

Hypera Pharma S.A. Compensation Policy – Board of Directors, Committees & Councils

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EXECUTIVE SUMMARY

This Compensation Policy for the Executive Board, Board of Directors, Committees and Fiscal Council of Hypera S.A. ("Policy" and "Company" or "Hypera," respectively) has been essentially prepared under: (i) the LSA; (ii) B3's Novo Mercado Regulations; (iii) ICVM 480; (iv) Hypera's Bylaws, as approved by the Company's Annual and Special Shareholders' Meeting of April 26, 2021 ("Hypera Bylaws"); and (v) Hypera's Code of Ethical Conduct ("Code").

1. PURPOSE

1.1. The main purpose of this policy is to ensure that the compensation practice is in compliance with the applicable laws and regulations based on: (i) the responsibilities of members of the Company's Board of Directors, Committees, Executive Board and Fiscal Council, considering the different positions they hold and the roles they play; (ii) the time devoted by each member of the bodies set forth in item (i) above to their job; (iii) the skills and professional reputation of each member, considering their experience and qualifications; and (iv) the value of services provided by each professional in the marketplace.

1.2. For the purposes of application of this policy, the concept of compensation takes into consideration the provisions of CPC Technical Statement No. 10 (R1) and CMN/SNC/SEP Circular Letter No. 1/2005, potentially comprising equity instruments for consideration and for trading.

2. DEFINITIONS/ACRONYMS

2.1. Where used in this Policy, the capitalized terms and expressions listed below will have the following meanings, with terms defined in singular form to have the same meanings when used in the plural form and vice versa.

"Shares" means common shares issued by the Company.

"Management" means the Company's Statutory Executive Officers and the incumbent and alternate members of its Board of Directors.

"B3" means B3 S.A. – Brasil, Bolsa, Balcão.

"Personnel" means the employees and non-statutory executive officers at Hypera.

"Committees" means the statutory and non-statutory advisory committees to the Board of Directors and work groups with specified objectives.

"Company" or **"Hypera"** has the meaning set forth in the Introduction to this Policy.

"Fiscal Council Members" means the incumbent and alternate members of the Company's Fiscal Council, where appointed, to be elected by resolution of the Company's Shareholders' Meeting.

“**CVM**” means the Brazilian Securities Commission.

“**Chief Investor Relations Officer**” means the Company’s officer in charge of providing information to the investor community, the CVM and Market Entities and of updating the Company’s publicly-held company registration with the CVM.

“**Chief People & Management Officer**” means the Company’s officer in charge of the policies related to Officers and Employees, including, but not limited to, any compensation, performance and benefit policies.

“**Market Entities**” means the set of stock exchanges and/or organized over-the-counter market entities on which the Securities are or may be admitted for trading, as well as any of their counterparties in other countries.

“**LSA**” means Law No. 6.404, dated December 15, 1976, as amended.

“**ICVM 480**” means CVM Normative Instruction No. 480, dated December 7, 2009, as amended.

“**Matching-Basis Share Concession Plan**” means (i) the Matching-Basis Share Concession Plan for the Year 2017, as approved by the Company on April 19, 2017, (ii) the Matching-Basis Share Concession Plan for the Years 2018 and 2019, as approved on April 19, 2018, and (iii) the Matching-Basis Share Concession Plan for the Years 2020 to 2025, as approved on April 22, 2020, all as amended, as well as all other matching-basis share concession plans approved by the Company under this Policy.

“**Share-Based Compensation Plan**” means the “Stock Option Plans” approved by the Company on December 29, 2008 (Plan II) and October 10, 2011 (Plan III), as amended, as well as all other share-based compensation plans approved by the Company under this Policy.

“**Plans**” means (i) the Share-Based Compensation Plan, (ii) the “Restricted Share Granting Plan” approved by the Company on April 14, 2016, and (iii) the Matching-Basis Share Concession Plan, all as amended, as well as all other compensation plans, whether based on matching-basis share concession plans or share-based compensation plans, approved by the Company under this Policy.

“**Policy**” has the meaning set forth in the Introduction to this Policy.

“**Programs**” means (i) the “Stock Option Programs for Shares Issued by the Company” approved by the Company on December 29, 2008 (*2008 Program*), December 17, 2009 (*2009 Program*), August 6, 2010 (*2010 Program*), February 2, 2011 (*2011 Program*), December 26, 2011 (*2011- A Program*), May 3, 2013 (*2013 Program*), February 21, 2014 (*2014 Program*), December 30, 2014 (*2014-A Program*), and April 11, 2017 (*2017 Program*), all as amended, as well as any such other programs as may be approved from time to time, (ii) the “Restricted Share Programs” approved by the Company on December 29, 2017 and February 21, 2019 (*2019-A Program*), April 26, 2019 (*2019-B Program*) and July 24, 2020 (*2020 Program*), and (iii) the “Matching Programs” approved by the Company on February 23, 2018 (*2017 Matching Program*), February 21, 2019 (*2018/2019 Marching Program*) and March 23, 2021 (*2020/2025 Matching Program*), all as amended, as well as all other stock option programs approved by the Company under this Policy and the Plans.

