

CENTRO DE IMAGEM DIAGNÓSTICOS S.A.

Corporate Taxpayer's ID (CNPJ/MF): 42.771.949/0001-35

Company Registry (NIRE): 31.300.096.246

**MINUTES OF THE EXTRAORDINARY BOARD OF DIRECTORS' MEETING
HELD ON AUGUST 1, 2017**

1. Date, Time and Venue: August 1, 2017, at 2:00 p.m., at the head office of Centro de Imagem Diagnósticos S.A. ("Company"), at Avenida Bernardo Monteiro, nº 1.472 | 1.474, Funcionários, CEP 30.150-288, in the city of Belo Horizonte, Minas Gerais state.

2. Call Notice: The call notice was sent via e-mail to the members of the Board of Directors on July 27, 2017 at 7:04 p.m., pursuant to article 11, paragraph 1, of the Company's Bylaws ("Bylaws").

4. Installation and Attendance: It was verified the attendance of the members of the Company's Board of Directors, as per the signatures on these minutes, pursuant to article 11, paragraph 3 of the Company's Bylaws, and the meeting was installed.

5. Presiding Board: Daniel Rizardi Sorrentino – Chairman; Fernando Henrique de Aldemundo Pereira – Secretary.

6. Agenda: To examine, discuss and vote on the proposal to **(I)** change certain conditions of the Company's first (1st) issue of simple, registered, book-entry, unsecured, non-convertible debentures, in up to two (2) series, which will be object of public distribution, with restricted distribution efforts, in accordance with Instruction 476 of the Brazilian Securities and Exchange Commission ("CVM"), of January 16, 2009, as amended ("Issue", "Debentures", "Restricted Offering", and "CVM Instruction 476", respectively), duly approved by the Company's Board of Directors at the extraordinary meeting held on July 21, 2017 ("BDM of 07/21/2017"), pursuant to the following terms: (a) increase of the total number of Debentures object of the Issue to up to twenty-seven thousand (27,000) Debentures; (b) increase of the total amount of the Issue to up to two hundred and seventy million reais (R\$270,000,000.00); (c) change of the

issue date of the Debentures to the date to be determined in the Issue Indenture (as defined below); (d) establishment of a fixed rate for the remuneration of the Debentures and realization of the Bookbuilding Procedure (as defined below) only for determining the number of Debentures to be issued and their allocation to each series of the Issue; and (e) placement of the Debentures under a combination of the firm guarantee and best efforts systems within the scope of the Restricted Offering; **(II)** authorize the Company's Management to practice all the acts, take all the measures and adopt all the necessary procedures to formalize and execute the resolution in item (I) of this agenda; and **(III)** ratify the other resolutions of the BDM of 07/21/2017.

7. Resolutions: The matters on the agenda were discussed and, pursuant to article 59, paragraph 1, of Law 6,404, of December 15, 1976, as amended ("Brazilian Corporation Law"), the members of the Board of Directors resolved unanimously and without restrictions:

(I) To approve the change of certain conditions of the Issue and the Restricted Offering, under the following terms: (a) increase of the total number of Debentures object of the Issue to up to twenty-seven thousand (27,000) Debentures; (b) increase of the total amount of the Issue to up to two hundred and seventy million reais (R\$270,000,000.00); c) change of the issue date of the Debentures to the date to be determined in the Issue Indenture; (d) establishment of a fixed rate for the remuneration of the Debentures and realization of the Bookbuilding Procedure only for determining the number of Debentures to be issued and their allocation to each series of the Issue; and (e) placement of the Debentures under a combination of the firm guarantee and best efforts systems within the scope of the Restricted Offering. Consequently, sub items "a", "c", "d", "e", "p" and "x" of item "i" of the agenda of the BDM of 07/21/2017 are hereby amended, as follows:

(a) Total Issue Amount: the issue will total up to two hundred and seventy million reais (R\$270,000,000.00).

(c) Number of Debentures: up to one twenty-seven thousand (27,000) Debentures will be issued.

(d) Bookbuilding Procedure: The bookbuilding procedure will be adopted and organized by the Coordinators, pursuant to article 23 and article 44, both of CVM Instruction 400, of December 29, 2003, as amended ("CVM Instruction 400"), without minimum or maximum lots, for defining, together with the Company ("Bookbuilding Procedure"), if the Issue will be carried out with one (1) or two (2) series, and the number of First Series Debentures and Second Series Debentures to be issued (as defined in item "b" above), in accordance with the limit in item "c" above.

