fiscal Council shall be fixed annually by the General Meeting that elects them, in compliance with article 162, paragraph 3, of the Brazilian Corporations Law.

**Article 25:** The effective or alternate members of the Fiscal Council's travel and accommodation expenses necessary for their meeting attendance or for the performance of their duties may be reimbursed by the Company, upon presentation of proof of expenses.

## CHAPTER VIII
## BUDGET

**Article 26:** Annually, at the first meeting called after the election of its members, the Fiscal Council shall prepare the budget for the upcoming year in order to ensure the necessary resources for the fulfillment of its legal and statutory duties.

## CHAPTER IX
## CONFLICT OF INTEREST

**Article 27:** In the event of a conflict of interest or particular interest of one of the members of the Fiscal Council in relation to a matter to be decided, it is the duty of such member to communicate this fact to the other members in a timely manner.

> **Paragraph 1:** As soon as the conflict of interest or particular benefit is identified, the person involved shall withdraw from discussions and resolutions, and shall temporarily withdraw from the meeting until the matter is concluded.
>
> **Paragraph 2:** The communication of a situation of conflict of interest or particular benefit as described above and the applicability of the provisions of paragraph 1 above shall be included in the minutes of the meeting.

## CHAPTER X
## MISCELLANEAUS

**Article 28:** Omitted cases will be resolved in meetings of the Fiscal Council, in accordance with the applicable legislation and the Bylaws.

**Article 29:** These Regulation may be amended at any time, by resolution of the majority of the members of the Fiscal Council.

**Article 30:** The Company's Code of Conduct is applicable to the members of the Company's Fiscal Council.

**Article 31:** These Regulation shall become effective on the date of their approval by the Fiscal Council and will remain in force for an indefinite term.

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