

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 ORDINARY AND EXTRAORDINARY ANNUAL GENERAL MEETINGS
HELD ON APRIL 01st, 2025**

1. **Day, Time and Place:** April 01st, 2025, at 02:00pm, in an exclusive digital manner, through the ALFM Easy Voting electronic platform ("Platform"), being consider held at Odontoprev S.A.'s ("Company") headquarters, located at Alameda Araguaia, 2104, 21st floor, Alphaville, ZIP Code 06455-000, in Barueri city, São Paulo State, in accordance with CVM Instruction No 81/2022 ("ICVM 81").
2. **Call notice:** (i) Call Notice published on February 27th, 28th and March 01st, 2025 on Valor Econômico, on pages E2, E2 and E2, respectively; and (ii) Financial Statements published on February 26th, 2025 on Valor Econômico, pages 11 to 13, and the full digital version at <https://valor.globo.com/valor-ri/central-de-resultados/>. The required documents were also disclosed to the market electronically by CVM Resolution 80/2022 ("ICVM 80") and ICVM 81.
3. **Attendance:** The Company's shareholders present represented approximately (a) 85.47% of the voting share capital at the Ordinary General Meeting; and (b) 85.47% of the voting share capital at the Extraordinary General Meeting, as evidenced on (i) summary voting map, consolidating the remote votes, published on March 31st, 2025, by the Company; and (ii) by the presence registered on the electronic platform, under the terms of art. 47, item III, of ICVM 81. Also Mr. Manoel Antônio Peres, vice-chairman of the Board of Directors, Mrs. Thais Jorge de Oliveira e Silva and Mr. Octavio de Lazari Junior, members of the Board of Directors; Mr. Elsen Carvalho, CEO, and others executive officers; all the members of the Fiscal Council; Mr. César Suali dos Santos, coordinator of the Company's Audit Committee, and Mr. Marcelo Santos Dall'Occo and Mr. Leonardo de Assis Portugal, member os the Audit Committee; and Mr. Claudio Sertorio and Mr. Luciano Vecchi, representative of KPMG Auditores Independentes.
4. **Instatement:** Chairman: Manoel Antônio Peres; Secretary: André Chidichimo de França.
5. **Agenda:** (i) at the Annual General Meeting: (1) Management's account, exam, discuss and vote the Company's and Financial Statements regarding the fiscal year ended December 31, 2024, (2) To approve the Management's proposal of destination of the net income for the fiscal year ended December 31, 2024, including the proposed distribution of dividends; (3) To fix the value limit of the annual global remuneration of the Management; (4) To fix the number of members that will compose the Fiscal Council in the next term; (5) To elect the effective and alternate members of the Fiscal Council and (6) fix the Fiscal Council remuneration; and (ii) at the Extraordinary General Meeting: (7) To cancel the 6,670,377 (six million, six hundred and seventy thousand, three hundred and seventy-seven) Treasury shares, without reducing capital, and (8) with the consequent change in the caput of Art. 6 of the Company's Bylaws, if item (7) of the agenda for this meeting is approved.
6. **Resolutions:** After examining and discussing the matters on the Agenda, the following resolutions were taken:
 - (i) **At the Annual General Meeting:**
 - 1) It was examined, discussed and approved, by the majority votes of the attending shareholders, with 452,878,708 of votes in favor, 331,575 votes against, and 13,140,455 abstentions, the Management Account, and Financial Statements regarding the fiscal year ended on December 31st, 2024;
 - 2) It was approved, by unanimity of votes of the attending shareholders, with 466,345,365 of votes in favor, 905 votes against, and 4,468 abstentions, the Proposal for the destination of 2024 net income,

after legal deductions for Provision for Income Tax and Social Contributions, corresponding to the amount of R\$ 533,580,609.90 (five hundred and thirty-three million, five hundred and eighty thousand, six hundred and nine reais and ninety cents), to be allocated as follows:

- (i) R\$26,679,030.50 (twenty-six million, six hundred and seventy-nine thousand, thirty reais and fifty cents), for the constitution of the legal reserve;
- (ii) Ratification of the net income distributed during the 2024 financial year as payments of interest on capital in the gross amount of R\$84,236,334.95 (eighty-four million, two hundred and thirty-six thousand, three hundred and thirty-four reais and ninety-five cents), equivalent to the net amount of R\$71,600,884.71 (seventy-one million, six hundred thousand, eight hundred and eighty-four reais and seventy-one cents). as declared by the Board of Directors at meetings held on **(a)** March 27, 2024, in the gross amount of R\$ 22,779,011.17 (twenty-two million, seven hundred and seventy-nine thousand, eleven reais and seventeen centavos), equivalent to the net amount of R\$ 19,362,159.49 (nineteen million, three hundred and sixty-two thousand, one hundred and fifty-nine reais and forty-nine cents); **(b)** June 17, 2024, in the gross amount of R\$ 21,641,858.23 (twenty-one million, six hundred and forty-one thousand, eight hundred and fifty-eight reais and twenty-three cents), equivalent to the net amount of R\$ 18,395,579.50 (eighteen million, three hundred and ninety-five thousand, five hundred and seventy-nine reais and fifty centavos); **(c)** September 26, 2024, in the gross amount of R\$ 18,392,010.96 (eighteen million, three hundred and ninety-two thousand, ten reais and ninety-six centavos), equivalent to the net amount of R\$ 15,633,209.32 (fifteen million, six hundred and thirty-three thousand, two hundred and nine reais and thirty-two centavos); and **(d)** December 17, 2024, in the gross amount of R\$ 21,423,454.59 (twenty-one million, four hundred and twenty-three thousand, four hundred and fifty-four reais and fifty-nine cents), equivalent to the net amount of R\$ 18,209,936.40 (eighteen million, two hundred and nine thousand, nine hundred and thirty-six reais and forty cents);

ii.a) The amounts distributed above were imputed, net of income tax, where applicable, to the mandatory dividends for the 2024 financial year, in accordance with art. 9, paragraph 7, of Law no. 9,249/95, CVM Resolution no. 143/2022, and art. 29, paragraph 5, of the Company's Bylaws.

