	<b>Nomination Policy for member of Odontoprev’s Board of Directors, Fiscal Council, Advisory Committees, and Executive Officers</b>	<b>Issue date</b> 11/05/2024
<b>Prepared by:</b> Legal Department Human Resources Director	<b>Approved by:</b> Personnel Management Committee (11/04/2022) Board of Directors (11/05/2024)	<b>2<sup>nd</sup> Version</b>

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## 1 PURPOSE

The Nomination Policy of Odontoprev S.A. (“Company”)’s Board of Directors, Fiscal Council, Advisory Committees, and Executive Board members has the purpose of establishing criteria and procedures that shall be observed in the indication of the referred members, aiming at ensuring the best corporate governance practices.

The indications shall observe the provided herein, in the Company’s Bylaws, internal regulation, Law No. 6,404, December 15, 1976, (“Corporations Act”), in Normative Resolution - RN 520, dated April 20, 2022, of the National Supplementary Health Agency (ANS) and subsequent changes, as well as other applicable legislation and regulations in force.

For the indication of candidates of Board of Directors members, Fiscal Council, Executive Officers, and Advisory Committees, the Company undertakes to try achieving a multidisciplinary composition, of which will consider: (i) the complementarity of experiences; and (ii) diversity aspects, such as gender, race or color, age group, marital status, sexual orientation, religious choice, inclusion of people with disabilities or socioeconomic class.

## 2 SCOPE

The policy applies to all members of the Board of Directors, Fiscal Council, Advisory Committees, and Executive Officers linked to the Company.

## 3 CRITERIA AND PROCEDURE FOR INDICATION


### 3.1 Members of the Board of Directors

- I. The Board of Directors will be composed by at least eight (8) members and at most eleven (11) members, all elected and removable by the Annual General Meeting, with a unified tenure of two years, with permission for reelection.
- II. According to the New Market (“Novo Mercado”) Regulation, at least two (2) or twenty percent (20%), whatever is the highest, of the Board of Directors members shall be Independent Members and the characterization of the nominees to the Board of Directors as Independent Directors shall be decided at the General Meeting that elects them.
- III. When the result of the compliance of the percentage referred to in paragraph 1 above is a fractional number, rounding to the whole number immediately higher shall take place.
- IV. The Board of Directors’ member shall have an immaculate reputation and cannot be elected except if dismissed by the Annual General Meeting, are the ones who (i) hold positions in

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companies that might be considered competitors of the Company; or (ii) have or represent a conflicting interest against the Company. Voting rights may not be exercised by a member of the Board of Directors if the same impediment factors arise.

- V. The Board of Directors will be composed by one (1) Chairman and one (1) Vice-President, elected and removable by the Annual General Meeting, according to the attributions provided by Law 6,404/76, in Bylaws, and the Board of Director's Internal Regulation.
- VI. The Board of Directors members shall also meet the requirements established in Normative Resolution - RN 520, dated April 29, 2022, of the National Supplementary Health Agency (ANS) and subsequent changes.
- VII. The Board of Directors, without prejudice of the provided above, shall be formed by highly qualified professionals, committed to the Company's values and principles, besides having remarkable and adequate professional, technical, and academic experience, with the purpose benefiting the Company from the plurality and complementarity of opinions in the decision-making process.
- VIII. The indication process shall consider the availability of adequate time to dedicate themselves to the Company's activities.
- IX. Under the terms of Article 139, Paragraph 3, of the Corporate Law ("Lei das S.A.s") No 6,404/76 and New Market ("Novo Mercado") Regulation, the Company's Chairman and Chief Executive Officer positions cannot be simultaneously held by the same person.
- X. The Company's Management and any shareholder can indicate candidates to the Board of Directors, observing the provided in CVM Resolution 81, dated March 29, 2022, and subsequent amendments, the ANS rules, without prejudice to the applicable legislation.
- XI. In the election of the Board of Directors members, if the multiple voting process is not requested as per Law No. 6,404/76, the Annual General Meeting shall vote through slates, previously presented in writing to the Company up to five (5) days before the date for which a Meeting is called. The presentation of more than one (1) slate by the same shareholder or group of shareholders is forbidden. The board shall not accept the registry of any slate nor the exercise of the right to vote in the election of the Board of Directors' members under the circumstances representing a breach of the provisions of Law No. 6,404/76 and the Bylaws.
- XII. Should there be a vacancy in the Board of Directors not resulting in a composition lower than the majority of the body's positions, according to the number of effective members resolved by the


