

**HAPVIDA PARTICIPAÇÕES E INVESTIMENTOS S.A.**

Corporate Tax Payer ID (CNPJ) 05.197.443/0001-38

Company Registry (NIRE) 233.000.392.71

**MINUTES OF THE BOARD OF DIRECTORS MEETING  
HELD ON MAY 14, 2021**

**DATE, TIME AND PLACE:** On May 14, 2021, at 6 p.m., at Hapvida Participações e Investimentos S.A. headquarters, located in Fortaleza, State of Ceará, at Avenida Heráclito Graça, nº 406, Centro, Zip Code 60140-060 ("Company").

**CALL NOTICE AND ATTENDANCE:** The prior call notice was waived due to the presence of all members of the Company's board of directors, pursuant to article 22, paragraph 1, of its bylaws.

**PRESIDING BOARD:** Mr. Candido Pinheiro Koren de Lima, as a Chairman of the meeting, and Mr. Rafael Sobral Melo, as Secretary of the meeting.

**AGENDA:** Resolve on: **(i)** the reelection of the current members of the Company's Executive Board; **(ii)** updating the Company's Trading Policy of Securities; **(iii)** the election of members to the audit, risk and compliance committee; and **(iv)** the reelection of the other members of the audit, risk and compliance committee and unification of the terms of office of its members.

**RESOLUTIONS:** After discussion of the matters, the present members of the board of directors, without any restrictions and unanimously, resolved on:

**(i)** Approve, pursuant to Article 25 of the Company's Bylaws, the re-election, for a term of office of 1 (one) year, to end at the 1st (first) meeting of the Board of Directors to be held after the meeting Ordinary General Meeting of 2022, of the following persons to the Company's Board of Directors: (a) **Jorge Fontoura Pinheiro Koren de Lima**, Brazilian, physician, married, bearer of identity card RG Nº 900010068-81 SSP-CE and enrolled in the Registry of Individual Taxpayers (CPF) under number 456.493.243-87, resident and domiciled in the city of Fortaleza, State of Ceará, with business address at Avenida Heráclito Graça, Nº 406, Centro, Zip Code 60140-060, Fortaleza - CE, for the position of Chief Executive Officer; (b) **Candido Pinheiro Koren de Lima Junior**, Brazilian, business administrator, married, bearer of identity card RG Nº 96009023938 SSP-CE and enrolled in the Registry of Individual Taxpayers (CPF) under number 368.999.412-68, resident and domiciled in the city of São

Paulo, State of São Paulo, with business address at rua Doutor Renato Paes de Barros, Nº 955, suite 191 E 7-VG, Zip Code 04530-001, São Paulo – SP, for the position of Chief Commercial and Relationship Officer; (c) **Mauricio Fernandes Teixeira**, Brazilian, married, engineer, bearer of identity card RG Nº 10191281-4 IFP/RJ and enrolled in the Registry of Individual Taxpayers (CPF) under number 077.594.077-18, resident and domiciled at city of São Paulo, State of São Paulo, with business address at Rua Doutor Renato Paes de Barros, nº 955, suite 191 E 7-VG, Zip Code 04530-001, São Paulo – SP, for the position of Chief Financial Officer and Investors Relations; and (d) **Alain Benvenuti**, Brazilian, bachelor in legal sciences, married, bearer of identity card RG nº 1054611122 SSP-SP enrolled in the Registry of Individual Taxpayers (CPF) under number 688.408.020-53, resident and domiciled in the city of Fortaleza, State of Ceará, with business address at Avenida Heráclito Graça, Nº 406, Centro, Zip Code 60140-060, Fortaleza - CE, for the position of Chief Operating Officer. The position of Vice President of Strategic Affairs will remain vacant. The directors now reelected will take office by signing the respective terms of office, drawn up in the Minutes Book of the Company's Executive Board, declaring, under the terms and for all purposes of art. 147, of Law Nº 6.404/76, who are not prevented, even if temporarily, from performing activities inherent to the Company's management, by special law or by virtue of a criminal conviction, or by being under its effects, the penalty that prohibits, even temporarily, access to public office or for bankruptcy, malfeasance, bribery or bribery, concussion, embezzlement, crimes against the popular economy, crimes against the national financial system, crimes against the rules of defense of the competition, crimes against consumer relations, crimes against public faith or crimes against property;