- iii) Ratification of the profits distributed during the 2024 financial year as interim dividends in the amount of R\$ 281,905,306.79 (two hundred and eighty-one million, nine hundred and five thousand, three hundred and six reais and seventy-nine cents), as declared by the Board of Directors at meetings held on **(a)** May 7, 2024, in the amount of R\$ 73,000,000.00 (seventy-three million reais); **(b)** August 6, 2024, in the amount of R\$ 85,478,453.22 (eighty-five million, four hundred and seventy-eight thousand, four hundred and fifty-three reais and twenty-two cents); and **(c)** November 5, 2024, in the amount of R\$ 123,426,853.57 (one hundred and twenty-three million, four hundred and twenty-six thousand, eight hundred and fifty-three reais and fifty-seven cents); and

iv) R\$81,000,000.00 (eighty-one million reais) to be distributed to shareholders as dividends, to be paid on December 10, 2025. The Company's shares will be traded ex-dividend as of April 14, 2025.

- 3) It was approved by the majority of votes of the attending shareholders, with 455,237,559 of votes in favor, 9,999,916 votes against, and 1,113,263 abstentions, the limit of the annual global remuneration of management of up to R\$ 37,500,000.00 (thirty-seven million five hundred thousand reais), contemplating in this amount the pro-labore, the benefits, the bonuses and the long-term incentives, as well as the remuneration of the Audit Board, in the amount of R\$ 540,000.00 (five hundred and forty thousand reais), the subject of deliberation under item (6) of the agenda.

- 4) It was approved, by unanimous votes of the attending shareholders, with 466,343,728 votes in favor, 972 votes against, and 6,038 abstentions, the establishment of the number of members that will compose the Fiscal Council, of 3 (three) effective members and 3 (three) alternate members.
- 5) The election of a slate made up of the following members to the Company's Fiscal Council, with a unified term of office until the Annual General Meeting that approves the accounts for the fiscal year ending December 31, 2025, was approved by a majority vote of the shareholders present, with 465,277,146 votes in favor, 331,575 votes against and 742,017 abstentions:

Effective members:

- (a) **Mr. Ivan Maluf Júnior**, Brazilian, married, civil engineer, ID No. 8.832.350 SSP/SP and enrolled with CPF/MF under No. 022.154.758-46, resident and domiciled at Rua Andrade Fernandes, nº 157, apartment 61, Vila Madalena, Zip Code 05449-050, São Paulo, State of São Paulo;
- (b) **Mr. Sergio Moreno**, Brazilian, married, economist, ID No. 2.862.229-7 SSP/SP and enrolled with CPF/MF under No. 639.382.788-20, resident and domiciled at Avenida Rio de Janeiro, 555, 19º floor, Zip Code 20931-675, Rio de Janeiro, State of Rio de Janeiro; and
- (c) **Vanderlei Dominguez da Rosa**, Brazilian, married, accountant, ID No. 3026420368 SSP/RS, and enrolled with CPF/MF under No. 422.881.180-91, with business address at Avenida Bento Gonçalves, 1403, sala 1011, Zip Code 90650-002, Porto Alegre, State of Rio Grande do Sul.

Alternate members:

- (a) **Mr. Eduardo da Gama Godoy**, Brazilian, married, accountant, ID No. 10.165.998-11 II/RS and enrolled with CPF/MF under No. 395.416.650-04, resident and domiciled at Rua Congo, nº 63, Zip Code 06816-470, Porto Alegre, State of Rio Grande do Sul, as alternate for Mr. Ivan Maluf Júnior;
- (b) **Mr. Marcos Aparecido Galende**, Brazilian, married, accountant, ID No. 16.632.310-X SSP-SP, with CPF/MF under No. 089.419.738-05, resident and domiciled at Rua Paulo Ferraz da Costa Aguiar, 1600, Zip Code 06026-090, in the city of Osasco, State of São Paulo, in the capacity of alternate for Mr. Sergio Moreno; and
- (c) **Mr. Paulo Roberto Franceschi**, Brazilian, married, accountant, ID No. 669.976-6 SSP/PR and enrolled with CPF/MF under No. 171.891.289-72, with business address at Rua Marechal Deodoro, nº 630, cj. 1305, Zip Code 80010-010, city of Curitiba, State of Paraná, as an alternate for Mr. Vanderlei Dominguez da Rosa.

The effective and alternate members of The Fiscal Council will take up their positions from 30 (thirty) days from this date, after signing the respective Terms of Tenure, of which will be drawn up in the Minutes Book of the Company's Fiscal Council's Meeting. The elected members, declared, under penalty of law, that meet all the requirements of Article 162 of Lei das S.A. as Company's Fiscal Council member.

It was by unanimity of votes of the shareholders present, with 462,965,952 of votes in favor, 3,894 votes against, and 3,380,892 abstentions, setting the remuneration of the Fiscal Council for the 2025 financial year at R\$ 540,000.00 (five hundred and forty thousand reais), within the limit provided for in article 162, paragraph 3, of the Corporate Law.