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Annual General Meeting, the other Board of Directors members may (i) appoint a substitute(s), who shall remain in the position up to the end of the substituted member(s) tenure(s); or (ii) opt for leaving the position of the vacant member(s) vacant, as long as observing the number of members provided in item I above.

- XIII. Should there be a vacancy in the Board of Directors resulting in a composition lower than the majority of the body’s positions, according to the number of effective members resolved by the Annual General Meeting, the Board of Directors shall call a General Meeting to elect a substitute(s), who shall remain in the position up to the end of the substituted member(s) tenure(s).
- XIV. The Board of Directors members shall be invested in their positions upon signature of the instrument of investiture drafted in its own book.
- XV. The Board of Directors members shall remain in their positions and exercise their roles until their substitutes are elected, except if otherwise resolved by the Annual General Meeting.
- XVI. The Board of Directors shall observe its Internal Regulation, which shall discipline its attributions and operation rules.

**3.2 Members of the Fiscal Council**

- I. The Fiscal Council will be composed by three (3) to five (5) members, whether shareholders or not, and an equal number of deputies, elected in the Annual General Meeting resolving on its establishment, with a one (1)-year unified term, ending on the Annual General Meeting approving the accounts of the tax year’s when they were elected. The reelection is allowed.
- II. Should there be a definitive vacancy, a deputy director shall take over the position.
- III. Should there be a temporary impediment or absence, a deputy director shall substitute the temporarily disqualified or absent director. In the absence of a deputy, no other Fiscal Council member may represent the absentee since the position's responsibility cannot be delegated.
- IV. Should the shareholder submits a candidate indication to the Fiscal Council, such request shall be accompanied by the candidate's resume. This document shall include at least their qualification, summary of professional experience, education, primary professional activity, and the positions they currently hold in other companies.


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- V. All Fiscal Council members shall declare, under the penalties of the Law, abiding by all requirements provided in Article 162 of Law No. 6.404/1976 (“Corporations Act”) for their investiture as members of the Company’s Fiscal Council.
- VI. The Fiscal Council members shall be invested in their positions upon signature of the instrument of investiture drafted in its own book.
- XVII. The Fiscal Council members shall have the due time to dedicate themselves to their activities.
- XVIII. By the majority of votes, a president shall 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.
- XIX. The Fiscal Council president shall act as this body’s coordinator and representative before the other Company’s body without, however, inhibiting the other members’ individual actuation.
- XX. Should the president be vacant, the other Fiscal Council representatives shall determine who shall substitute them.
- XXI. The Fiscal Council shall observe its Internal Regulation, which shall discipline its attributions and operation rules.

### 3.3 Members of the Advisory Committees

The Advisory Committees of the Board of Directors (“Advisory Committees”) aim at enhancing the exercise of the Board of Directors roles.

- I. The Advisory Committees are subordinate to the Board of Directors.
- II. The Corporation currently has two (2) Advisory Committees, to wit: (i) Audit Committee and (ii) Personnel Management Committee.
- III. The Advisory Committees’ tenure is of one (1) year.
- IV. Each Advisory Committee has one (1) Coordinator, elected by the Board of Directors and whose attributions shall be determined by the Internal Regulation of the respective Committee.
- V. The Audit Committee shall have an annual budget allocation approved by the Board of Directors under the New Market (“Novo Mercado”) Regulation terms. It shall be formed by at least three (3) members, whereby:

