

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 BOARD OF DIRECTORS

I – Applicable Definitions

When used in this Charter, the following terms will have the following meanings:

1.1. B3: means B3 S.A. – Brasil, Bolsa, Balcão.

1.2. Company: means Odontoprev S.A., a publicly-held company, headquartered in the city of Barueri, State of São Paulo, enrolled with Corporate Taxpayer's ID (CNPJ/MF) under No. 58.119.199/0001-51, with its articles of incorporation duly filed with the Commerce Registry of the State of São Paulo under Company Registry (NIRE) No. 35.300.156.668.

1.3. Independent Directors: means the elected directors who, under the terms of B3's Novo Mercado Regulations, are defined by (i) not having any relationship with the Company, except for capital participation that does not characterize direct or indirect control; (ii) not being the Controlling Shareholder (as defined in the Brazilian Corporate Law), spouse or relative up to the second degree of kinship of the Controlling Shareholder, or not being or not having been linked to the Company or an entity related to the Controlling Shareholder (persons linked to public educational and/or research institutions are excluded from this restriction); (iii) not having been, in the last 3 years, an employee or executive officer of the Company, of the Controlling Shareholder or of a company controlled by the Company; (iv) not having a business relationship with the Company, its Controlling Shareholder or affiliated companies, subsidiaries or companies under common control; (v) not being an employee or manager of a company or entity that is offering or demanding services and/or products from the Company; (vi) not being the spouse or relative up to the second degree of kinship of any of the Company's Management Members; (vii) not receiving any compensation from the Company other than that of a director (cash income from shareholding interest is excluded from this restriction).

1.4. CVM: means the Brazilian Securities and Exchange Commission.

1.5. Bylaws: means the bylaws of Odontoprev S.A.

1.6. CVM Resolution No. 44: means CVM Resolution No. 44 of August 23, 2021, as amended.

1.7. Brazilian Corporate Law: means Law No. 6,404/76, as amended.

1.8. Company's Disclosure Policy: means the Company's Disclosure of Material Act or Fact, established pursuant to CVM Resolution No. 44 and approved by the Board of Directors on March 29, 2022.

1.9. Charter: means this Charter of the Board of Directors of Odontoprev S.A.

II – Nature

2.1. The Company's Board of Directors is a collegiate body, whose members will be elected in the manner provided for in the Brazilian Corporate Law and the Bylaws, and which is governed by this Charter and in accordance with the applicable legislation.

2.2. The purpose of the Board of Directors is to set the general direction of the Company's business and decide on strategic matters, and it must be guided, at all times, by the Company's mission, statement of principles and values.

2.3. The members of the Board of Directors will act in accordance with the powers and duties conferred upon them by law and the Company's Bylaws.

III – Composition

3.1. The Board of Directors shall be composed of at least eight (8), and at most, eleven (11) sitting members and up to an equal number of alternates, all elected and dismissible at the General Meeting, with a unified management term of two (2) years, re-election being allowed.

3.1.1. At least two (2) or twenty percent (20%) of the members of the Company's Board of Directors, whichever is greater, must be Independent Directors. When, in view of the percentage calculation referred to herein, results in a fraction, the Company must round it up to the next whole number, in accordance with the provisions of Article 15, Paragraph 3 of the Bylaws.

3.2. The Directors must have unblemished reputation, not being able to be elected, apart from the waiver of the General Meeting, any person who (i) occupies positions in companies that could be considered Company competitors; or (ii) has or represents interests conflicting with the Company. The Director must also meet the requirements established in the Normative Resolution – RN 520, of April 29, 2022, from the Brazilian Agency of Supplementary Health (ANS, in Portuguese) and subsequent updates, for the exercising of his functions.

3.3. The term of office of the members of Directors will be a unified two (2)-year term, with re-election permitted. At the end of their term of office, the members of the Board of Directors will remain in office until their successors take office.

3.4. The Chairman and the Vice Chairman of the Board of Directors will be nominated by the General Meeting.

3.4.1. It is the responsibility of the Chairman of the Board of Directors to preside over the General Meetings and Board of Directors' meetings, and in the case of his or her absence or temporary impediment, these functions must be exercised by the Board's Vice Chairman, or, in the absence of the Vice Chairman, by another Director specially appointed by them.