(ii) In Extraordinary General Meeting:

7. It was approved, by unanimous vote of the attending shareholders, with 466,380,763 votes in favor, 7 votes against, and 1,325 abstentions, the cancellation of 6,670,377 (six million, six hundred and

seventy thousand, three hundred and seventy-seven) shares held by the Company in Treasury, without reducing the capital.

8. It was approved, by unanimous vote of the attending shareholders, with 466,380,410 votes in favor, 2 votes against and 1,683 abstentions, the amendment to the main section of article 6 of the Company's Bylaws, to update the number of shares that make up the Company's share capital, considering the approval of the cancellation of shares, as per item (7) of the agenda, so that the Company's Bylaws will come into force in the form of Annex I to these minutes.

CLOSURE: There being no further business to discuss, and as no one of the attendees wished to speak, the meeting was closed, drawing up these minutes in summary form, which may be published with the omission of the signatures of the attending shareholders, pursuant to Article 130 of the Brazilian Corporation Law, which was read, found to be in compliance and signed by as many shareholders as are sufficient for the validity of the minutes, in terms of Article 130 of Brazilian Corporation Law.

Barueri, April 01st, 2025

Manoel Antonio Peres

Chairman

André Chidichimo de França

Secretary

Shareholders considered signatories under the terms of article 47, paragraph 1, of ICVM 81:

Shareholders present via the Platform:

BERNARDO STEINITZ

ROBERTO FROTA DECOURT

GTI DIMONA BRASIL FUNDO DE INVESTIMENTO EM AÇÕES

GTI HAIFA FUNDO DE INVESTIMENTO DE AÇÕES

M3192 FUNDO DE INVESTIMENTO EM COTAS DE FUNDOS DE INVESTIMENTO MULTIMERCADO

DANSKE INVEST EMER MARK EQUITY FUND

EMERGENCE M

IT NOW IGCT FUNDO DE INDICE

IT NOW SMALL CAPS FUNDO DE INDICE

ITAÚ GOVERNANÇA CORPORATIVA AÇÕES FUNDO DE INVESTIMENTO SUSTENTÁVEL

ITAÚ QUANTAMENTAL GEMS MASTER AÇÕES FUNDO DE INVESTIMENTO

ITAU SMALL CAP MASTER FUNDO DE INVESTIMENTO EM ACOES

WM SMALL CAP FUNDO DE INVESTIMENTO EM AÇÕES

JOSÉ MARIA BENOZATTI

JOSÉ ROBERTO BORGES PACHECO

MARCOS PIMENTEL DE VIVEIROS

RENATO ALVES COSTA

ROSE GABAY

Shareholders present via Distance Voting Ballot:

1832 GLOBAL VALUE STRATEGY

ABERDEEN STANDARD OEIC II - ASI EMERGING MARKETS INCOME EQUITY FUND

ABRDN INTERNATIONAL SUSTAINABLE LEADERS FUND

ABRDN SICAV I - EMERGING MARKETS INCOME EQUITY FUN

ADRIANO SIMOES DE MENEZES FREITAS

AEGON CUSTODY AS DEP FOR STICHTING MM EMERGING MARKETS FUND

ALASKA PERMANENT FUND CORPORATION

ALBERTA INVESTMENT MANAGEMENT CORPORATION

ALESSANDRO AMARO LOZZI

ALEXANDRE SATOSHI SAITO

ALLAN KARDEC OLIVEIRA DE LIMA

ALLIANZ GL INVESTORS GMBH ON BEHALF OF ALLIANZGI-FONDS DSPT

AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY ETF

AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND

AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EX-CHINA EQUITY ETF

AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS SMALL CAP EQUITY ETF

AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF

AMERICAN FUNDS INSURANCE SERIES - NEW WORLD FUND

ANDRE MARINO KULLER

ANDRÉ VIEIRA BRANCO

ANDRESSA EMIDIO CERA

ANTONIEL PEIXOTO GUELBER GRAVINA

ANTONIO RODRIGUES DA SILVA NETO

ARCA INVESTMENTS - GLOBAL INCOME OPPORTUNITIES ROI

ARTHUR KENDI FUKUHARA

BB AÇÕES EQUIDADE FUNDO DE INVESTIMENTO

BB ETF ÍNDICE DIVERSIDADE B3 INV SUSTENT FDO IND

BB TOP ACOES ASG BRASIL FIA

BB TOP ACOES SETORIAL CONSUMO FI

BB TOP MULTIMERCADO ASG FUNDO DE INVESTIMENTO LONGO PRAZO

BERNSTEIN FUND, INC. - INTERNATIONAL SMALL CAP PORTFOLIO

BL

BNY MELLON EMERGING INCOME FUND

Bradesco Saúde S.A.