(ii) to approve the update of the Company's Trading Policy of Securities, which will become effective with the wording in Annex I;

(iii) to approve the election of the following persons to the Company's audit, risk and compliance committee, with a unified term of office until the 1st (first) meeting of the board of directors to be held after the annual general meeting of 2023: (a) **Geraldo Luciano Mattos Junior**, Brazilian, married under the regime of partial community property, business administrator, bearer of Identity Card RG n.º 1.021.122 SSP-CE and enrolled in the Registry of Individual Taxpayers (CPF) under number 144.388.523-15, resident and domiciled in the city of Fortaleza, State of Ceará, with business address at Avenida Heráclito Graça, Nº 406, Centro, Zip Code 60140-060, Fortaleza – CE, for the position of President; and (b) **Márcio Luiz Simões Utsch**, Brazilian, lawyer, widower, bearer of identity card nº. 1,167,351 SSP/MG, enrolled in the Registry of Individual Taxpayers (CPF) under number 220.418.776-34, resident and domiciled in the city of São Paulo, State of São Paulo, with business address at Rua Doutor Renato Paes de Barros, Nº 955, suite 191 E 7-VG, Zip Code 04530-001, São Paulo – SP, for the position of coordinating member; and

(iv) approve the reelection of the following members of the Company's audit, risks and compliance committee, so that all of its members have a unified mandate until the first (first) meeting of the board of directors to be held after the annual general meeting of 2023, which are: (a) **Wagner Aparecido Mardegan**, Brazilian, married, businessman, bearer of identity card RG Nº 15.274.371-6 and enrolled in the Registry of Individual Taxpayers (CPF) under number 063.480.208-94, with business address at Avenida Heráclito Graça, nº 406, Centro, Zip Code 60140-060, Fortaleza - CE; (b) **Maria Paula Soares Aranha**, Brazilian, single, business administrator, bearer of identity card RG Nº 7.779.372-9, enrolled in the Registry of Individual Taxpayers (CPF) under number 035.859.048-58, with business address at Rua Renato Paes de Barros, Nº 955, set 191 E 7-VG, Zip Code 04530-001, São Paulo - SP, and (c) **João Alberto da Silva Neto**, Brazilian, married, businessman, bearer of the identity RG nº 2009009096668 SSP/CE, enrolled in the Registry of Individual Taxpayers (CPF) under number 551.696.510-15, with business address at Avenida Heráclito Graça, nº 406, Centro, Zip Code 60140-060, Fortaleza - CE.

**CLOSURE:** These minutes were drawn up, which, after being read and approved in accordance with the Company's bylaws, were signed by the members of the board of directors present, namely: Candido Pinheiro Koren de Lima, Jorge Fontoura Pinheiro Koren de Lima, Candido Pinheiro Koren de Lima Junior, Lício Tavares Ângelo Cintra, Geraldo Luciano Mattos Júnior, Márcio Luiz Simões Utsch and Igor Xavier Lima.

This is a true copy of the original minutes drawn up in the proper book.  
(This is a free English translation of the minutes drawn up in the Company's records.)

Fortaleza, State of Ceará, May 14, 2021.

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**Candido Pinheiro Koren de Lima**  
Chairman

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**Rafael Sobral Melo**  
Secretary

## ANNEX I

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<b>TRADING POLICY OF SECURITIES</b>	

### **1. PURPOSE**

- 1.1. This "Trading Policy of Securities" ("Trading Policy"), approved at a meeting of the board of directors of HAPVIDA PARTICIPAÇÕES E INVESTIMENTOS S.A., held on February 7, 2018, updated at a meeting of the same board on May 14, 2021, aims at structuring rules for transparent and orderly trading of Securities issued by the Company and avoids the inappropriate use of Relevant Information, under the terms of CVM Instruction 358 (as defined below).
- 1.2. Any doubts about the provisions of this Trading Policy should be clarified with the Chief Financial Officer and Investors Relations, which is responsible for the general administration of this Trading Policy.

