

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 INTERNAL AUDIT OF ODONTOPREV

1- MISSION

The mission of Internal Audit is to provide independent and objective audit and consultancy services, guided by a philosophy of adding value to improve the operations, controls and governance of Odontoprev and its subsidiaries ("Company").

2- DEFINITION OF THE INTERNAL AUDIT'S ACTIVITIES

According to the Institute of Internal Auditors, an international association of internal audit professionals, internal auditing is an independent and objective assessment and consultancy activity designed to add value and improve an organization's operations. It helps an organization achieve its goals by applying a systematic and disciplined approach to evaluating and improving the effectiveness of risk management, controls and governance processes.

3- INTERNAL AUDIT BACKGROUND

The Internal Audit department (hereinafter referred to as "Internal Audit") was established by the Company's management, following a recommendation from the Audit Committee made on April 14, 2011.

4- PROFESSIONALISM

The Internal Audit carries out its activities with the highest degree of professionalism. Therefore, the conduct and work of auditors are guided by these regulations, the Internal Audit Code of Ethics, the Audit Methodology and the Audit Manual. These documents have been prepared based on the most relevant aspects of the standards, guidelines and position statements of the Institute of Internal Auditors. Moreover, Internal Audit and its auditors follow the main Brazilian regulatory standards, including, but not limited to, NBC TI 01, issued by the Federal Accounting Council (CFC, in Portuguese), which provides for internal audit activity and procedures, as well as the Company's policies, particularly the

Code of Ethical Conduct.

5- ORGANIZATION

The Internal Audit reports operationally to the Board of Directors, with technical supervision carried out by the Audit Committee (hereinafter referred to as “Committee”), and administratively to the Company's Chief Executive Officer.

The person responsible for Internal Audit is the Chief Audit Executive, who must have an active registration number with the respective Regional Accounting Council (CRC, in Portuguese), in accordance with Articles 2 and 3 of CFC Resolution 560/83.

Whenever the Internal Audit uses an independent auditor, an individual or legal entity to assist it in the performance of its internal audit plan, he or she must have active registration with both the CRC and the Brazilian Securities and Exchange Commission (CVM, in Portuguese) and not be responsible for (1) auditing the Company's financial statements; (2) carrying out any activity subject to the scope of Internal Audit and (3) verifying the governance, risk management and internal control processes covered by specific regulations of the Brazilian Agency of Supplementary Health (ANS, in Portuguese).

The Committee must provide an opinion to the Board of Directors on the Company's management proposals related to the retaining or dismissal of the Chief Audit Executive, as well as monitor his or her performance.

6- AUTHORITY

The Internal Audit, under a strict code of ethics regarding confidentiality and safeguarding of information, is authorized to have complete, free and unrestricted access to any and all records and information, as well as to the Company's physical properties, management members, employees and service providers for the conduction of any audit work. Therefore, all management members and employees are requested to fulfill their roles and responsibilities in compliance with the aforementioned regulations.

7- INDEPENDENCE AND OBJECTIVITY

The Internal Audit will remain free from interference from any element of the Company, including matters related to the selection, scope, procedures, frequency, period or content of the audit report, which are essential for the independence and objectivity of the work carried out.

Internal auditors will have no direct operational responsibility or authority over any of the audited activities. Likewise, they will not implement internal controls, develop procedures, install systems, prepare records or engage in any other activity that could impair their judgment.

Likewise, internal auditors will not provide consultancy services on topics that, in general, are the responsibility of management and may affect their independence and objectivity.

Internal auditors must exhibit the highest level of professional objectivity in collecting, evaluating and communicating information about the activity or process under review. Internal auditors must make a balanced assessment of all relevant circumstances and must not be unduly influenced by their own interests or those of others in forming opinions.

8 - RESPONSIBILITY

The Internal Audit responsibilities include the following topics, covering Odontoprev and its subsidiaries, in addition to outsourced activities and functions:

- evaluate the adequacy and effectiveness of risk management processes and internal control systems. The prevention and identification of fraud and errors are the responsibility of management and its employees, and Internal Audit is responsible for planning its work considering the risk of these events occurring and evaluating the potential for occurrence and the way in which the Company manages the risk of fraud and errors.
- regarding internal control systems, evaluate the adequacy and effectiveness of internal mechanisms and procedures for compliance with laws; standards issued by regulatory bodies, especially the ANS and CVM; charters; regulations; internal policies and manuals. When carrying out these assessments, consider the reports and letters received and sent to regulatory bodies.
- evaluate the adequacy and effectiveness of the governance process in achieving its ethical goals and values, in managing performance and accountability of management, risk communication and information control for the appropriate areas of the organization and effectiveness communication between those responsible for governance, internal auditors, independent auditors and management.
- evaluate the reliability, integrity and protection of information and the means used to identify, measure, classify and report such information.
- assess the means of safeguarding assets, and as appropriate verify the existence of such assets.