BRASILPREV TOP ASG BRASIL FIA
CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM
CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM
CAPE ANN SUSTAINABILITY FUND
CAPITAL GROUP EMPLOYEE BENEFIT INVESTMENT TRUST
CAPITAL INTERNATIONAL FUND
CARLOS FONSECA AVILA
CARLOS MICHELL SOCACHEWSKY
CASSIO GAESKI
CHEVRON UK PENSION PLAN
CICERO GUEIROS DE BARROS
CITY OF NEW YORK GROUP TRUST
COLLEGE RETIREMENT EQUITIES FUND
DANIEL LEONARDO SILVA RIBEIRO
DANIELA FERNANDES ALEXANDRINO
DANSKE INVEST SICAV - EMERGING AND FRONTIER MARKETS
DANSKE INVEST SICAV-SIF - EMERGING AND FRONTIER MARKETS SMID
DIMENSIONAL EMERGING CORE EQUITY MARKET ETF OF DIM
DYNAMIC GLOBAL BALANCED FUND
DYNAMIC GLOBAL EQUITY FUND
DYNAMIC INTERNATIONAL DIVIDEND PRIVATE POOL
DYNAMIC INTERNATIONAL EQUITY FUND
EATON VANCE TRUST COMPANY COMMON TRUST FUND - PARAMETRIC STRUCTURED EMERGING
MARKETS EQUITY COMMON TRUST FUND
EDER BENAVENTANA ALVES
EDGAR JESUS DA CUNHA
EDINALDO OLIVEIRA ROZAL
EDUARDO CESAR SILVA DE ARAUJO
EMER MKTS CORE EQ PORT DFA INVEST DIMENS GROU
EMERGING MARKETS MID-SMALL CAP ACTIVE EQUITY FUND
ENSIGN PEAK ADVISORS, INC.
ETHOS PATHWAY EM FRONTIER FUND, LP
EVTC CIT FOF EBP-EVTC PARAMETRIC SEM CORE EQUITY FUND TR
FABIO AUGUSTO DE ALMEIDA LUIZ
FABIO RIBEIRO PIZZO
FERNANDO HELENE DAVILA
FIDELITY SALEM STREET TRUST: FIDELITY TOTAL INTERNATIONAL INDEX FUND
FLAVIO VILLAR JUNIOR

FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX F
FLORIDA RETIREMENT SYSTEM TRUST FUND
FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST
FPA GLOBAL OPPORTUNITY FUND
FRANKLIN MARTIN CURRIE SUSTAINABLE EMERGING MARKETS FUND
FRANKLIN TEMPLETON INVESTMENT FUNDS
GILBERTO LORENZET
GLADISON NORMANDES CARNEIRO
GLOBAL ALPHA EMERGING MARKETS SMALL CAP FUND
GUSTAVO TUCHER
H.E.S.T. AUSTRALIA LIMITED
HARTFORD MULTIFACTOR INTERNATIONAL SMALL COMPANY E
HELIO HENRIQUE BARBOSA ROCHA
HERMANN MILTON WERNERSBACH
HOSTPLUS POOLED SUPERANNUATION TRUST
HSBC ETFS PLC - HSBC MSCI EMERGING MARKETS SMALL CAP ESG UCITS
ETF
HUDSON BARREIROS DA SILVA
IBM 401(K) PLUS PLAN TRUST
ICARO FOGACA BARBOSA
IGOR ESTEVAM SANTOS DE OLIVEIRA
INTERNATIONAL MONETARY FUND
INTERNATIONAL SMALLER COMPANIES FUND, A SERIES OF THE ABRDN INSTITUTIONAL COMMINGLED
FUNDS, LLC
INVESCO INTERNATIONAL SMALL MID CAP TRUST
INVESCO INTERNATIONAL SMALL-MID COMPANY FUND
IPROFILE INTERNATIONAL EQUITY PRIVATE POOL
ISAAC CAVUTO VALLEJO
ISHARES CORE MSCI EMERGING MARKETS ETF
ISHARES CORE MSCI EMERGING MARKETS IMI INDEX ETF
ISHARES CORE MSCI TOTAL INTERNATIONAL STOCK ETF
ISHARES EMERGING MARKETS IMI EQUITY INDEX FUND
ISHARES III PUBLIC LIMITED COMPANY
ISHARES IV PUBLIC LIMITED COMPANY
ISHARES MSCI BRAZIL SMALL-CAP ETF
ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF
ISHARES PUBLIC LIMITED COMPANY
IZALTINO DOMINGOS DE SOUZA

JAIDER PINHO GODOY
JARIEL GUILHERME HAACK
JOAO PAULO RESENDE CAIXETA
JOILSON SANTOS SANTIAGO
JONAS RODRIGUES DA ROCHA
JONATHAN LOUSADO SILVA
JOSE AUGUSTO SANCHES DE ALMEIDA RIOS
JOSE ROMULO DE CASTRO VIEIRA
JOSIAS CRISTIANO FOGACA
JULIANO LIMA SANTOS
KAIQUE GOMES VIANA
LAZARD GLOBAL EQUITY INCOME FUND
LEGAL GENERAL U. ETF P. LIMITED COMPANY
LEGAL GENERAL COLLECTIVE INVESTMENT TRUST
LEGG MASON GLOBAL FUNDS PLC
LEGG MASON MARTIN CURRIE EMERGING MARKETS FUND
LOS ANGELES COUNTY EMPLOYEES RETIREMENT ASSOCIATION
LSV EMERGING MARKETS SMALL CAP EQUITY F
LUCAS CAMPOS MARTINS DIAS
LUIZ ALEXANDRE DE ALMEIDA MACEDO
LUIZ HENRIQUE MOURA CARVALHO
MARCELO JOVANI D ALMARCO
MARCELO PIFANO DOS SANTOS
MARTIN CURRIE EMERGING MARKETS FUND
MARTIN CURRIE SMASH SERIES EM FUND
MATHEUS MUNHOZ
MEQUIAS FOGACA
MERCER QIF FUND PLC
MICHEL DE SOUZA DA SILVA
MIGUEL HLEBCZUK JUNIOR
MORGAN STANLEY PATHWAY FUNDS - EMERGING MARKETS EQUITY FUND
NATWEST TRUSTEE AND DEPOSITARY SERVICES LIMITED AS TRUSTEE OF ST. JAMES'S PLACE GLOBAL
SMALLER COMPANIES UNIT TRUST
NEW WORLD FUND INC.
NORGES BANK
NORTHERN TRUST COLLECTIVE EAFE SMALL CAP INDEX FUND-NON LEND
NORTHERN TRUST COMMON ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND - NON-
LENDING

