

**ODONTOPREV S.A.**  
**Corporate Taxpayer's ID (CNPJ/MF) 58.119.199/0001-51**  
**Corporate Registry ID (NIRE) 35.300.156.668**  
**PUBLICLY HELD COMPANY**

**MINUTES OF THE BOARD OF DIRECTOR'S MEETING**  
**HELD ON MARCH 04th, 2021**

**Day, Time and Place:** March 04th, 2021, at 09:00am, at the Company's headquarter located at Avenida Marcos Penteado de Ulhôa Rodrigues, 939, 14th floor, number 1401, Jatobá Building, Castelo Branco Office Park, city of Barueri, State of São Paulo.

**Call notice:** The Call Notice was made according to the Company's Bylaws.

**Attendance:** Participation of all members of the Board of Directors by video conference, in accordance with the Article 17 of the Company's Bylaws. Also, Mr. Ivan Maluf Junior, Vanderlei Dominguez da Rosa and Sérgio Moreno, members of the Company's Fiscal Council and César Suaki dos Santos (independent member of the Board of Directors) and Leonardo de Assis Portugal, members of the Audit Committee attended the meeting.

**Instatement:** Chairman: Mr. Luiz Carlos Trabuco Cappi; Secretary: Mr. André Chidichimo de França.

**Agenda:** **(i)** To approve the Management Report, related to the Company's business on December 31, 2020, as well as the accounts of the Executive Officers, Financial Statements, and the Company's Independent Auditor's Report for the fiscal year of 2020; **(ii)** To approve the Management's proposal of destination of the net income; and dividends distribution; **(iii)** to consider the proposal to amend the Company's Bylaws to provide the functioning of the Fiscal Council on a permanent basis; **(iv)** to consider the proposal to amend the Company's Bylaws to increase the capital through the capitalization of reserves; **(v)** to consider the proposed amendment to art. 28, paragraph 3, of the Company's Bylaws, to adjust the statutory limits applicable to the "Statutory reserve for regulatory capital" and to the "Company's Reserves for future investments and expansion"; **(vi)** to consider the proposal for consolidation of the Company's Bylaws, in order to reflect the resolutions taken in items (iii), (iv) and (v) above; **(vii)** to consider the proposal for the annual remuneration of the managers; **(viii)** to call the Annual General Meeting and Extraordinary General Meeting of the Company; **(ix)** election of Statutory Executive Officer; **(x)** to approve the exercise of stock options by the

beneficiaries of the Stock Option Plan approved at the Company's Ordinary and Extraordinary Shareholders' Meeting held on April 19, 2007, and amended at the Company's Extraordinary Meeting held on May 20, 2015 ("Plan"), within the scope of Granting Programs of 2016; **(xi)** to review the Audit Committee Report for the fiscal year 2020; and **(xii)** approve the replacement of the Company's independent auditors.

**Decisions:** By unanimous vote of the present members of the Board of Directors, the decisions were the following:

**(i)** The Board of Directors expressed a favorable opinion on the Management Report, related to the Company's business on December 31, 2020, as well as the accounts of the Executive Officers, Financial Statements, and the Company's Independent Auditor's Report for the fiscal year of 2020, of which shall we submitted for approval of the Company's shareholders;

**(ii)** The Board of Directors expressed a favorable opinion on the proposal of destination of the net income for the fiscal year of 2020 presented by the Executive Officers, as well as the proposal for dividends distribution, of which shall be approved by the shareholders of the Company;

**(iii)** The members of the Board of Directors expressed in favor of the proposed amendment to art. 26, Sole Paragraph, of the Company's Bylaws to provide for the functioning of the Fiscal Council on a permanent basis, which, if approved by the General Meeting, will come into force with the following:

**"Article 26** - The Fiscal Council of the Company with the duties established in Law No. 6,404 / 76 will be composed of 03 (three) to 05 (five) members and an equal number of alternates.

**Sole Paragraph** - The Audit Committee will operate on a permanent basis, and the Annual General Meeting of each fiscal year must decide on its composition, elect its members and establish the respective remuneration, in accordance with the law."