“**Novo Mercado Regulations**” means the Listing Regulations for the Novo Mercado Segment of B3 S.A. – Brasil, Bolsa, Balcão, dated October 3, 2017.

“**Subsidiaries**” means any companies in which the Company directly or indirectly holds shareholder rights permanently ensuring it has a majority of votes on any resolutions of shareholder meetings and the power to elect a majority of their management.

3. APPLICABILITY

3.1. This Policy applies to the Company and the Subsidiaries and is to be observed by (i) the Company’s and the Subsidiaries’ shareholders and (ii) the Companies’ and the Subsidiaries’ Management.

4. RESPONSIBILITIES

SUBSECTION I – COMPENSATION COMMITTEE

4.1. The Company’s Compensation Committee assists the Board of Directors with matters related to the Management compensation and has the following duties:

- (i) to review and discuss Management compensation policy and guidelines based on the Company’s targets, goals and performance;
- (ii) to review and discuss the overall and individual compensation, award, bonus, reward and profit-sharing practices, as well as stock option and private pension plans;

(iii) to recommend forms to stimulate and recognize performance, seeking motivation and continuous corporate improvement; and

(iv) to annually review and resize the guidelines of this Policy.

5. GENERAL CONSIDERATIONS

5.1. The compensation amounts paid by the Company to its Management are in line with the market median and are annually reassessed by renowned specialized advisory firms that consider all compensation components and ensure any adjustments are made as necessary.

5.2. The Compensation Committee is responsible for stipulating the bases for annual adjustments to Management compensation, and the Board of Directors is responsible for approving such adjustments, subject to the limit set by the shareholders at the Company's Annual Shareholders' Meeting.

5.3. Any profit-sharing payments by the Company will be made over the 12-month period subsequent to the close of the applicable fiscal year.

5.4. Any or all of the Company's Management may be assigned, at the discretion of the Board of Directors' or the Compensation Committee, post-employment benefits that may include, but will not be limited to: (i) pension benefits; (ii) life annuity benefits; (iii) personal insurance; and (d) health care plans.

5.5. Benefits from cessation of office to Managers elected at the discretion of the Board of Directors' or the Compensation Committee under section **5.4** above may be assigned in cases deemed exceptional, also at the discretion of the same bodies.

6. GUIDELINES

SUBSECTION I – COMPENSATION POLICY GENERAL PRINCIPLES

6.1. This Policy is intended to:

(i) bring about an alignment between the compensation practices for members of the Company's Board of Directors, Committees, Executive board and Fiscal Council and the Company's interests, to that any decisions made are the best possible, seeking to create value to its shareholders;

(ii) properly compensate the Company's personnel for their skills and responsibilities by adopting compensation practices focused on individual and collective values; and

(iii) ensure compensation practices are related to goals aimed at valuing the Company and do not encourage any behaviors that would increase its risk exposure beyond the levels deemed safe in the short, medium and long-term strategies in place.

SUBSECTION II – PLANS

6.2. The Company's Share-Based Compensation Plans, in accordance with CPC Technical Statements No. 10 (R1) and CVM/SNC/SEP Circular Letter No. 1/2005, potentially comprising equity instruments for consideration and for trading, require approval by the shareholders at the Company's Shareholders' Meeting, upon which approval the Company's Board of Directors will be responsible for managing such plans.

6.2.1. Under the Company's Plans, the Board of Directors may periodically adopt the Programs, which will set forth the bases for granting and the relevant beneficiaries, with the outstanding Shares subject to the shareholding percentages set forth in the applicable regulations.

6.2.2. Stock options are granted to reward performance levels that exceed ordinary expectations and, at the same time, to foster commitment to corporate targets, with the interests of Management, the Company and the shareholders aligned by benefits based on the performance of the Company's shares.

SUBSECTION III – COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS

6.3. The members of Hypera's Board of Directors are entitled to a symbolic fixed compensation (there is no variable compensation), and there will be no distinction whatsoever among such members.