OMERS ADMINISTRATION CORPORATION
OSCAR JOSE GIACOBO
OSIEL CABRAL PESSANHA FILHO
OTAVIO LUIZ DIBE VESCOVI
PARAMETRIC TAX-MANAGED EMERGING MARKETS FUND
PARAMETRIC TMEFC FUND, LP
PATRICK GUERRA SOUZA
PAULO HENRIQUE DA SILVA TEIXEIRA
PAULO RICARDO GADELHA VALENTE
PAULO ROGERIO FERMINO
PAULO SCHROEDER
PEDRO BERNARDINELLI JUNIOR
PETERSON IVAN PEREIRA SOEIRO
PGIM FUNDS PUBLIC LIMITED COMPANY
POLICE AND FIREMEN'S RETIREMENT SYSTEM OF NEW JERSEY
PRUDENTIAL TRUST COMPANY
PRUDENTIAL WORLD FUND, INC. - PGIM QMA INTERNATIONAL EQUITY FUND
PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO
QIC INTERNATIONAL EQUITIES FUND
QIC LISTED EQUITIES FUND
QMA JP EMERGING MARKETS ALL CAP OFFSHORE FUND, LTD
QMA JP EMERGING MARKETS ALL CAP ONSHORE FUND, L.P.
RAFAEL FELISBINO BRISTOT
REGINALDO GONCALVES DE LIMA JUNIOR
RESOLUTE FOREIGN EQUITY MASTER TRUST FUND
ROBECO UMBRELLA FUND I N.V.
ROBERTO DE ARAUJO
ROBERTO SOARES DE JESUS
ROYCE GLOBAL VALUE TRUST, INC.
ROYCE INTERNATIONAL PREMIER FUND
SALVADOR FERNANDES DE JESUS JUNIOR
SCOTIA GLOBAL OPPORTUNITIES FUND
SCOTIA GLOBAL SMALL CAP FUND
SCOTIA INTERNATIONAL VALUE FUND
SCOTIA PRIVATE INTERNATIONAL CORE EQUITY POOL
SEAFARER OVERSEAS GROWTH & INCOME FUND
SEAFARER OVERSEAS VALUE FUND

SEGALL BRYANT HAMILL EMERGING MARKETS
SEGALL BRYANT & HAMILL COLLECTIVE INVESTMENT TRUST
SEI GLOBAL MASTER FUND PLC - THE SEI FACTOR ALLOCA
SEI GLOBAL MASTER FUND PLC, THE SEI EMERGING MKT EQUITY FUND
SEI INST INT TRUST EM MKTS EQUITY FUND
SHELL TR (BERM) LTD AS TR O SHELL OV CON P F
SILVIO DE BARROS SELAU
SPARTAN GROUP TRUST FOR EMPLOYEE BENEFIT PLANS: SPARTAN TOTAL INTERNATIONAL INDEX POOL
SPDR PORTFOLIO EMERGING MARKETS ETF
SPDR S&P EMERGING MARKETS SMALL CAP ETF
SPRUCEGROVE ALL COUNTRY WORLD EX U.S. FUND
SPRUCEGROVE ALL COUNTRY WORLD EX US POOLED FUND
SPRUCEGROVE ALL COUNTRY WORLD EX US POOLED FUND (PENSION)
SPRUCEGROVE COLLECTIVE INVESTMENT TRUST
SPRUCEGROVE GLOBAL POOLED FUND (PENSION)
SPRUCEGROVE INTERNATIONAL EQUITY MASTER FUND
SPRUCEGROVE INTERNATIONAL POOLED FUND
SPRUCEGROVE U.S. INTERNATIONAL INVESTMENT FUND
SSGA SPDR ETFS EUROPE I PLC
STATE OF ALASKA RETIREMENT AND BENEFITS PLANS
STATE OF MINNESOTA STATE EMPLOYEES RETIREMENT PLAN
STATE OF NEW MEXICO STATE INV. COUNCIL
STATE STREET EMERGING MARKETS SMALL CAP ACTIVE SECURITIES LENDING QIB COMMON TRUST FUND
STATE STREET GLOBAL ADVISORS LUXEMBOURG SICAV - STATE STREET EMERGING MARKETS SMALL CAP ESG SCREENED EQUITY FUND
STATE STREET GLOBAL ADVISORS TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS
STATE STREET GLOBAL ADVISORS TRUST COMPANY INVESTMENT FUNDS FOR TAX EXEMPT RETIREMENT PLANS - STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX SECURITIES LENDING FUND
STATE STREET GLOBAL ALL CAP EQUITY EX-U.S. INDEX PORTFOLIO
STATE STREET MSCI ACWI EX USA IMI SCREENED NON-LENDING COMMON TRUST FUND
STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND
STICHTING PENSIOENFONDS ING
STICHTING SHELL PENSIOENFONDS
TEACHER RETIREMENT SYSTEM OF TEXAS
TEACHERS RETIREMENT SYSTEM OF THE CITY OF NEW YORK
TEMPLETON GLOBAL SMALLER COMPANIES FUND
THAYSA CALDAS DE OLIVEIRA