3.5. In the event of a permanent vacancy on the Board of Directors, the rules set out below will apply.

3.5.1. If permanent vacancies occur on the Board of Directors that do not result in a Board composition lower than the majority of the body's posts, in accordance with the number of sitting members resolved by the General Meeting, the other members of the Board of Directors may (i) nominate substitute(s), who must remain in office until the end of the mandate of the substituted member(s); or (ii) opt to leave vacant the position(s) of the vacant member(s), assuming that this respects the number of Directors set forth in the caput of Article 15 of the Company's Bylaws. In the case set out in item (i) above, the position that becomes permanently vacant must be taken up by an alternate chosen by the Board of Directors from among the alternate members appointed by the same shareholder or group of shareholders that appointed the respective sitting member who leaves office.

3.5.2. In the event of a vacancy on the Board of Directors resulting in a composition lower than the majority of the body's positions, according to the number of sitting members resolved by the 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).

3.6. Directors may not be absent from their duties for more than sixty (60) consecutive calendar days, under penalty of forfeiture of their office, except in the case of a leave of absence granted by the Board of Directors itself.

IV – Investiture in Office

4.1. The Directors will take office by signing the Instrument of Investiture drawn up in the book of Minutes of the Board of Directors' Meetings.

4.2. The Director who is resident or domiciled abroad must, by the date of investiture, appoint a proxy resident in the country, with powers to receive summons, with a duration that must be extended for at least three (3) years after the end of the term of office, under the terms of Article 146, Paragraph 2 of the Brazilian Corporate Law and subsequent updates.

4.3. Upon taking office, the members of the Board of Directors must sign, under penalty of law, the Liability Agreement set out in Resolution - RN no. 520, of the Brazilian Agency of Supplementary Health - ANS, of April 29, 2022 and subsequent updates, which will be kept on file at the Company's headquarters, and the rules common to company officers set out in Article 147 of the Brazilian Corporate Law shall apply to the Directors.

4.4. The Directors must also comply with the provisions of the Company's Disclosure Policy, abiding by its terms, as established therein.

4.5. The Directors, pursuant to CVM Resolution 44, and subsequent updates and under the provisions set forth in the Company's Disclosure Policy, must inform the Company's Investor Relations Officer of the quantity, characteristics and method of acquisition of the securities issued by the Company and its controlled or controlling companies which are publicly-held companies, or referenced to them, and which they hold, as well as any changes in their positions. This communication must be made to the Company's Investor Relations Officer immediately after taking office, and within a maximum of fifteen (15) days after each deal has been carried out, informing them of any changes to their positions, indicating the

initial position, the characteristics of the movements that have taken place and the balance of the position for the period.

4.6. The Board of Directors must, in the management proposal submitted to the General Meeting for the election of Directors, include its opinion on:

- I. the compliance of each candidate for the position of member of the Board of Directors with the nomination policy; and
- II. the reasons why the Independent Director meets the requirements set out in B3's Novo Mercado Regulations.

V – Competence

5.1. The Board of Directors will be responsible for deciding on any and all matters of interest to the Company, with the exception of (i) those matters which the law or the Bylaws attribute exclusive competence to the General Meeting and (ii) those matters which are entrusted to the Executive Board by the Company's Bylaws.

5.2. The Board of Directors is responsible for all the duties set out in Article 18 of the Bylaws, in addition to other duties assigned to it by Law 6,404/76 or by the Company's Bylaws.

5.3. The Board of Directors, in order to improve the performance of its duties, can create committees or work groups with defined objectives, comprising persons designated by it within the members of management and/or persons who are not part of the Company's management.

5.3.1. The committees shall have their own internal unique charter.

5.3.2. The committees will be formed and coordinated by Directors and will have the number of advisory members appointed by them. Advisory members may or may not be members of the Board of Directors and must necessarily have the knowledge, skills and experience required for the position, according to the discretionary analysis of the Board of Directors.

5.4. The Board of Directors must not interfere in the Company's operational matters, but must be free to request all the information needed to carry out its duties, including from external specialists, if necessary.

VI - Meetings

6.1. The Board of Directors shall meet ordinarily every three (3) months and extraordinarily whenever the interests of the Company so require.

6.2. The meetings of the Board of Directors will be installed with the attendance of the majority of its members; and matters submitted to voting will be approved by the vote of the majority of those present.

6.2.1. Alternate Directors may attend any meeting of the Board of Directors, even if all sitting Directors are also present at the meeting. Alternate Directors who are not effectively replacing a sitting Director will be allowed to attend meetings and may take the floor, without casting a vote.