**(iv)** The members of the Board of Directors approved the proposal to amend the Company's Bylaws to be submitted to the approval of the Company's shareholders at the Extraordinary General Meeting, to increase the Capital through capitalization, without issue of shares, in the amount of R\$243,147,586.90 (two hundred and forty-three million one hundred and forty-seven thousand, five hundred and eighty-six reais and ninety cents), of which R\$48,391,821.80 (forty-eight million, three hundred and ninety-one thousand and eight hundred and twenty-one reais and eighty cents) arising from the goodwill reserve in the issue of shares, and R\$194,755,765.10 (one hundred and ninety-four million, seven hundred and fifty-five thousand, seven hundred and sixty-five reais and ten cents) arising from the Company's Reserves for future investments and expansion;

As a result of the above resolution, if approved by the General Meeting, Article 6 of the Company's Bylaws, will come into force with the following:

**"Article 6** - The Company's Capital is R\$851,016,554.14 (eight hundred and fifty-one million, sixteen thousand, five hundred and fifty-four reais and fourteen cents), fully subscribed and paid in, divided into 531,294,792 (five hundred and thirty-one million, two hundred and ninety-four thousand, seven hundred and ninety-two) common shares, all registered and without par value.";

**(v)** The members of the Board of Directors approved the proposal to amend art. 28, Paragraph 3 of the Company's Bylaws, to be submitted to the approval of the Company's shareholders, at an Extraordinary General Meeting, to adjust the statutory limits applicable to the "Statutory reserve for regulatory capital" and to the "Reserves for future investments and expansion", which, if approved by the General Meeting, will come into force with the following:

**"Paragraph 3** - The net income for the year will be mandatorily allocated as follows:(a) 5% (five percent) for the formation of the legal reserve, until it reaches 20% (twenty percent) of the subscribed share capital;  
(b) payment of mandatory dividend, in compliance with the provisions of article 29 of these Bylaws and Law No. 6,404/76;

(c) Up to 50% (fifty percent) of the net income for the formation of the "Statutory Regulatory Capital Reserve", whose purpose and objective is to meet the regulatory capital requirement related to the solvency margin, to which the Company is subject, and which will be limited, together with the reserve provided for in item "d" below and subject to the provisions of art. 199 of Law 6,404 / 76, 80% (eighty percent) of the total Capital;

(d) Up to 50% (fifty percent) of the net income for the formation of the "Reserves for future investments and expansion " which has the purpose to finance the development, growth and expansion of the Company's business, with a view to allowing the Company to making new investments, including acquisitions of software and hardware, investments in facilities and equipment and acquisition of equity interests, business units and commercial establishments, which will be limited, together with the reserve provided for in item "c" above and observing the provided for in art. 199 of Law 6,404 / 76, 80% (eighty percent) of the Capital; and

(e) distribution of dividends in addition to mandatory dividends or retention, based on a capital budget duly approved by the General Meeting, subject to the conditions of Law No. 6,404 / 76. ";

**(vi)** The members of the Board of Directors approved the proposal to consolidate the new Bylaws of the Company, reflecting the changes described in items (iii), (iv) and (v) above;

**(vii)** The members of the Board of Directors expressed themselves in favor of the proposal for the annual remuneration of the Company's management, which must be submitted for approval by the Company's shareholders;

**(viii)** The members of the Board of Directors approved the call for the Annual and Extraordinary Shareholders' Meeting of the Company, to resolve on the matters established in items (i) to (vii) above, as well as to install and elect the members of the Fiscal Council of the Company. The publication of the respective Call Notice and disclosure of other pertinent documents (including those required by CVM Instruction No. 481/2009) take place in the form and deadlines set forth in the regulations;

**(ix)** Was elected, for a term to be extended until the end of the term of the other Executive Officers of the Company on November 27, 2021, Mr. **José Roberto Borges Pacheco**, Brazilian, married, economist, identity card nº 52.694.103-0 SSP / SP and social security nº 239.571.311-20, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at Avenida Marcos Penteado de Ulhôa Rodrigues, nº 939, 14th Floor, set 1401, Jatobá Building, Castelo Branco Office Park, CEP 06460-040 to the position of Chief Financial Officer of the Company, in addition to the position of Investor Relations Officer;

It is stated that the Executive Officer now elected declared, under the penalties of the law, that it complies with all the requirements provided for in art. 147 of Law No. 6,404 / 76 for his investiture as a member of the Company's Executive Board and that, under the terms of art. 3 of the Normative Resolution RN nº 311, of 11.01.2012, of the National Supplementary Health Agency ("ANS"), fulfills all the conditions foreseen in the referred norm. The Executive Officer will take office in his respective position by signing the Terms of Ownership and the term of adhesion to the Novo Mercado Regulation of B3 S.A., all drawn up in the Meeting Minutes Book of the Company's Executive Officers, within the legal term;