### **2. DEFINITIONS AND ADHERENCE**

- 2.1. Os termos e expressões relacionados a seguir, quando utilizados nesta Política, terão os seguintes significados:
  - 2.1.1. "**B3**": It means B3 S.A. – Brasil, Bolsa, Balcão.
  - 2.1.2. "**Company**": It means Hapvida Participações e Investimentos S.A.
  - 2.1.3. "**CVM**": Means the Securities and Exchange Commission.
  - 2.1.4. "**Vice-presidency of Finance and Investor Relations**": It means the vice-presidency of the Company elected to exercise the duties provided for in CVM
  - 2.1.5. "**Material Information**": Means any decision of the controlling shareholder, resolution of the General Meeting or of the management bodies of the Company or any other act or fact of a political-administrative, technical, business or economic-financial nature that occurred or related to the Company's business, which may significantly influence (i) the price of the Securities; (ii) the decision of investors to buy, sell or maintain the Securities; or (iii) in the determination of investors to exercise any rights inherent to the condition of holders of Securities. The exemplary list of situations that may constitute Relevant Information can be found in article 2 of CVM Instruction 358.



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**TRADING POLICY OF SECURITIES**

2.1.6. **"CVM Instruction 358"**: CVM Instruction 358, of January 3, 2002, as amended.

2.1.7. **"Related Persons"**: Means the controlling shareholders of the Company (or a shareholder holding less than 50% of the share capital that exercises the Power of Control, as well as a group of shareholders that is not a signatory to a voting agreement and that is not under common control nor does it act representing a common interest, exercising the Power of Control, or a shareholder or group of shareholders who does not exercise Power of Control, but who indicates a member of the Board of Directors or a member of the Fiscal Council), its officers, members of the Board of Directors Directors, the Fiscal Council and any other bodies with technical or advisory functions created by statutory provision, non-statutory directors, managers and employees, controlled and / or jointly controlled companies and their respective controlling shareholders, members of management and bodies with functions technical or advisory services, service providers and other professionals of the Company who have access to Relevant Information, as well as others that the Company deems necessary or convenient. The rules of this Trading Policy also apply in cases where the negotiations by the Related Persons are for their direct and / or indirect benefit, through the use, for example, of: (i) a company controlled by them, directly or indirectly; (ii) third parties with whom a management contract, a trust is maintained; (iii) attorneys-in-fact or agents; (iv) spouses from whom they are not legally separated, partners, any dependents included in the respective annual income tax return, and (v) children, siblings (1st degree relatives).

2.1.8. **"Power of Control"**: Means the power effectively used to direct social activities and guide the operation of the Company's bodies, directly or indirectly, in fact or in law, in line with the rules applicable to publicly-held companies.

2.1.9. **"Adhesion form"**: Means the formal instrument signed by Related Persons and recognized by the Company, through which they express their awareness of the rules contained in the Trading Policy, assuming the obligation to comply with them and to ensure that the rules are fulfilled by persons under its influence, including companies controlled, affiliated or under common control, spouses and dependents, direct or indirect.

2.1.10. **"Securities"**: Any shares, convertible or non-convertible debentures, certificates of real estate receivables, subscription bonuses, receipts and subscription rights, promissory notes, or even any other securities or collective investment contracts issued by the Company or to them referenced that, by legal determination, are considered "securities". Also included are securities issued by other publicly-held companies with which the Company may carry out potential transactions for the acquisition of shareholding and/or business combinations.



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## **TRADING POLICY OF SECURITIES**

- 2.2. The Related Persons must sign the Adhesion Form to this Trading Policy (in accordance with Annex I).
- 2.3. The Company will maintain at its headquarters the list of Related Persons and their respective qualifications, indicating position or function, address and registration number of the National Register of Individuals and/or Legal Entities, updating it whenever there is any change.