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- a. at least one (1) shall be an independent director, according to the definition included in the New Market ("Novo Mercado") Regulation;
- b. at least one (1) shall have a recognized experience in corporate accounting matters, as per regulation edited by the CVM, providing on the registry and exercise of the independent audit activity in the securities market and defining the duties and responsibilities of the managers of the audited entities in the relationship with the independent auditors;
- c. the same Audit Committee's member can accumulate the two characteristics provided in items (a) and (b) above;
- d. the members should have the proper time to dedicate themselves to their activities in the Company;
- e. participation as a member of the Company's Audit Committee from its officers, officers of their controlled companies, controller shareholder, affiliated, or companies under joint control is forbidden; and
- f. the indications to the Audit Committee observe the guidance from the B3 S.A. New Market ("Novo Mercado") Regulation regarding the members' profile.

- VI. The Personnel Management Committee is formed by at least three (3) members, with the participation of at least one (1) Independent Director.
- VII. The Company's Board of Directors shall make the indication of the Advisory Committees' members.
- VIII. The Advisory Committees shall observe their Internal Regulation, which shall discipline their attributions and operation rules.

As to the Board's Advisory Committees, it shall be taken into consideration:


- a. the time availability and attendance in the meetings during the previous tenure (where applicable);
- b. the member's performance during the term when exercising their roles; and
- c. aspects like knowledge, experience, and complementarity of roles.

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**3.4 Members of the Executive Board**

- I. The Executive Board will be composed by at least four (4) and a maximum of ten (10) officers, necessarily a Chief Executive Officer, a Chief Financial-Administrative Officer, and a Investors Relations Officer. The other members, if elected, shall be named Executive Officers. The Investors Relations Officer’s position can be performed cumulatively with the position of any other Officer, as determined by the Board of Directors.
- II. The Officers shall be elected for a two-(2)-year tenure, and they can be reelected. The Officers shall meet the requirements established in Law No. 6,404/76, and in the Bylaws, for the performance of their roles, including the requirements established in Normative Resolution - RN 520 dated April 29, 2022, of the National Supplementary Health Agency (ANS).
- III. The Executive Board shall be formed by professionals aligned and committed to the Company’s principles and values, highly qualified, besides having remarkable and adequate professional, technical, and academic experience, to implement the strategies, face the challenges, and to achieve the Company’s goals, with the proper time available to dedicate themselves to their activities in the Company.
- IV. The indication and election of the candidates to the Officer’s position shall be under the Company’s Board of Directors’ liability, respecting the applicable legislation.
- V. The Board of Directors is liable for removing the Executive Board’s members.
- VI. The non-reelected members of the Executive Board shall remain in the exercise of their respective positions until the new Officers’ investiture.
- VII. Should there be a definitive impediment or position’s vacancy, the Board of Directors shall be immediately called to elect a substitute;
- VIII. The absence or impediment of any Officer for a continuous term longer than thirty (30) days, except if authorized by the Board of Directors, shall determine the end of the respective tenure, applying the provided in item 4.5.
- IX. The Executive Board’s members should have the due time to dedicate themselves to their activities in the Company.
- X. The Executive Board shall observe its Internal Regulation, which shall discipline its attributions and operation rules.

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Regarding the criteria to the Executive Board’s candidacy, it shall also be taken into consideration:

- a. internal succession processes and integrity criteria;
- b. leadership experience (preferably in the business or in an area related to the Corporation’s activities); and
- c. for an internal candidate, the performance evaluation of the last three years, or since their hiring, if it occurred in a shorter period.

#### 4 FINAL CONSIDERATIONS

The Personnel Management Committee is the body in charge of implementing the procedures required to observe the rules herein and its monitoring.

Any questions about the provided herein or the application of any of its provisions shall be directly forwarded to the Personnel Management Committee Coordinator, who shall provide the due clarification or guidance.

The Managers shall be aligned with the policies and practices targeted at the business’ sustainability and the Company’s continuity.

This Policy can be amended upon previous approval from the Company’s Personnel Management Committee and Board of the Directors whenever the referred management's bodies deem necessary and/or due to legislative and regulatory alterations or of the Company’s corporate governance documents.

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