In view of the above resolution, the Company's Executive Officers will have the following composition, with a mandate until November 27, 2021: **(a) Rodrigo Bacellar Wuerkert**, Brazilian, married, engineer, Identity Card nº 07.575.010-9 IFP / RJ and social security nº 767.598.817-53, as Chief Executive Officer, resident and domiciled in the City of São Paulo, State of São Paulo; **(b) José Roberto Borges Pacheco**, Brazilian, married, economist, Identity Card nº 52.694.103-0 SSP / SP and social security nº 239.571.311-20, as Chief Financial Officer and Investor Relations Officer, resident and domiciled in the City of São Paulo, State of São Paulo; **(c) José Maria Benozatti, Brazilian**, married, dental surgeon, Identity Card nº 5.496.1245 SSP / SP and Social security nº 010.735.428-40, as Chief Operational Officer, designated responsible the Company's technical health area before ANS and CRO / SP, resident and domiciled in the City of São Paulo, State of São Paulo; **(d) Rose Gabay**, Brazilian, married, psychologist, Identity Card 10.440.412 SSP / SP and social security 066.214.998-09, as Corporate Director, resident and domiciled in the City of São Paulo, State of São Paulo; **(e) Elsen Christian de Carvalho Carmo**, Brazilian, married, economist, Identity Card nº 08191138-0 IFP / RJ and social security nº 024.934.937-02, as Corporate Director,

resident and domiciled in the City of São Paulo, State of São Paulo; **(f) Renato Alves Costa**, Brazilian, single, computer technologist for business management, Identity Card nº 349877683 SSP / SP and social security nº 360.452.528-45, as Corporate Director, resident and domiciled in the City of São Bernardo do Campo, State of São Paulo; all with business address at Avenida Marcos Penteadó de Ulhôa Rodrigues, nº 939, 14º Pavimento, set 1401, Jatobá Building, Castelo Branco Office Park, CEP 06460-040, in the City of Barueri, State of São Paulo; and **(g) Marcos Pimentel de Viveiros**, Brazilian, married, lawyer, identity card nº 8910002034156 SSP / CE and social security nº 440.556.253-91, as Corporate Director, resident and domiciled in the City of Fortaleza, State do Ceará, with business address at Av. Washington Soares, nº 3663, torre 1, 10th floor, Edson Queiroz neighborhood, CEP 60.811-341, Fortaleza / CE.

**(x)** A result of the exercise of stock options by beneficiaries of the Plan ("Beneficiaries"), referring to the Granting Programs of 2016, the members of the Board of Directors approved the sale of 3,000 (three thousand) shares of issued by the Company, duly specified in a document, which, numbered and authenticated by the bureau, is filed at the Company's headquarters, Board of Directors of the Company authorized to make such shares available for the effective acquisition by the Beneficiaries, under the terms of the Plan, under the Granting Programs of 2016, and the respective private option granting instruments signed between the Company and the Beneficiaries, as well as to practice any and all acts necessary for the execution of the resolution hereby approved. The Beneficiaries must pay the purchase price of the shares in exercise of the respective options on the date of registration of the shares in their name. Part of the shares acquired as a result of the exercise of the options is subject to the "lock-up" period established in the Plan and the respective private option granting instruments;

**(xi)** The members of the Board of Directors expressed a favorable opinion on the Audit Committee Report for the year 2020; and

**(xii)** The members of the Board of Directors approved the replacement of PricewaterhouseCoopers Auditores Independentes, as independent auditors of the Company, pursuant to Art. 142, IX of Law 6404/76, of Instruction 308 / 99 of CVM and Art. 19, VIII, of the Company's Bylaws, and the appointment of KPMG Auditores Independentes, CNPJ: 57.755.217 / 0001-29, with office at Rua Arquiteto Olavo Redig

de Campos, n ° 105, Torre A, 12th floor, São Paulo, State of São Paulo, for alignment with the Audit First with the Controlling group.

**Clarifications:** **(i)** The members of the Board of Directors have authorized the Executive Officers to carry out all acts necessary for the implementation of the decisions held above, without prejudice regarding the decisions that demand for its effectiveness, the approval of Company's Shareholders at General Meeting; **(ii)** The Fiscal Council members have attended in the decisions regarding the items (i), (ii), (iv), (v) and (xii) above, and the Audit Committee Coordinator represented its respective entity in the decisions regarding the items (i), (ii) and (xii) above.

**Closure:** With no other deliberations, the meeting was suspended. The minutes were read, approved and signed by the present members. **Instatement:** Luiz Carlos Trabuco Cappi – Chairman, André Chidichimo de França – Secretary; **Members of The Board of Directors:** Luiz Carlos Trabuco Cappi, Manoel Antonio Peres, Octavio de Lazari Junior, Ivan Luiz Gontijo Junior, Samuel Monteiro dos Santos Junior, César Suaki dos Santos, Murilo Cesar Lemos dos Santos Passos and Flávio Bitter.

Barueri/SP, March 04th, 2021.