### **3. COMPANY`S TRADING POLICY OF SECURITIES**

- 3.1. Restrictions on trading pending disclosure of relevant information
  - 3.1.1. Trading in Securities per Related Person who may have knowledge of Relevant Information about the Company is prohibited, until it discloses it to the market in the form of a notice to the market or a material fact, pursuant to CVM Instruction 358.
  - 3.1.2. The provisions of item 3.1. above also applies when:
    - a) the acquisition or sale of Securities by the Company itself, its controlled companies or another company under common control is in progress, in line with repurchase programs approved by corporate resolution; or
    - b) an option or mandate has been granted for this purpose, exclusively on the dates on which the Company itself trades or informs that it will trade with Securities of its own issuance..
- 3.2. Prohibition of trading in the period prior to the disclosure of Quarterly Information, Standardized Financial Statements and Distribution of Results
  - 3.2.1. Related Persons may not trade Securities issued by the Company: (i) within 15 calendar days prior to the disclosure of quarterly (ITR) and annual (DFP) information, required by the CVM; (ii) between the date of the decision of the competent body to increase the share capital, distribute results, bonuses in shares or their derivatives or approve a split, and the publication of the respective notices or announcements on such topics.
- 3.3. Prohibition of negotiation applicable to former employees



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- 3.3.1. Related Persons who leave the Company prior to the disclosure of Material Information originated during their term of office may not trade Securities: (i) for a period of 6 months after their removal; or (ii) until the disclosure, by the Company, of Material Information to the market, observing the provisions of item 3.3.2. below.
- 3.3.2. If trading with the Securities, even after the disclosure of the Relevant Information, may interfere with the conditions of said business, to the detriment of the Company or its shareholders, the former Related Persons may not trade Securities for a minimum period of 6 months after their departure.
- 3.4. Prohibition to resolve on the acquisition or disposal of shares issued by the Company
  - 3.4.1. If any agreement or contract has been entered into with a view to transferring the respective share control, or if an option or mandate has been granted for the same purpose, as well as if there is an intention to promote incorporation, total or partial spin-off, merger, transformation or corporate reorganization, and as long as the transaction is not made public through the publication of a relevant fact, the Company's Board of Directors will not be able to resolve on the acquisition or sale of own shares.
  - 3.4.2. If, after the approval of the repurchase program, a fact occurs that fits into any of the above hypotheses, the Company will immediately suspend operations with Securities of its own issuance until the disclosure of the respective notice to the market or relevant fact, pursuant to the Instruction CVM 358.
- 3.5. Restrictions on trading after the release of Material Information
  - 3.5.1. The prohibitions on the trading of the Company's Securities will cease to be in force as soon as the Company discloses the Relevant Information applicable to the market. However, such prohibitions will be maintained, even after the disclosure of the Relevant Information, in the event that eventual negotiations with Securities by Related Persons may interfere, to the detriment of the Company or its shareholders, with the act or fact associated with the Relevant Information.
  - 3.5.2. Even after its disclosure to the market, the Relevant Information must continue to be treated as not having been disclosed until the minimum period of 2 calendar days

has elapsed for the market participants to have received and processed the Relevant Information.

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#### **4. AUTHORIZED TRADING HYPOTHESES**

- 4.1. The prohibitions contained in this Trading Policy do not apply, exZip Codet for the prohibition provided for in item 3.2.1. above:
- 4.1.1. the acquisition of shares that are held in treasury, through private negotiation, within the scope of the exercise of options under the stock option program, and the granting of shares under the stock compensation programs, both approved by the general meeting.
  - 4.1.2. exercise of the preemptive subscription right, relating to previously acquired shares.
  - 4.1.3. the sale of securities arising from the exercise of the preemptive subscription right, provided that the securities that gave rise to the right are in the portfolio for at least 180 days.
- 4.2. Indirect negotiations are not considered, and the negotiations carried out by funds and / or investment clubs of which the persons mentioned in item 3.6.1 are shareholders are not subject to the prohibition provided for in this Trading Policy above as long as:
- (i) investment funds and/or clubs are not exclusive; and
  - (ii) the trading decisions of the fund manager and/or investment club cannot in any way be influenced by their respective related persons.

