

**HYPERA S.A.**

*A Publicly-Held Corporation*

Corporate Taxpayer ID (CNPJ) No. 02,932,074/0001-91

Company Registry (NIRE) 35,300,353,251

CVM Code No. 21,431

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

**HELD ON FEBRUARY 26<sup>TH</sup>, 2021**

1. **DATE, TIME AND PLACE:** Meeting held on February 26<sup>th</sup>, 2021, at 11:00 a.m., at the administrative offices of Hypera S.A. ("Company"), located at Avenida Magalhães de Castro, 4,800, 24<sup>th</sup> floor, Suite 241, Edifício Continental Tower, Cidade Jardim, Zip Code 05676-120, in the City of São Paulo, State of São Paulo.
2. **CALL AND ATTENDANCE:** Formal call notice is hereby waived on account of the attendance of all members of the Company's Board of Directors, by conference call, Messrs. Alvaro Stainfeld Link, Bernardo Malpica Hernandez, Breno Toledo Pires de Oliveira, David Coury Neto, Esteban Malpica Fomperosa, Flair José Carrilho, Hugo Barreto Sodr  Leal, Maria Carolina Ferreira Lacerda and Luciana Cavalheiro Fleischer Alves de Queiroz.
3. **MEETING BOARD:** Mr. Alvaro Stainfeld Link acted as Chairman of the Meeting and invited myself, Gabriela Elian, to act as Secretary.
4. **AGENDA:** Analyze and discuss about the (a) technical feasibility study ("Feasibility Study") and impairment test; (b) Company's financial statements; (c) proposed allocation of the Company's net profit; (d) program of acquisition of common, nominative, book-entry and with no par value shares issued by the Company; (e) ratification of the warranties granted by the Company in the benefit of its subsidiary Bionovis S.A. – Companhia Brasileira de Biotecnologia Farmac utica (Corporate Taxpayer ID (CNPJ) No. 12,320,079/0001-17) ("Bionovis"); (f) the Restricted Shares Granting Program for the year of 2021 ("Program 2021") and (g) authorization to the Company's Officers to perform all the necessary acts to achieve the resolutions above mentioned, if approved.
5. **RESOLUTIONS:** Having the meeting been duly convened, after discussion of the matters, by unanimous vote and with no restrictions whatsoever, the Members of the Board of Directors resolved the following:

**(a) Technical Feasibility Study and Impairment Test**

(a.i) To approve the Feasibility Study supporting the expected generation of future tax profits submitted to the attending directors, which shall be filed at the Company's registered offices.

(a.ii) To state for the record that the Feasibility Study is based upon the projected results of the Company for the following ten (10) years.

(a.iii) To approve the impairment test of intangible assets, pursuant to the Feasibility Study submitted to the attending directors, which shall be filed at the Company's registered offices.

**(b) Financial Statements of the Company**

(b.i) To approve and authorize the publication of the Company's Financial Statements, their respective explanatory notes, the Annual Management Report and further statements referred to the fiscal year ended on December 31, 2020, considering, inclusively, the independent auditor's opinion issued by PricewaterhouseCoopers Auditores Independentes ("PwC"), the Fiscal Council's Report and the Annual Report of the Statutory Audit Committee, for further appreciation of the Company's shareholders at the Extraordinary and Ordinary General Shareholders' Meeting to be duly convened.

**(c) Proposed allocation of the Company's net profit**

(c.i) To approve the management proposal contained in the Company's Financial Statements and other documents mentioned in item (b) above, for the allocation of the Company's net profit for the fiscal year ended in December 31, 2020, in the amount of one billion, two hundred and ninety-five million, one hundred and fifteen thousand, seven hundred and fifty *Reais* and eighty-four cents (R\$ 1,295,115,750.84), and approve its referral to the Company's Extraordinary and Ordinary General Shareholders' Meeting to be duly convened.

**(d) Program of acquisition of nominative book-entry common shares issued by the Company with no par value**

(d.i) To approve the acquisition, either by a single transaction or by a series of transactions, of up to four million and two hundred and thousand (4,200,000) nominative, book-entry,

common shares issued by the Company with no par value, without a Company's corporate capital reduction, to be held in treasury, canceled and/or subsequently sold, especially under the share-based compensation plans of the Company's officers and executives, in accordance with article 23(m) of the Bylaws, with paragraph 1st of article 30 of Law 6,404/76 dated as of December 15, 1976, as amended ("Brazilian Corporations Law") and with Instruction No. 567 of the Brazilian Securities and Exchange Commission ("CVM"), dated as of September 17, 2015 ("ICVM 567/15"), in accordance with Exhibit I.

