	<b>CHARTER OF THE EXECUTIVE BOARD</b>	<b>Issue Date</b> November 22, 2021
<b>Prepared by:</b> Legal Department	<b>Approved by:</b> Executive Board (November 22, 2021) Board of Directors (November 30, 2021)	<b>2<sup>nd</sup> version</b>

## 1. PURPOSE

1.1 This Charter has as purpose to regulate the general rules regarding the composition, election, investiture, operation, structure, organization, and activities of the Company's Statutory Executive Board to exercising its rights and duties as set forth in the current legislation, notably Law 6,404/76, Resolutions of the Brazilian Agency of Supplementary Health ("ANS," in Portuguese), the Brazilian Securities and Exchange Commission ("CVM," in Portuguese), B3 S.A. – Brasil, Bolsa, Balcão ("B3"), in accordance with the Code of Ethical Conduct and the Bylaws of Odontoprev S.A.

## 2. COMPOSITION

2.1 The Executive Board, whose members shall be elected for a term of office of two (2) years, their reelection being permitted, and dismissed at any time by the Board of Directors, will consist of at least four (4) and no more than ten (10) members, including necessarily one (1) Chief Executive Officer, one (1) Chief Financial and Administrative Officer, one (1) Chief Clinical Operations Officer, and one (1) Investor Relations Officer:

2.2 The position of Investor Relations Officer may be held concurrently with any other Officer, as determined by the Board of Directors;

2.3 Membership in the Board is non-delegable, and appointment to positions will be made by signing the term drawn up in the proper book;

2.4 Officers not re-elected will remain in office until the new Officers take office, with the term in office extended until the new election for all legal purposes, and Officers shall retain the same powers conferred upon them at the time of election and as set forth in the Bylaws;

2.5 In case of permanent impediment or vacancy of the position, the Board of Directors shall be immediately convened to elect a successor;


2.6 Should any Officer be absent or continuously impeded for a period exceeding thirty (30) days, unless authorized by the Board of Directors, their term in office will be terminated, and the Board of Directors shall be immediately convened to elect a successor; and

2.6.1 An Officer may not replace, simultaneously, more than one (1) other Officer.

## 3. RESPONSIBILITIES

3.1 Officers must meet the requirements established in Law 6,404/76 and in the Bylaws for the performance of their duties, including the requirements set forth in Normative Resolution – RN 11, dated July 22, 2002, of the Brazilian Agency of Supplementary Health (ANS), and Odontoprev's Code of Ethical Conduct;

3.2 Members of the Executive Board have the duties of diligence, disclosure, secrecy and loyalty to the Company as outlined in Articles 153 to 157 of Law 6,404/76, and they are liable for damages resulting from failure to fulfill their duties and for acts committed with negligence or willful misconduct, or in violation of the law and the Company's Bylaws, as well as the Code of Ethical Conduct of Odontoprev; and

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3.3 The responsibility of members of the Executive Board for failing to fulfill their duties is joint and several, but a dissenting member who state their disagreement in the minutes of the Executive Board meeting and communicates it to the Board of Directors and Shareholders at the General Meeting is exempt from such responsibility.

#### 4. COMPETENCE


4.1. The members of the Executive Board, together with the Board of Directors, in addition to the management and oversight of the Company's business, are especially responsible for:

- a) complying with and enforcing the Bylaws, this Charter, internal policies, and resolutions of the Board of Directors and the General Meeting;
- b) annually, submitting to the Board of Directors the Management Report and the accounts of the Executive Board for review, accompanied by the report of the independent auditors, as well as the proposal for the allocation of profits earned in the previous fiscal year;
- c) submitting the annual budget to the Board of Directors; and
- d) quarterly, presenting to the Board of Directors the detailed balance sheet of the Company and its subsidiaries.

4.2. It is incumbent upon the Chief Executive Officer to coordinate the actions of the Executive Officers and oversee the execution of activities related to the overall planning of the Company, in addition to the functions, duties, and powers entrusted to him/her by the Board of Directors, and in accordance with policies and guidelines previously set out by the Board of Directors:

- a) to convene and chair the meetings of the Executive Board;
- b) to oversee the Company's administrative activities, coordinate and supervise the activities of the Executive Officers and units under their responsibility;
- c) to propose, but not exclusively, to the Board of Directors the assignment of duties to each Executive Officer at the time of their respective election;
- d) to represent the Company, both actively and passively, in or out of court, in accordance with the provisions of the Company's Bylaws;
- e) to coordinate the Company's key strategic policies;
- f) annually, to prepare and present to the Board of Directors the Company's annual business plan and budget; and
- g) to manage corporate matters in general.

4.3. The Chief Financial and Administrative Officer, in addition to the functions, duties, and powers entrusted to

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him/her by the Board of Directors, and in accordance with policies and guidelines previously established by the Board of Directors, is responsible for:


- a) proposing financing alternatives and approving the financial conditions of the Company's businesses;
- b) managing the Company's cash flow and accounts payable and receivable;
- c) overseeing the accounting, financial, and tax/fiscal planning areas; and
- d) representing the Company, both actively and passively, in and out of court.