#### **5. CONSEQUENCES OF VIOLATION**

- 5.1. In the event of non-compliance with any provision contained in this Trading Policy, Related Persons:
- 5.1.1. undertake to reimburse the Company and/or other Related Persons, in full and without limitation, for all losses that the Company and/or other Related Persons may incur and that are arising, directly or indirectly, from such non-compliance, without

prejudice to any civil and criminal sanctions arising from the violation of this Trading Policy.

- 5.1.2. Their situations will be submitted to the Audit, Risks and Compliance Committee, which will have the power of sanction in these cases, which will vary from warning to dismissal for just cause, with due notification of the respective violation to B3/CVM and other competent authorities, without prejudice to the provisions of item 5.1.1. above.

## **6. REVISION**



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**POLÍTICA TRADING POLICY OF SECURITIES**

- 6.1. Any change to this Trading Policy must be mandatorily approved by the Board of Directors and communicated to CVM and B3. The Trading Policy cannot be changed pending the disclosure of Material Information.

**7. DURATION**

- 7.1. This Trading Policy will come into force on the date of its approval by the Board of Directors and will remain in force for an indefinite period, until there is a resolution to the contrary

**8. THIRD PARTY RESPONSIBILITY**

- 8.1. The provisions of this Trading Policy do not eliminate the liability of third parties not directly connected to the Company and who are aware of Material Information.

**9. FINAL PROVISIONS**

- 9.1. The Company must send a copy of this Trading Policy to Related Parties, requesting the return of the Duly Signed Term of Adhesion, which will be filed at the Company's headquarters.
- 9.2. When signing the term of investiture of members of the Board of Directors, members of the Fiscal Council (if installed), members of the advisory committees of the Board of Directors and members of the statutory and non-statutory board of the Company, the signature of the Term of Agreement must be required. Adhesion, being informed of this Trading Policy.
- 9.3. Related Persons and those who come to acquire this quality must not only sign the Term of Adhesion, but also carry out the communication whose model is set out in Annex II in the case of negotiations that change their direct or indirect participation, up or down, the levels of 5%, 10%, 15%, and so on, of a type or class of shares representing the Company's share capital, subject to the provisions of paragraph 2, article 12, of CVM Instruction 358, and must be forwarded to the Vice-Presidency of Finance and Investor Relations.

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**ANNEX I**

**ADHESION FORM**

By this instrument, [*name and qualification*], with business address at the Company's headquarters, registered in the [*Individuals Register*] under number [no.] And bearer of the Identity Card [*RG or RNE*] no. [*Number and issuing body*], hereinafter referred to simply as "Declarant", as [*position, function or relationship with the Company*] of [*Hapvida Participações e Investimentos SA or an affiliate*], hereinafter referred to simply as "Company", I hereby declare that I have full knowledge of the rules contained in the Trading Policy of Securities issued by the Company, as well as the rules on securities trading provided for in CVM Instruction 358, by means of this Adhesion Form, forcing my actions to always be in conformity. with such rules.

[*City – State*]

[*month*] [*day*], [*year*]

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[***Name***]



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**ANNEX II**

**DECLARAÇÃO**

I, [name], [function or position], DECLARE that [acquired/alienei] [quantity] [shares or debentures convertible into shares], having changed to [●]% my interest in the capital of Hapvida Participações e Investimentos SA ("Company"), as described below: (a) purpose of my participation [●]%; (b) number of shares, call or subscription options, held directly or indirectly: [●]%; (c) number of debts convertible into shares of the Company, held directly or indirectly equivalent to: [●]%; and (d) contract or agreement regulating or limiting the voting or circulation power of the securities listed above (declare the absence of such an agreement or contract, if applicable): [●]%. Pursuant to CVM Instruction 358, of January 3, 2002, as amended, I further DECLARE that I will notify the Company's Investor Relations Department of any change in my interest, directly or indirectly, up or down, from levels of 5%, 10%, 15%, and so on, of the type of shares representing the Company's share capital.

[City – State]

[month] [day], [year]

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[Name]