**(e) Ratification of the warranties granted by the Company in the benefit of Bionovis**

(e.i) To ratify the grant of warranties by the Company, in the position of guarantor, corresponding to twenty-five per cent (25%) of the debit, in the benefit of Bionovis, in the following financial agreements:

Bank	Type of the Guarantee	Number of the Agreement	Total Amount of the Agreement
Itaú Unibanco S.A.	Guarantee ( <i>Aval</i> )	100120110017400	R\$ 130,000,000.00
Itaú Unibanco S.A.	Guarantee ( <i>Aval</i> )	101120080003800	R\$ 75,000,000.00
Itaú Unibanco S.A.	Guarantee ( <i>Aval</i> )	101120030008900	R\$ 50,000,000.00

**(f) Restricted Shares Granting Program**

(f.i) To approve the Program 2021, pursuant to the Restricted Shares Granting Plan, approved in the Shareholders' General Extraordinary Meeting held on April 14, 2016, whose amendments were approved on April 19, 2018 and April 14, 2019 ("Plan"), pursuant to the terms of Exhibit II to these minutes.

(f.ii) Approve the granting of up to one million (1,000,000) shares to the Beneficiaries indicated by the Board of Directors, whose list will be filed at the Company's headquarters.

**(g) Authorization to the Company's Officers**

(g.i) The Board of Officers is authorized, through its members or by attorney-in-facts duly designated, in accordance with the Company's By-laws, to execute all documents and to perform all and any necessary acts to accomplish the resolution proposed above.

**6. CLOSING:** With no further matter to be discussed, the meeting was closed and the present minutes were drawn, which after being read and approved, were signed by all

attending members. São Paulo, February 26th, 2021. Meeting Board: Alvaro Stainfeld Link (Chairman) and Gabriela Elian (Secretary). Directors: Alvaro Stainfeld Link, Bernardo Malpica Hernandez, Breno Toledo Pires de Oliveira, David Coury Neto, Esteban Malpica Fomperosa, Flair José Carrilho, Hugo Barreto Sodré Leal, Maria Carolina Ferreira Lacerda and Luciana Cavalheiro Fleischner Alves de Queiroz.

São Paulo, February 26th, 2021.

### **C E R T I F I C A T E**

*We certify that this is a true copy of the Minutes drawn in the appropriate book.*

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**Gabriela Elian**

Secretary

**HYPERA S.A.**

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Company Registry (NIRE) 35.300.353.251

CVM Code No. 21431

**EXHIBIT I TO THE  
MINUTES OF THE BOARD OF DIRECTORS' MEETING  
HELD ON FEBRUARY 26<sup>TH</sup>, 2021**

**INFORMATION REQUIRED BY THE SCHEDULE 30 – XXXVI  
OF BRAZILIAN SECURITIES AND EXCHANGE COMMISSION INSTRUCTION  
N. 480, DATED AS FROM DECEMBER 7, 2009**

**1. Provide detailed justification on the purpose and economic effects to be expected by the transaction.**

The purpose of Company with the repurchase of shares program is the acquisition of common, nominative and book-entry shares, with no par value, approved in the Board of Directors' Meeting held on February 26th, 2021 ("Repurchase of Shares Program"), for maintenance in treasury (subject to the applicable limit), cancellation, later sale in the market and/or to be used in the program of assignment of shares based on a matching system and the restricted shares' grant program of the Company, without a Company's corporate capital reduction, in compliance with the 1st paragraph of article 30 of Brazilian Corporations Law and the provisions of ICVM 567/15.

**2. Inform the amount of (i) free float shares and (ii) treasury shares.**

On this date, (i) there are four hundred and two million, nine hundred and twelve thousand and six hundred fifty-seven (402.912.657) nominative, book-entry, common shares issued by the Company with no par value, pursuant the definition in the 3rd paragraph of article 8 of ICVM 567/15, ("Free Float Shares"); and (ii) 4,476 nominative, book-entry, common shares with no par value held in treasury.

**3. Inform the amount of shares that may be acquired or sold by the company.**

The Company may acquire up to four million and two hundred thousand (4,200,000) nominative, book-entry, common shares issued by the Company with no par value, corresponding to approximately 1,042% of the Free Float Shares, traded in B3 S.A. – Brasil, Bolsa e Balcão (“B3”) under the “HYPER3” Trading Code.

**4. Describe the main features of the derivative instruments that the company may use, if applicable.**

Not applicable, considering that the Company will not use derivatives instruments under the Repurchase Program.

**5. Describe, if applicable, currently existing agreements or vote orientations entered into by and between the company and the counterparty of the transaction**

There are no vote orientations between the Company and counterparties, since the acquisitions of shares will be performed via the B3.