6.3.1. Such compensation is annually adjusted by the same salary adjustment index as determined on the base date of the collective bargaining agreement with the relevant unit. It is agreed that the incumbent members of the Board of Directors are only to be entitled to such fixed compensation as will reflect the recognition given for their role of supervising and directing the Company's business, but they will not be involved in the conduct of such business.

6.3.2. The compensation of members of the Company's Board of Directors is set as proposed by the Compensation Committee and approved by the Company's shareholders convened at the Annual Shareholders' Meeting.

6.3.3. Alternate members of the Board of Directors are not entitled to any compensation other than for attending meetings, if at all.

SUBSECTION IV – COMPENSATION OF COMMITTEE MEMBERS

6.4. The members of the Company's Ethics and Strategy and Management Committees are not entitled to any specific compensation for attending meetings of such committees.

6.4.1. The members of the Statutory Audit Committee will be paid compensation as determined by the members of the Company's Board of Directors, and the assessment criteria for such compensation will be their responsibilities, the time devoted to their jobs, their skills, their professional reputation, and market value of their services, as set forth in the Company's Bylaws.

SUBSECTION V – COMPENSATION OF STATUTORY AND NON-STATUTORY EXECUTIVE BOARD MEMBERS

6.5. The compensation of members of the Company's Executive Board may consist of the following compensation types:

6.5.1. Fixed Compensation. Fixed compensation consists of a base salary set according to the position held by each professional, how representative it is, and amounts consistent with market levels based on annual salary surveys, always considering the skills, knowledge and competencies of each professional, and the technical requirements for each position. In addition to their compensation, the members of the Company's Executive Board are entitled to various benefits, including, but not limited to, life insurance, health care and dental care.

6.5.2. Profit-Sharing Program. The purpose of the Profit Sharing Program is to boost the integration between capital and labor in terms of the work done by each of the Company's senior executives, as set forth in article 7, item XI, of the Federal Constitution and Law No. 10.101, dated December 19, 2000, as amended, whereby eligible executives can receive a payment unrelated to their salaries and conditional upon their meeting pre-determined targets agreed upon by the executives and the Company.

6.5.3. Performance Bonus. The performance bonus may be a way of compensating members of the Executive Board in the form of assets, services, shares or cash payments if their performance exceeds ordinary expectations concerning the conduct of their activities, as set forth in article 457, paragraph four, of the Brazilian Consolidated Labor Laws.

6.5.4. Short-Term Variable Compensation (ICP). This compensation consists of a share in the Company's profits whereby we seek to encourage the Company's senior executives to improve our management and remain in their positions by allowing them to earn bonuses by delivering on the targets annually agreed upon.

6.5.5. Long-Term Variable Compensation (ILP). This type of compensation is based on shares issued by the Company (Restricted Shares, Stock Options, etc.) whereby we seek to encourage the Company's senior executives to improve our management and remain in their positions by allowing them to earn bonuses for their commitment to long-term results.

SUBSECTION VI – COMPENSATION OF FISCAL COUNCIL MEMBERS

6.6. The monthly compensation of incumbent members of the Company's Fiscal Council is entirely fixed, as determined by the Company's Annual Shareholders' Meeting, and is to be no less than 10% of that which, on average, is attributed to each officer for the Company's relevant fiscal year, net of benefits, representation fees and profit-sharing payments, as set forth in article 162, § 3, of the LSA.

6.6.1. The main purposes of such compensation is to maintain a balance relative to general market practices.

SUBSECTION VII – AMENDMENT TO THE COMPENSATION POLICY

6.7. This Policy will be annually reviewed by the members of the Board of Directors, together with the members of the Compensation Committee, based on the Company's targets, goals and performance.

6.7.1. By resolution of the Board of Directors, the Company's Policy may be amended in the following situations:

(i) where expressly ordered to so by the CVM;

(ii) following any change in applicable legal and regulatory requirements to implement any adjustments that may be needed; and/or

(iii) if the Board of Directors, in the annual process of assessing the efficiency of procedures in place, finds that amendments are required.

6.7.2. Notice of any amendment to this Policy shall be given to the CVM and Market Entities by the Chief Investor Relations Officer, as required by the applicable regulations.

SUBSECTION VIII – APPROVAL AND EFFECTIVENESS

6.8. This Policy takes effect as of the date of approval by the Company's Board of Directors and can be viewed on the Company's investor relations website (<https://ri.hypera.com.br/>) and on the CVM's website (<http://www.cvm.gov.br/>).

7. EXHIBITS

7.1. There are no exhibits to this Policy.

8. OMISSIONS

8.1.1. All matters not provided for in this Policy, the Corporate Documents and/or the Company's other policies will be referred to the Company's Board of Directors for assessment.