THE BANK OF NEW YORK MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN
THE PRUDENTIAL INVESTMENT PORTFOLIOS, INC. - PGIM BALANCED FUND
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA
THE UNITED NATIONS JOINTS STAFF PENSION FUND
THRIFT SAVINGS PLAN
THRIFT SAVINGS PLAN
UNITED CHURCH FUNDS, INC
UNIVERSAL-INVESTMENT-GESELLSCHAFT MBH ON BEHALF OF BAYVK A2-FONDS
UTAH STATE RETIREMENT SYSTEMS
VALIC COMPANY II - INTERNATIONAL OPPORTUNITIES FUND
VANECK BRAZIL SMALL- CAP ETF
VANGUARD EMERGING MARKETS STOCK INDEX FUND
VANGUARD ESG INTERNATIONAL STOCK ETF
VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST
VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II
VANGUARD FUNDS PLC / VANGUARD ESG EMERGING MARKETS ALL CAP UCITS ETF
VANGUARD FUNDS PLC / VANGUARD ESG GLOBAL ALL CAP UCITS ETF
VANGUARD INTERNATIONAL VALUE FUND
VANGUARD INVESTMENT SERIES PLC / VANGUARD ESG EMERGING MARKETS ALL CAP EQUITY INDEX FUND
VANGUARD INVESTMENTS FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX FUND
VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS
VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS
VIRGINIA RETIREMENT SYSTEM
VITOR AUGUSTO REIS GONCALVES
WASHINGTON STATE INVESTMENT BOARD
WELINGTON PEREIRA DA SILVA
WESPATH FUNDS TRUST
WEST YORKSHIRE PENSION FUND
WGI EMERGING MARKETS RESEARCH FUND, LLC
WILFREDO SERNA JIMENEZ
WILMINGTON TRUST, NATIONAL ASSOCIATION
ANDRE DE JESUS
ANDRE LUIZ REVA
CARMEM LUCIA MENEZES DA SILVA MUNIZ
DOUGLAS FABIANO DE MELO

ELIAQUIM DE LIMA BERNARDO MACHADO

EMERSON MARINELI

GABRIEL SARTOR

JACY DE SOUZA FREIRE

JOAO PAULO DA SILVA

MARCELO ELTON TALHAFFERRO DE OLIVEIRA

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PUBLICLY HELD COMPANY

**ANNEX I TO THE MINUTES OF THE ORDINARY AND EXTRAORDINARY ANNUAL GENERAL
MEETINGS
HELD ON APRIL 01st, 2025**

ODONTOPREV S.A. BYLAWS

CHAPTER I - On Denomination, Headquarters, Object and Duration

Article 1 - ODONTOPREV S.A. is a public share company that is ruled by the present Bylaws and applicable legislation.

Article 2 - With the entrance of the Company into the Novo Mercado of the B3 S.A. – Brasil, Bolsa e Balcão ("B3"), the Company, its shareholders, including controlling shareholder, administrators and fiscal council members, whenever installed, are subjected to the rules of the Novo Mercado Regulation of B3 ("Novo Mercado Regulation").

Article 3 - The Company has its headquarters and tenancy in the Municipality of Barueri, State of Sao Paulo, being able to set up and close down branches, agencies, depots, offices, representations and whatever other establishments in the country or abroad, by the deliberation of its Executive Officers.

Article 4 - The Company has as its objective the activity of the operation of private dental assistance plans, and to this end, the administration, commercialization or the availability of the referred plans to directed towards individuals and/or companies, as well as the participation, as a partner, shareholder or quota holder, in other companies or commerce and in commercial enterprises of whatever nature, in Brazil and/or abroad, and the administration of its own assets and/or those of third parties.

Article 5 - The Company's duration time is indeterminate.

CHAPTER II - On Capital Stock and Shares

Article 6 – The Company's social capital is R\$851,016,554.14 (eight hundred and fifty-one million, sixteen thousand, five hundred and fifty-four reais and fourteen centavos), divided up into 545,825,286 (five hundred and forty-five million, eight hundred and twenty-five thousand, two hundred and eighty-six) ordinary shares, all nominative, accounted for and without nominal value.

Paragraph 1 – The social capital will be represented exclusively by ordinary shares and each ordinary share will correspond to the right of one vote in the deliberations of the General Meeting.

Paragraph 2 - The emission of Participation Certificates by the Company is prohibited.

Paragraph 3 - The Company's shares will be maintained in a deposit account in the name of their respective title holders, within the financial institution authorized to function by the Securities and Exchange Commission of Brazil ("CVM").

Article 7 - The Company is authorized, by means of its Board of Directors' deliberations, to increase its share capital, independently from a statutory reform, with the emission of up to 80,000,000 (eighty million) ordinary shares.

Paragraph 1 - The Board of Directors will fix the emission conditions, including price and payment in full period, being able, within the authorized capital limit, to deliberate on the emission of a subscription bonus.

Paragraph 2 - Within the authorized capital limit and pursuant to the plan approved by the General Meeting, the Board of Directors could authorize the Company to grant the option of shares purchase to its administrators and employees, as well as to the administrators and employees of other companies that are directly or indirectly controlled by the Company, without the right of preference to its shareholders.

Paragraph 3 - Under the hypothesis of the withdrawal of shareholders, the amount to be paid by the Company for the reimbursement title of the shares held by the shareholders who had exercised the right of withdrawal, in the cases authorized by Law, must correspond to the economic value of such shares, and be determined in an evaluation in accordance with the procedures forecast in Paragraphs 3 and 4 of Article 45 of Law N °. 6.404/76.

Article 8 - At the criteria of the Board of Directors, emission could be carried out, without the right of preference or with reduced time of that dealt with in §4 of Art. 171 of law No. 6,404/76, on shares and debentures convertible into shares or subscription bonus, whose collocation would be done by means of a sale on the stock market or by public subscription, or even exchanged for shares in a public offering of control acquisition, under the terms established in law, and within the limit of authorized capital.