**6. In the event of operations performed out of the organized markets, inform: (a) The highest (lowest) price at which the shares will be acquired (sold); and (b) If applicable, the reasons that justify the carrying out of the transaction at a price more than 10% (ten per cent) higher, in case of acquisition, or more than 10% (ten per cent) lower, in case of sale, than the average of the price weighted by the trade volume, in the last ten (10) auctions in the stock exchange.**

Not applicable, as the acquisition operations will be carried out at BM & FBOVESPA, at market prices.

**7. Inform, if applicable, the impacts that the negotiation will have on the control or administrative structures of the company.**

There will be no impacts on the control or administrative structures of the Company due to the implementation of the Repurchase of Shares Program.

**8. Identify the counterparties, if known, and, if such counterparty is a company's related party, as defined in the accounting rules regarding this matter, provide the information required by the article 8 of Instruction N. 481 of the Brazilian Securities and Exchange Commission, dated December 17, 2009.**

The acquisition of shares will be performed through transactions via the B3, so there are no known counterparties or transactions with related parties.

**9. Indicate the destination of the funds, if applicable.**

The Company will not receive funds since the shares acquired will be necessary to attend the stock-based compensation plan of the Company's managers or, furthermore, they may be canceled without reduction of the capital stock or sold, and may be held in treasury (pursuant applicable limit).

**10. Indicate the maximum term for the carrying out of the authorized transactions.**

The repurchase of shares transactions will be effected within eighteen (18) months, starting on February 26<sup>th</sup>, 2021 and ending on August 26<sup>th</sup>, 2022.

**11. Identify the institutions that will act as intermediaries, if any.**

The acquisition of shares will be carried out by: **(i)** Credit Suisse (Brasil) S.A. Corretora de Títulos e Valores Mobiliários, headquartered in the City of São Paulo, State of São Paulo, at Rua Leopoldo Couto de Magalhães Jr., 700 - 10<sup>th</sup> (part), Itaim Bibi, Post Code 04.542-000; **(ii)** Ágora Corretora de Títulos e Valores Mobiliários S.A., headquartered in the City of São Paulo, State of São Paulo, at Av. Paulista, 1.450 – 7<sup>th</sup> floor, Bela Vista; **(iii)** Itaú Corretora de Valores S.A., headquartered in the City of São Paulo, State of São Paulo, at Av. Brig. Faria Lima, 3.400, 10<sup>th</sup> floor and **(iv)** XP Investimentos CCTVM S.A., headquartered in the City of São Paulo, State of São Paulo, at Avenida Presidente Juscelino Kubitschek, nº 1.909, 25<sup>th</sup> floor, Vila Nova Conceição, Post Code 04543-011.

**12. Specify the origin of the funds to be used, as provided by art. 7, paragraph 1, of the CVM Instruction No. 567, of September 17, 2015.**

The repurchase of shares transactions, in accordance with the Repurchase of Shares Program, will be funded by the global amounts of the capital reserve accounts, profits reserve (excluding legal reserve and tax incentive reserve) and retained earnings. In addition, a

balance of accrued profits for the fiscal year may be used, as verified in the Company's financial information to be disclosed throughout the Repurchase Program. The effective repurchase of the total number of shares provided for in the Repurchase Program will depend on the existence of available funds at the moment of the acquisition of the shares, in order to comply with Article 7 of ICVM 567/15.

**13. Specify the reasons why the members of the Board are of the opinion that the repurchase of shares will not adversely affect the performance of the obligations entered into by the Company with its creditors or the payment of mandatory dividends, either fixed or minimum.**

The members of the board of directors feel comfortable that the repurchase of shares will not affect the fulfillment of the obligations assumed with creditors nor the payment of mandatory dividends, since this amount represents a reduced percentage of the Company's cash history and, considering the general evaluation of the management, regarding the financial situation of the Company.



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**EXHIBIT II TO THE  
MINUTES OF THE BOARD OF DIRECTORS' MEETING  
HELD ON FEBRUARY 26<sup>TH</sup>, 2021**

**HYPERA S.A.'s RESTRICTED SHARES GRANTING PROGRAM**

**1 GENERAL NOTIONS**

**1.1 Regency.** This Restricted Shares Granting Program ("2021 Program") was established within the scope of the Restricted Shares Granting Plan approved by the Extraordinary Shareholders Meeting of Hypera S.A. ("Company") held on April 14, 2016, whose amendments were approved on April 19, 2018 and on April 24, 2019 ("Plan").

**1.2 Definitions.** The terms initialized in capital letters and not defined in this program have the same meaning as those assigned to them in the Plan. Whenever required by the context, the definitions of this Program will be applicable both in singular and in plural and the masculine gender will include the feminine and vice versa.