4.4. The Investor Relations Officer is responsible for providing information to investors, the CVM, and the stock exchanges and organized over-the-counter markets where the Company is registered, and must keep the Company's registry as publicly held company up-to-date, complying with all applicable laws and regulations for publicly traded companies; and

4.5. The Clinical Operations Officer, in addition to the functions, duties, and powers entrusted upon him/her by the Board of Directors, and in compliance with policies and guidelines previously outlined by the Board of Directors, is responsible for:

- a) directing all aspects related to the Company's accredited network, as well as the operation of company-owned clinics;
- b) managing relationships with professional associations and educational and research entities;
- c) managing research programs and continuing education initiatives in which the Company takes part, as well as health promotion policies;
- d) ensuring the Company's dental care services compliance with all current legal regulations;
- e) coordinating and integrating the Accredited Network Compensation Committee;
- f) executing accreditation agreements together with another Officer or attorney;
- g) directing the activities of the Company's Clinical Department, aiming for clinical quality control over the healthcare provided for beneficiaries;
- h) managing the assistance segment for reimbursements to beneficiaries using professionals outside the accredited network;
- i) proposing clinical policies and protocols, as well as suggesting the introduction of new practices and technologies; and
- j) reviewing and proposing all payments to the Accredited Network as well as reimbursements to beneficiaries.

4.6 The other elected Executive Officers, in addition to the functions, duties, and powers entrusted to them by the Board of Directors, and in accordance with policies and guidelines previously outlined by the Board of Directors, are responsible for:

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- a) performing actions and taking appropriate measures for the proper management and resolution of executive matters of the Company;
- b) bringing to the attention of the Executive Board any internal matter or external factor that may be of interest to the Company;
- c) complying with the directives of the Chief Executive Officer;
- d) executing commercial contracts jointly with one (1) other Officer or attorney; and
- e) supporting the other Officers in the performance of duties relevant to their respective positions.

## 5. FUNCTIONING

5.1 The Executive Board shall convene upon the call of its Chief Executive Officer or upon the joint initiative of any two (2) Officers, whenever the interests of Odontoprev so require, with these individuals presiding over such meetings.

5.2 The meetings will be held at the Company's headquarters or via videoconference and will be deemed valid with the presence of a simple majority of its members, including necessarily the Chief Executive Officer or an absolute majority of the Officers, and the respective decisions will be made by a majority vote of the attending members, with the Chief Executive Officer being granted a casting vote in the event of a tie to approve or reject the matter under discussion. Minutes with corresponding resolutions will be drawn up in the appropriate book.

5.3 The meetings will be convened regardless of call if the entirety of sitting members are present.

5.4 In the event of insufficient attendance to constitute a quorum for a meeting of the Executive Board, the Chief Executive Officer shall convene a new meeting within a minimum period of two (2) days, which shall be valid with any number of attendees, conducted according to the urgency required for the matter at hand.


5.5 All decisions of the Executive Board will be recorded in minutes drawn up in the respective minutes book of the Executive Board meetings, which must be clearly and concisely written, containing the record of the decisions made, as well as the signature of all attending Officers.

5.5.1 At the discretion of the Chief Executive Officer, either on his/her own initiative or that of another Officer, guest may be invited to participate in meetings without voting rights.

5.6 Factors that will be considered as impediments to the participation of an Officer in a meeting:

- a) trips by Officers in the performance of their professional duties, unless the Officer has the possibility to participate in the meeting remotely, as previously set forth in this Charter;
- b) vacation period; and
- c) absence due to medical leave.

5.7 During the meetings, any sitting member of the Executive Board may request and individually review all

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documents they deem necessary for the proper exercise of their duties, and may make notes and observations, which will be discussed and decided upon in the respective meetings. Requests for examination or copy of document must be submitted to the Company's Chief Executive Officer, in a substantiated manner, by the Officer making the request.

5.8 Any absence of a member from meetings must be justified, and such justification shall be recorded in the minutes of the meeting.

5.8.1 The Executive Board meetings will follow the following sequence:

- a) checking the quorum for the commencement;
- b) opening the proceedings;
- c) reading the agenda of the meeting;
- d) discussion and decision-making on the matters listed on the agenda; and
- e) closing the proceedings.

5.8.2 Matters authorized by the Chief Executive Officer may be admitted as off-agenda items.

5.9 All agenda items will be treated as confidential, with restricted access limited to Executive Officers and meeting participants, in compliance with applicable legal and regulatory provisions.


## **6. COMPANY'S REPRESENTATION BY THE EXECUTIVE BOARD**

6.1 The Company shall be represented as follows:

- a) by two (2) Officers, one of whom must necessarily be the Chief Executive Officer;
- b) by any two (2) Officers, for the execution of acts exclusively involving the representation of the Company in legal and/or administrative proceedings, including the granting of powers of attorney for the purpose of representing the Company in such proceedings;
- c) by the Chief Executive Officer jointly with one (1) attorney with specific powers; and
- d) by one (1) or more attorneys with specific powers, in accordance with the Sole Paragraph.

6.2 Powers of attorney will always be granted on behalf of the Company by the Chief Executive Officer jointly with any other Officer, and will be valid for a maximum term of one (1) year. Powers of attorney for legal representation or for representation before customs offices, the Brazilian Federal Revenue Service, State Treasury Departments, City Administrations, Social Security Institute - INSS, Employee's Severance Guarantee Fund - FGTS, Regional Labor Departments, Police Stations, consumer protection and defense agencies, among other public entities, may exceptionally be jointly granted by any two (2) Officers.

6.2.1 Powers of attorney for legal representation will be granted without limitation of validity period.

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**7. MISCELLANEOUS PROVISION**

7.1 This Charter will become effective upon its approval date and may be amended at any time by a majority decision of the Executive Board.