

**ODONTOPREV S.A.**  
**Corporate Taxpayer's ID (CNPJ/MF) No. 58.119.199/0001-51**  
**Company Registry (NIRE) 35.300.156.668**  
**PUBLICLY-HELD COMPANY**

**CHARTER OF THE FISCAL COUNCIL**

**Applicable Definitions:**

*Company* – Company means: ODONTOPREV S.A. (“Company”), publicly-held company, headquartered in the City of Barueri, in the state of São Paulo, at Avenida Marcos Penteado Ulhôa Rodrigues, nº 939, 14º Pavimento, conjunto 1401, Edifício Jatobá, Castelo Branco Office Park, CEP: 06460-040. The Company is listed on the Novo Mercado segment of B3 S.A., and its shares are traded under the ticker ODPV3.

*CVM* – means the Brazilian Securities and Exchange Commission.

*Bylaws* – means the company's bylaws, as approved at the Extraordinary General Meeting held on April 6, 2015, and all subsequent amendments.

*Brazilian Corporate Law* – means law 6,404 of November 15, 1976, and subsequent amendments.

*Corporate Governance Standards* – means the set of standards, guidelines and procedures relating to the company's corporate governance, aimed at transparency and control of its internal acts, in accordance with (i) this Charter; (ii) the Charter of the Audit Committee; (iii) the Company's Relevant Fact or Act Disclosure Policy; (iv) the Company's Securities Trading Policy; (v) the Company's Related-Party Policy; (vi) the Company's Sustainability Policy; and (vii) the calendar of corporate events.

**Chapter I – Nature**

**Article 1** - The Company's Fiscal Council is a collegiate, non-permanent body, independent of the Company's Executive Office and Board of Directors, whose members will be elected and take office as provided for in the Brazilian Corporate Law and the Bylaws, and will be governed by this Charter, in accordance with applicable law.

**Sole Paragraph** – The Fiscal Council has the competence defined in Article 163 et seq. of the Brazilian Corporate Law.

**Chapter II – Composition**

**Article 2** - The Fiscal Council installed at the request of the shareholders will be composed of three (3) to five (5) sitting members, whether shareholders or not, and an equal number of alternates, whether shareholders or not, elected at the Annual General Meeting that resolves on its installation, with a one (1)-year unified term, ending on the Annual General Meeting approving the accounts of the fiscal year when they were elected. Reelection is allowed.

**Paragraph 1** – The members will take office and be invested in their respective positions

upon signing the Instrument of Investiture, drawn up in the Book of Minutes and Opinions of the Fiscal Council.

**Paragraph 2** – Should there be a definitive vacancy, an alternate member will take over the position.

**Paragraph 3** – Should there be a temporary impediment or absence, an alternate member will fill in for the temporarily disqualified or absent member. In the absence of an alternate member, no other Fiscal Council member may represent the absentee since the position's responsibility cannot be delegated.

**Article 3** - The members of the Fiscal Council must understand the Company, its field of activity and business practices, as well as the best corporate governance practices, and about accounting and finance.

**Article 4** - By the majority of votes, a chairperson will be assigned among the Fiscal Council members in the first meeting after their investiture or whenever there is a waiver or vacancy. Their reelection is allowed for subsequent terms.

**Paragraph 1** – The Fiscal Council chair will act as this body's coordinator and representative before other Company's bodies without, however, inhibiting the other members' individual actions.

**Paragraph 2** - The chair of the Fiscal Council does not have the power to act as the Company's legal representative before third parties, unless duly and specifically authorized by the members of the Company's Management, in accordance with its Bylaws.

**Paragraph 3** - Should the chair be vacant, the other Fiscal Council representatives will determine who will replace them.

**Article 5** - The members of the Fiscal Council, pursuant to IN/CVM no. 358/2001, as amended and as established in the Company's Relevant Act or Fact Disclosure Policy, must inform the Chief Investor Relations Officer who will, in turn, inform the CVM, and if applicable the Stock Exchange and the organized over-the-counter market entity in which the securities issued by the Company are admitted to trading, the number, characteristics and method of acquisition of the securities issued by the Company. This also applies to the Company's controlled or controlling companies in case such companies are publicly-held companies or referenced to such securities, of which they are title holders, as well as changes in their positions. This communication must be carried out immediately after taking office and within a maximum period of five (5) calendar days after the end of the month in which there is a change in the positions held by them, indicating the balance of the position in the period, so that the Investor Relations department can comply with the legal deadline determined by the CVM.

