

CHARTER OF THE PERSONNEL MANAGEMENT COMMITTEE

This charter establishes the composition, functioning and powers of the Personnel Management Committee ("Committee") of Odontoprev S.A. ("Company"), organized in accordance with Article 15, paragraph 12 of the Company's Bylaws.

1. The Committee is an independent, permanent advisory body, with the responsibilities of:

1.1 Overseeing and reviewing the compensation policies and practices as well as proposing Management compensation to the Board of Directors;

1.2 Advising the Board of Directors on its responsibilities for electing, evaluating and dismissing the company's CEO and other Officers;

1.3 To ensure that the Company prepares in advance for the succession of Officers and other key senior positions;

1.4 To monitor the Company's talent attraction and retention programs, satisfaction indicators and organizational climate; and

1.5 To monitor the Management members experience and skills profile, paying attention to opportunities for improvement.

II – Composition and Compensation

2. The Committee reports to the Board of Directors and is made up of at least three (3) members, one (1) of whom is an Independent Director, all elected and dismissible by the Board of Directors, to serve a term of office of one (1) year.

2.1 The role of Committee member is non-delegable.

2.2 The members of the Advisory Committees to the Board of Directors are remunerated by their effective participation in meetings. The remuneration amount per meeting is defined by the Board of Directors, respecting the budget limits, supported by market research. In addition, any change, before being implemented, must be imperatively approved by the Board of Directors.

III - Committee Coordinator

3. The Committee shall have a Coordinator who will be chosen by Committee members. The Coordinator is responsible for:

3.1 Convening and coordinating Committee meetings, communicating the agenda to the other members in advance and appointing the secretary of each meeting;

3.2 Requesting from the Company the information necessary for the performance of the Committee's duties and make it available to its members in a timely manner;

3.3 Enforcing this charter and representing the Committee in acts within its competence; and

3.4 In the absence or impediment of the Committee Coordinator, his/her function will be exercised by another member previously appointed by him/her or indicated by the majority.

IV – Functioning

4. The Committee meets ordinarily once every quarter and extraordinarily whenever convened by the Coordinator or requested by any of its members;

4.1 The meetings will be held at the Company's registered office or at another place previously agreed and communicated to its members;

4.2 The quorum for the installation of any Committee meeting is the majority of its members, with even partial participation via telephone or videoconference;

4.3 The committee's recommendations will always be established by a simple majority vote of its members;

4.4 Meeting minutes will be drawn up, indicating the date, place, time, names of participants, as well as a brief explanation of the work and decisions taken. Said minutes shall be signed by the Committee members who attended the meeting;

4.5 Meetings shall be convened with the simultaneous forwarding of the agenda, at least five (5) working days in advance, with the exception of matters requiring urgent consideration;

4.6 The Committee may invite other management members to attend its meetings, as well as managers and/or employees of the Company who have relevant information or whose matters on the agenda are related to their area of activity.

V - Competences

5. It is incumbent upon the Committee to:

5.1 Ensure the performance, independence and quality of its work, relying on external experts whenever necessary to support its recommendations to the Board of Directors;

5.2 Meet periodically with members of the Company's management in order to discuss policies, practices and procedures related to the Committee's responsibilities, as well as request documents and information necessary for the performance of its duties;

5.3 Periodically assess the competitiveness of the Management compensation policies in relation to market practices;

5.4 Review with the Chief Executive Officer and propose to the Board of Directors the compensation paid to the Executive Officers, as long as it involves fixed components (monthly compensation and benefits) and variable components (short and long-term incentives). In the case of individual review proposals for the Executive Officers involving only the fixed components, and subject to the approved annual global remuneration limit for the financial year, the Chief Executive Officer may review it with the Committee, with no need to send it to the Board of Directors.

5.5 Indicate, in compliance with the long-term incentive program approved by the Board of Directors, the beneficiaries (employees eligible for the program) who should receive a bonus related to a given calculation period;

5.6 Propose to the Board of Directors the overall annual compensation of the Company's Management to be submitted to the Annual General Meeting;

5.7 Support the Board of Directors in its responsibilities for electing, evaluating and dismissing the Chief Executive Officer and other members of the Executive Board;

5.8 Monitor the plan of the succession process and annually present the Board of Directors with the human resources available for the succession of the Company's Executive Officers and other key positions;

5.9 Monitor the Company's talent attraction, retention, training and development programs, as well as employee satisfaction and climate indicators;

5.10 Propose and monitor the corporate indicators used to pay bonuses to Management Members and Profit Sharing to employees, including financial and satisfaction indicators (customers, accredited network and beneficiaries); and

5.11 Periodically update the skills, experience and specialization profile of Management Members, and recommend to the Board of Directors, where appropriate, opportunities to improve this profile.

VI - Miscellaneous

6.1 In the event of contradiction between the terms of this Charter and the Company's Bylaws, the provisions of the latter shall prevail.

6.2 This Charter may be amended by resolution of the absolute majority of the Committee's members in a meeting validly convened and installed.

6.3 Omitted cases will be resolved by the votes of the majority of the Committee's members.