6.2.2. If a sitting Director is convened to a meeting of the Board of Directors and is unable to attend or participate remotely, as provided for in Clause 6.5 below, he or she must appoint, from among the sitting Directors (by means of a proxy, as provided for in Clause 6.5 below) or elected alternates, the one who is to attend the respective meeting in his or her place.

6.3. Meetings of the Board of Directors may be convened by its Chairman or Vice Chairman, by written notice, either by letter, telegram, fax, e-mail or any other means that allows for confirmation of receipt of the notice by the recipient, delivered at least five (5) working days in advance, presenting the agenda of the matters to be addressed and accompanied by any necessary documents.

6.4. Regardless of the formalities set out in this clause, a meeting attended by all the members of the Board of Directors, either by themselves or by their representatives, will be deemed to be in order.

6.5. The Board's meetings can be carried out, exceptionally, by conference call, videoconference or by whatever other means of communication in which there is unequivocal proof of the manifestation of a vote. Votes by proxy granted in favor of another sitting Member and votes delivered by fax, electronic mail or whatever other means of communication are admissible, counting as present the members who voted.

6.6. At the end of the meeting, its minutes must be drawn up, signed by all the members of the Board of Directors physically present at the meeting, and subsequently transcribed to the Company's Board of Directors Minutes Book. The minutes must be clearly written, record all decisions taken, abstentions from voting due to conflicts of interest, responsibilities and terms, as well as dissenting votes and relevant discussions when required. The votes or opinions expressed by members who participate remotely in a meeting pursuant to Clause 6.5 above will also be recorded in the Minutes Book of the Board of Directors, and a copy of the letter, facsimile or electronic message, as the case may be, containing the vote or opinion of the Director, will be attached to the Minutes Book immediately after the minutes have been transcribed.

6.7. The Meetings of the Board of Directors will be chaired by the Chairman of the Board of Directors and the secretary will be appointed by him/her.

6.8. Onsite meetings of the Board of Directors will preferably be held at the Company's headquarters.

6.9. The Board of Directors may admit other participants to its meetings for the purpose of providing clarifications of any kind, although they will not have the right to vote.

6.10. The minutes of the meetings of the Board of Directors which contain resolutions intended to produce effects with third parties will be filed with the Commerce Registry and published.

6.11. Each sitting member formally invested in office will be entitled to one (1) vote at meetings of the Board of Directors.

6.12. A Director cannot have access to information or participate in meetings of the Board of Directors relating to questions about matters which he or she has or represents an interest conflicting with the Company's, with the express prohibition of the exercising of the right to vote by such a member.

VII - Rights and Duties

7.1. The Directors will have access, through a request to be sent to the Company in the person of the Chief Executive Officer, to the documents and information necessary for the performance of their duties.

7.2. The Chairman of the Board of Directors may, when he or she deems it necessary, hire external specialists to assist with specific decisions, in compliance with the competences established in the Company's Bylaws.

7.3. The Directors must maintain the secrecy of information to which they have privileged access as a result of their position, until it is disclosed to the market, as well as ensure that subordinates and third parties also do so, being jointly and severally liable with them.

7.4. The Board of Directors and the Company will be responsible for convening the meetings of the Board of Directors and making available any and all information intended to support the decision-making process of each member of the Board, and therefore will not be responsible for submitting the matters to be decided at the Board of Directors' Meeting to any other forum or destination other than the Board of Directors itself and its members.

7.5. Without prejudice to the provisions of Clause 7.4 above, the Company will make available to the Directors all the administrative and logistical support they may request in order to carry out the responsibilities referred to above, including the provision of infrastructure for meetings and assistants to carry out the work required to reproduce, disclose and file the respective minutes with the Company.

7.6. The Directors must inform the Chairman of the Board of any significant change in their main occupation which may negatively impact their commitment to the Company and to the Board of Directors itself. The Board of Directors will decide on the possibility of the continuation of the Director who is in this condition or on the need to refer the decision on the permanence of said member on the Company's Board of Directors to the general meeting.

VIII - Compensation

8.1. The overall management fees will be set annually by the General Meeting and the Board of Directors will distribute this amount among its members and the Company's Executive Officers.

IX – Miscellaneous Provisions

9.1. This Charter was approved at the Board of Directors' Meeting held on March 26, 2010, with its latest revision approved at the Board of Directors' Meeting held on March 20, 2024.

9.2. This Charter may be amended at any time by resolution of the Board of Directors.