- evaluate the internal controls of operations and products, including whether they were, when applicable, accounted for in compliance with Fundamental Accounting Principles and Brazilian Accounting Standards.
- assess whether active and passive contingencies are being adequately provisioned and disclosed, in accordance with the current standard that addresses the topic (CPC 25), respecting the probability of gain or loss defined by the hired or partnered firms or lawyers that sponsor the cases. Additionally, check whether the judicial deposits recorded in the accounting records are reconciled with the bank statements from the bank holding the deposit.
- report to management and the Committee on risk exposures, including risks of fraud and/or errors, and other matters necessary or requested by the Board of Directors and/or the Committee.
- report to the Committee, at least annually, the purpose, authority, responsibility and independence of the area.

On the other hand, the following activities are outside the scope of Internal Audit's activities:

- audit the Company's financial statements, in accordance with standards issued by the CFC, including the evaluation of accounting estimates (CFC NBC TA 540) and actuarial and tax matters.

9- INTERNAL AUDIT PLAN

At least annually, the Chief Audit Executive will submit to the Committee, for review and approval, an internal audit plan for the following fiscal/calendar year. This plan will consist of a list of proposed audit work and budgetary, people and technology needs. If necessary, the Chief Audit Executive will communicate to the Committee the impact of any budgetary, human resources and/or technological limitations imposed by management.

The premise of the internal audit plan will be prioritizing the most relevant processes and controls, using a risk-based methodology, in addition to considering management's suggestions and recommendations.

Any significant deviations from the approved internal audit plan, as well as the emergence of new relevant risks, will be communicated to the Committee in a timely manner, for assessment and appropriate recommendations.

10- REPORTING, COMMUNICATION AND MONITORING

For each completed internal audit work, a conclusions report will be issued and sent preferably electronically by the Chief Audit Executive to the manager and director responsible for the audited process. This report will contain the conclusions reached (audit notes) and respective corrective actions, with an implementation schedule and those responsible. It should be noted that conclusion reports are only issued after auditors and auditees meet and agree on the factuality of all audit notes.

The Chief Audit Executive will inform the Committee, at periodic meetings, of all audit notes contained in the conclusion reports issued, in detail for those classified as extremely and highly critical and in summary for those of medium and low criticality.

The Internal Audit will be responsible for following / monitoring the implementation of corrective actions on its audit notes, in addition to improvement actions or corrections to procedures that have previously been resolved by the Committee and/or the Board of Directors, as a result of the approved integrity programs, reports from the areas of internal controls, risk management, responsible actuary and independent audit. All corrective and improvement actions will be controlled using a computational tool.

The Chief Audit Executive will prepare and regularly present to the Committee, at a meeting, an annual accountability report on the previous year's internal audit plan. This report will also consider monitoring, jointly with the responsible areas, the progress of corrective actions and improvements described in the previous paragraph.

11- PERIODIC EVALUATION

The Chief Audit Executive will maintain an evaluation program for all Internal Audit activities, aimed at ensuring the quality and compliance of the area, in addition to identifying opportunities for improvement.

12- COORDINATION OF INTERNAL AUDIT ACTIVITY WITH THE INDEPENDENT AUDIT OF FINANCIAL STATEMENTS

Internal Audit must electronically submit to the company hired to carry out the independent audit work on the financial statements the internal audit plan for the corresponding year, as well as the conclusion reports issued for the completed audit work and the annual accountability report.

13- FINAL PROVISION

Cases omitted from these regulations will be resolved by the Committee and, if necessary, by the Board of Directors.

Approved, Barueri, 27 November 2019.

Chief Audit Executive
Alexandre Fiore - Preparation

Executive Board - Chief Executive Officer
Rodrigo Bacellar - Approval

Board of Directors - Chairman
Luiz Carlos Trabuco Cappi - Approval