CHAPTER III - On Company Organs

SECTION I GENERAL MEETING

Article 9 - The General Meeting will ordinarily meet once per year and extraordinarily when called under the terms of the law or these Bylaws.

Article 10 - The General Meeting will be installed and presided over by the Chairman of the Board of Directors or, in his absence, by the Vice Chairman of the Board of Directors or in his absence by a shareholder chosen by a majority vote of those present, it being the responsibility of the General Meeting President to indicate the Secretary who could or could not be a Company shareholder.

Article 11 - It is the responsibility of the General Meeting, as well as the attributions forecast in Law n 6.404/76 and these Bylaws:

I. to elect and to unseat the members of the Board of Directors, as well as to indicate the Chairman and Vice Chairman of the Board of Directors;

II. to fix the annual global remuneration of the Board of Directors members and of the Executive Officers, as well as the members of the Fiscal Board, if installed;

III. to annually inspect the administrators' accounts and to deliberate about the financial statements presented by them;

IV. to deliberate, in accordance with the proposal presented by the administration, concerning the destination of operating profit and the distribution of dividends;

V. to reform the Company's Bylaws;

VI. to deliberate about dissolution, liquidation, merger, split-up, incorporation of the Company, or any company within the Company;

VII. to attribute share bonuses and to decide about eventual groupings and un-groupings of shares;

VIII. to approve bestowal plans on the option of purchase or share subscription to the administrators and Employees, as well as to the administrators and employees of other companies that are directly or indirectly controlled by the Company;

IX. to authorize the administrators to file for bankruptcy, judicial recovery or extrajudicial recovery of the Company;

X. to elect a liquidator, as well as a Fiscal Board, which must function during the liquidation period;

XI. to deliberate about the request for the cancellation of the registration as a Public Company;

XII. to deliberate about whatever material that might be submitted to the Board of Directors.

SECTION II ON ADMINISTRATION

Sub-Section I General Provisions

Article 12 - The Company will be administered by the Board of Directors and the Executive Officers.

Paragraph 1 - Investiture will be for a term written in the proper book, signed by the installed executive, devoid of whatever guarantee of management.

Paragraph 2 - The executives, whenever they take up their positions, must provide the declarations demanded by the pertinent regulation remitted by the National Agency of Additional Health (ANS).

Paragraph 3 - The executives will remain in their positions until the tenure of their substitutes.

Article 13 - The General Meeting will fix a limit on the annual global remuneration for distribution among the executives and it will be up to the Board of Directors to deliberate about individual executive remuneration, observing the arrangement of these Bylaws.

Article 14 - Once a regular summons in the form of these Bylaws has been observed, any one of the administration organs can validly convene, with the presence of the majority of its members and deliberate by the vote of the majority of those present.

Sole Paragraph - The prior calling of all executives for a meeting, as a condition of its validity, will only be dispensed with if there were to be present all of the members of the organ to be united, admitted, for this purpose, the verification of presence by way of the presentation of votes in writing delivered by another member or remitted to the Company prior to the meeting.

Sub-Section

II Board of Directors

Article 15 - The Board of Directors will be composed of, at the minimum 08 (eight) and at the maximum 11 (eleven) effective members and up to an equal number of alternates, all elected and dismissible at the General Meeting, with a unified mandate of 02 (two) years, re-election being allowed.

Paragraph 1 - At the General Meeting, which deliberates about the election of the Board of Directors, the shareholders must define what is the effective number of members on the Board of Directors for the respective mandate.

Paragraph 2 - For the Board of Directors members, at the minimum 2 (two) or 20% (twenty percent), whichever is higher, must be independent Board Members in accordance with the definition of the Novo

Mercado Regulation, being the characterization of independent member of the Board of Directors be appointed at the General Meeting that elects them.

Paragraph 3 - Whenever in default of the percentage observation referred to in the above paragraph, the result be in a fractional number of Board Members, proceed to rounding off for the immediately above whole number.

Paragraph 4 - The Board of Directors members will take up their positions upon signing the term drawn up in the proper book.

Paragraph 5 - The Board of Directors member must also attend to the requirements established in the Normative Resolution – RN 520, of April 29th 2022, from the National Agency of Additional Health (ANS) and subsequent updates, for the exercising of his functions.

Paragraph 6 - The Board of Directors member must have an unblemished reputation, not being able to be elected, apart from the dispensation 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; a Board of Directors member in a so formed unexpected case with the same impeding factors, cannot exercise the right to vote.

Paragraph 7 - The Board of Directors members must remain in their positions and in the exercise of their functions until their substitutes are elected, except if another method was deliberated by a Shareholders' General Meeting.

Paragraph 8 - During the election of the Board of Directors members, if the process of multiple voting in the manner of the Law n 6.404/76 has not been requested, the General Meeting must vote by way of slates, previously presented in writing to the Company up until 5 (five) days before the date on which the General Meeting had been called, the presentation of more than one slate by the same shareholder or group of shareholders being prohibited. The Front Table will not accept the registration of any slate or the exercising of the right to vote in the election of Board of Directors members, in circumstances that make up a violation of the dispositions of the Law n 5.404/76 and these Company Bylaws.

Paragraph 9 - If vacancies occur on the Board of Directors that do not result in a Board composition lower than the majority of the organ's posts, in accordance with the number of effective members deliberated by the General Meeting, the other members of the Board of Directors may (i) nominate substitute(s), who must remain in the post until the end of the mandate of the substituted member(s); or (ii) opt to leave vacant the post(s) of the vacant member(s), assuming that this respects the number of Board members forecast in the caput of Article 15.