**2 ELIGIBILITY**

**2.1 Election of Beneficiaries.** The Board of Directors, taking into account the dispositions of the Plan and the requirements of current legislation and regulations, may elect, at the time they deem appropriate, as Beneficiaries, the Eligible Employees among the administrators, employees and service providers of the Company, as well as of other companies that are or will be under the direct or indirect control of the Company, being them national or foreigner, provided they have (i) performed exceptionally above the ordinarily expected; (ii) demonstrated extraordinary motivation and potential for the development of increasingly complex long-term activities in the Company and that are highly qualified; or (iii) have been recently hired by the Company ("Beneficiaries"), indicating the number of Restricted Shares to which each will be entitled, both gross and net of Withholding Income Tax, which may be applied on.

### **3 SHARES OF THE COMPANY GRANTED IN THE PROGRAM'S SCOPE**

**3.1** In the scope of this Program, there will be granted Restricted Shares issued by the Company until the dilution limit of six percent (6,0%) of the total shares of the Company's capital stock, to be jointly observed by eventual grants in the terms of other plans of purchase options of the Company's issuance shares, referred in item 8.1 of the Plan. For the purpose of dilution, it will be considered the amount of Restricted Shares effectively delivered to the Beneficiaries, already net of the Withholding Income Tax.

**3.2** Observed the grace period provided in item 4.1, the effective transference of Restricted Shares will be formalized by a signature of a transference of shares term, of which will include the net amount of the Withholding Income Tax's effects, without any prejudice to be determined by the Board of Directors, as the case may be or demanded by law or the bookkeeper agent of the Company's Shares.

**3.3** With the purpose of delivering the Restricted Shares to the Beneficiaries, the Company, subjected to the law and the applicable regulation, will transfer the treasury shares by means of a private operation. Conversely, in case on the date of acquisition of the rights related to the Restricted Shares, pursuant to item 4.1, the Company- does not hold enough treasury shares to satisfy the receipt of the Restricted Shares of the relevant Beneficiaries, the Company, according to the Board of Directors' decision, may choose to: (i) differ the delivery for up to thirty (30) days to acquire in the market the shares needed; or (ii) perform the payment referent to the Restricted Shares in cash, pursuant to the price criterion established in item 8.3.2 of the Plan.

**3.4** In case the application of the Withholding Income Tax Rate, pursuant to item 2.1, does not result in a round number of Restricted Shares to be transferred to the Beneficiary, the amount of shares to be effectively transferred to the Beneficiary will be rounded upwards.

### **4 GRACE PERIOD**

**4.1** Shall be observed, in the scope of this Program, the procedures and grace period below mentioned, by the Beneficiaries and as long as the Beneficiary remains bound to the Company during all the period, as well as other companies that are or may be under the Company's direct or indirect control, whether they are national or international, the employee, manager or service taker, without any prejudice to the complementary provisions

set forth in the Plan and the Granting Contracts to be entered into with the Company and each of the Beneficiaries:

<b>End of the Grace Period</b>	<b>Restricted Shares Percentage to be Transferred</b>
After the 1st anniversary of the Granting Date	25%
After the 2nd anniversary of the Granting Date	25%
After the 3rd anniversary of the Granting Date	25%
After the 4th anniversary of the Granting Date	25%

**4.2** No Beneficiary will have any of the rights and privileges of a shareholder of the Company, including, but not limited to the right of receiving dividends, or interest over equity, until the Restricted Shares are effectively transferred to the Beneficiaries, under the terms of the Plan and the relevant Granting Contract.

## **5 GRANTING CONTRACT**

**5.1** To the criteria of the Board of Directors, the Granting Contract may determine, expressly, as the date of the granting of the Restricted Shares, any date, inclusively prior or subsequent to the date of the Granting Contract's signature, always observing the Company's interest in such definition. The date of the granting of the Restricted Shares must not be, in any case, prior to the date of approval of this Program by the Company's Board of Directors.

**5.1.1** The adoption of a retroactive granting date will be limited to January 1st of the year of the Granting Contract's signature.

**5.2** Considering the interests and for the purpose of the Company's organization, the Granting Contracts entered into with the Beneficiaries in the same calendar year will have, preferably, the same granting date or granting date in specific periods.

## **6 PRICE**

**6.1** There will not be any cost to the Beneficiary for the acquisition of the Restricted Shares, pursuant to the terms of Clause 2.1 and considering that any fiscal impact arising

from the granting or delivering of shares, which have the Beneficiary as a taxable person, will not be classified as cost.

## **7      VALIDITY**

**7.1**    This Program will remain valid throughout the fiscal year of 2021.

## **8      FURTHER CONDITIONS**

**8.1**    The further conditions and rules applicable to the Restricted Shares are described in the Plan and in the respective Granting Contracts.