(e) Issue Date: For all legal purposes, the issue date of the Debentures will be defined in the issue indenture of the Debentures to be entered into between the Company and the fiduciary agent ("Issue Date" and "Issue Indenture", respectively).

(p) Remuneration Interest: The Nominal Unit Value of the Debentures will not be monetarily restated. The Nominal Unit Value of the First Series Debentures or the balance of the Nominal Unit Value of the First Series Debentures, as applicable, will be subject to remuneration interest equivalent to one hundred and sixteen percent (116%) of the accumulated variation of the average daily rates of Interbank Deposits (DI), *over extra grupo*, based on two hundred and fifty-two (252) business days, calculated and disclosed by B3 - CETIP UTVM segment every day in the daily newsletter available on its website (<http://www.cetip.com.br>) ("DI Over Rate") ("Remuneration Interest of the First Series"). The Remuneration Interest of the First Series will be calculated exponentially and cumulatively, *pro rata temporis*, by Business Day, based on a year of two hundred and fifty-two (252) business days, from the first Payment Date or the Interest Payment Date of the First Series (as defined in the Issue Indenture) immediately prior, as applicable, to the Interest Payment Date. The Nominal Unit Value of the Second Series Debentures or the balance of the Nominal Unit Value of the Second Series Debentures, as applicable, will be subject to remuneration interest equivalent to one hundred and eighteen percent (118%) of the DI Over Rate ("Remuneration Interest of the Second Series" and, jointly with the Remuneration Interest of the First Series, ("Remuneration Interest"). The Remuneration Interest of the Second Series will be calculated exponentially and cumulatively, *pro rata temporis*, by Business Day, based on a year of two hundred and fifty-two (252) business days,

from the first Payment Date or the Interest Payment Date immediately prior, as applicable, to the next Interest Payment Date. The criteria established in the Issue Indenture should be considered for calculating the Remuneration.

(x) Distribution Plan: The Debentures will be object of public distribution, with restricted distribution efforts, pursuant to CVM Instruction 476, under the (i) firm guarantee system for the placement of twenty thousand (20,000) Debentures, totaling two hundred million reais (R\$200,000,000.00) ("Debentures Object of Firm Guarantee"), and (ii) under the best efforts system for the placement of seven thousand (7,000) Debentures, totaling seventy million reais (R\$70,000,000.00), with the intermediation of financial institutions integrating the securities distribution system, responsible for the placement of the Debentures ("Coordinators"). The Issue will target exclusively Professional Investors (as provided for in CVM Instruction 539). The Coordinators will only be allowed to access a maximum of seventy-five (75) Professional Investors, with the possibility of subscription or acquisition of Debentures by a maximum of fifty (50) Professional Investors, pursuant to article 3, items I and II, of CVM Instruction 476.

(II) To authorize the Company's Management and/or its proxies to practice all the acts, take all the measures and adopt all the necessary procedures to formalize and execute the resolution in item (I) above, including negotiating and defining the terms and conditions of the Issue Indenture of the "*Agreement of Coordination, Placement and Public Distribution, with Restricted Efforts, under the Firm Guarantee and Best Placement Efforts Systems of the Simple, Non-convertible, Unsecured Debentures, in up to Two Series, of the First (1st) Issue of Centro de Imagem Diagnósticos S.A.*" ("Distribution Agreement") or any other agreements related to the Issue and/or the Restricted Offering, as well as the signature of said instruments and/or their respective amendments.

(III) To ratify all the other resolutions of the BDM of 07/21/2017 which have not been amended by the resolution in item (I) above.

Closure, Drawing Up and Reading of the Minutes: There being no further business to address, the floor was offered and declined, and the meeting was adjourned for the drawing up of these minutes, which were read, found to be in compliance, approved and signed by all attending members.

Signatures: Presiding Board: Daniel Rizardi Sorrentino (Chairman); and Fernando Henrique de Aldemundo Pereira (Secretary). Board members: Daniel Rizardi Sorrentino; Fernando Henrique de Aldemundo Pereira; Sergio Tufik; Roberto Kalil Issa; Luis Filipe Fronzoni Lomonaco; Luis Felipe Franoso Pereira da Cruz; Flavia Kortas Kalil Issa Cevasco.

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

Belo Horizonte, August 1, 2017.

Fernando Henrique Aldemundo Pereira
Secretary