### **Chapter III – Competence**

**Article 6** – It is incumbent upon the Fiscal Council to:

- (i) Oversee through any of its members the actions of the Company's management and verify compliance with their duties under the law and its Bylaws;
- (ii) Issue its opinion on the annual management report, including in such opinion any additional information it deems necessary or useful for the resolutions of the Annual General Meeting;
- (iii) Issue its opinion on the proposals of the management bodies, to be submitted to the Annual General Meeting, relating to change in capital stock, issuance of debentures or subscription warrants, investment plans or capital budgets, distribution of dividends, transformations, incorporations, mergers or spin-offs;
- (iv) Through any of its members, report to the management bodies, and if such management bodies do not take the necessary measures to protect the Company's interests, to the Annual General Meeting, the errors, frauds or crimes they discover, and suggest measures useful to the Company;
- (v) Call an Annual General Meeting in case the management bodies delay this call for more than one (1) month, and an Extraordinary General Meeting whenever serious or urgent reasons occur, including in the meeting agenda the matters they deem necessary;
- (vi) Analyze, at least quarterly, the balance sheet and other financial statements of the Company and its Controlled and Associated Companies, prepared by the Company's management and audited by independent auditors;
- (vii) Examine the financial statements for the fiscal years and issue an opinion on them;
- (viii) Perform these duties during the eventual liquidation of the Company, in accordance with current law;
- (ix) Issue its opinion on the choice of independent auditors made by the Company's management;
- (x) Forward reports and complaints from third parties related to accounting and internal control procedures;
- (xi) Perform other acts within its competence as set forth in legislation.

### **Chapter IV- Meetings**

**Article 7** - The Fiscal Council will meet ordinarily four (4) times a year, on a quarterly basis, and extraordinarily whenever the social interest so requires, upon written call notice from any of its members by letter, email or by any other means, electronically or otherwise, allowing for proof of receipt at least five (5) days in advance, with presentation of the agenda of the matters to be discussed.

**Article 8** - Regardless of the formalities provided for in Article 7 above, a meeting attended by all members of the Fiscal Council will be considered regular.

**Article 9** - The Fiscal Council members, after taking office, must hold a first meeting of the Fiscal Council to define the calendar and frequency of meetings to be held during their term of office, in line with the Company's corporate events calendar filed with the CVM.

**Article 10** - Meetings will be held in person whenever possible, however, meetings held via conference call, videoconference or other means of communication will be allowed, and such participation will be considered in-person participation at said meetings. In this case, opinions and reports must be formalized by letter or email.

**Article 11** - The meetings will be held at the Company's headquarters and will be presided over by the chairman of the Fiscal Council, with one of the other members or a lawyer attending at the meeting acting as secretary, who will be responsible for drawing up the respective minutes.

### **Chapter V – Rights and Duties**

**Article 12** - The Fiscal Council members will have access, upon request by email or in writing, primarily through the Administrative and Finance Director, or any other member of Management, to all documents and information that they deem necessary for the exercise of their duties, as long as they relate to the body's overseeing capacity and do not violate the confidentiality imposed by law or court decision.

**Sole Paragraph** – Access to information must be compensated by the judgment and common sense of each member, in order to request materials relevant to their activity, recognizing and avoiding excessive demands on management, especially information of strategic nature and related to participation in bids and tenders, which by their nature should be restricted to the Board of Directors until public disclosure.

**Article 13** - The Fiscal Council members must maintain confidentiality regarding information not yet disclosed to the market, obtained due to their position.

**Article 14** - In the event of resignation, dismissal, or expiration of the term of office of a member of the Fiscal Council, the prohibition provided for in article 13 above applies, which will extend for a period of one hundred and eighty (180) days after his/her removal from office.

**Article 15** - The chairman of the Fiscal Council must send copies of the minutes of its meetings to the Board of Directors, the Executive Board and the Company's Audit Committee.

**Article 16** - The Fiscal Council members must inform the chairman of any significant change in their main occupation that may cause a conflict of interest and/or negatively impact their commitment to the Company's shareholders and the Fiscal Council itself.

**One-sentence Paragraph** – The Fiscal Council will decide whether or not the member will remain in his/her position or will forward the matter to the General Meeting for resolution. Until the case is analyzed by the shareholders, the member will remain removed from his duties.

### **Chapter VI – Compensation**

**Article 17** - The overall fees of the Fiscal Council members will be set by the Annual General Meeting that elects them.

**Sole Paragraph** – In the case of a definitive vacancy, the alternate member who takes the place of the sitting member will be entitled to the fees corresponding to his/her attendance of meetings.

### **Chapter VII – Miscellaneous**

**Article 18** - This Charter will be delivered to each member of the Fiscal Council. Each member will undertake to comply with the provisions herein.

**Article 19** – This Charter may be modified at any time, by decision of the Fiscal Council.

**Article 20** - The questions raised in the application of this charter will be point of order and will be resolved by the Fiscal Council.

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