Paragraph 10 - If vacancies occur on the Board of Directors that result in a Board composition lower than the majority of the organ's posts, in accordance with the number of effective members deliberated by the General Meeting, the Board of Directors must call a General Meeting in order to elect substitute(s), who must remain in the post until the end of the mandate of the substituted member(s).

Paragraph 11 - The Board of Directors member cannot have access to information or participate in meetings of the Board of Directors, relating to questions about that which he has or represents an interest conflicting with the Company's, being expressively prohibited the exercising of the right to vote by such a member.

Paragraph 12 - The Board of Directors, in order to improve the performance of its functions, can create committees or work groups with defined objectives, being made up of persons designated by it within the members of the administration and/or persons who do not make up part of the Company administration.

Article 16 - The Chairman and the Vice Chairman of the Board of Directors will be indicated by the General Meeting.

Paragraph 1 - The posts of Chairman of the Board of Directors and of the President Director or CEO (Chief Executive Officer) of the Company cannot be accumulated by the same person.

Paragraph 2 - It is the responsibility of the Chairman of the Board of Directors to preside at General Assemblies and Board of Directors meetings and in the case of his absence or temporary impediment, these functions must be exercised by the Board's Vice Chairman.

Article 17 - The Board of Directors will ordinarily meet every quarter and extraordinarily whenever called by the Chairman or the Vice Chairman of the Board of Directors. The Board's meetings can be carried out, exceptionally, by telephone conference or by whatever other means of communication in which there is unequivocal proof of the manifestation of a vote.

Paragraph 1 - Invitations for the meetings will be made in writing with a minimum antecedence of 05 (five) days, by way of a letter, telegram, fax, e-mail or whatever form that permits the proof of a receipt of invitation by the addressee, and must involve the order of the day and be accompanied by the documentation relative to that order of the day.

Paragraph 2 - The decisions of the Board of Directors will be taken via the majority of votes, it being that in the case of a tied vote during the Board of Directors' deliberations, the Board of Directors Chairman will have the casting vote. All Board of Directors' deliberations will be verified in the written minute in the Board of Directors' respective Minute Book and signed by the members present.

Paragraph 3 – At the Board of Director meetings, an anticipated written vote and a vote delivered by fax, electronic mail or whatever other means of communication, are admissible, counting as present the members who thus vote.

Article 18 - It is the responsibility of the Board of Directors, as well as the other attributions that are attributed to it by Law and these Bylaws:

I. to exercise the normative functions of the Company's activities, taking up for examination and deliberation whatever question that is not included in the particular competence of the General Meeting or of the Executive Officers;

II. to determine the general orientation of the Company's business;

III. to elect and unseat the Company Executive Officers;

IV. to attribute to the Executive Officers their respective functions, attributions and limits of authority not specified within the Company Bylaws, including assigning the Investors Relations Officer, observing the ruling in these Bylaws;

V. to deliberate about a General Meeting invitation, when judged convenient, or in the case of Article 132 of the Joint Stock Company Law (Law N 6404/76);

VI. to inspect the management of the Executive Officers, examining, at whatever moment, the Company books and papers and soliciting information about celebrated or about to be celebrated contracts and whatever other acts;

VII. to consider the quarterly results of the Company's operations;

VIII. to choose and replace the independent auditors and the designated executive of the internal auditing, observing, in this choosing, the ruling in the applicable legislation. The external auditing company will report to the Board of Directors;

IX. to invite the independent auditors to provide clarifications that may be understood to be necessary;

X. to appreciate the Management Report and the accounts of the Executive Officers and to deliberate about their submission to the General Meeting;

XI. to approve the Company's annual budgets, its commercial policy and strategic planning and their respective alterations;

XII. to manifest, with antecedence, on whatever proposal is to be submitted for deliberation at a General Meeting;

XIII. to authorize the emission of Company shares, at the limits authorized in Article 8 of these Bylaws, setting the emission conditions, including price and payment in full period, being able even to exclude (or to reduce this period) the right of preference in shares emissions, subscription bonus and convertible debentures, whose placement would be done by way of stock market sale or by public subscription or in a public offer of control acquisition, under the terms established in law;

XIV. to deliberate about the acquisition by the Company of shares of its own emission, or about the launch of sell or buy options, with reference to Company emission shares, in order to maintain in the treasury and/or later cancellation or transfer of title;

XV. to deliberate about the emission of a subscription bonus;

XVI. to grant the option of the buying of shares to the administrators and employees of other companies that are directly or indirectly controlled by the Company, without the right of preference for shareholders under the terms of the programs approved in a General Meeting;

XVII. to deliberate about the emission (a) of debentures, convertible or not into ordinary Company shares, it being that in the case of debentures convertible into ordinary Company shares the Board of Directors is obliged to observe the limit of authorized capital forecast in Article 8 of this Bylaw and (b) of commercial papers;

XVIII. to authorize the Company to provide guarantees on the obligations of its controllers and/or integral subsidiaries, being expressly prohibited the granting of guarantees on the obligations of third parties;

XIX. to approve whatever alienation of property or rights of assets whose individual or considered value in relation to a series of goods or related rights among themselves within a determined period of 12 (twelve) months is higher than R\$ 1,000,000.00 (one million Reais);

XX. to approve the creation of real onus upon the Company's goods or rights;

XXI. to approve the obtaining of whatever financing or loan, including leasing operations, in the Company's name, not forecast in the annual budget, whose value is greater than R\$ 500,000.00 (five hundred thousand Reais);

XXII. to manifest in favor or against with respect to any public offer of shares acquisition that has as its objective the Company's emission shares, by way of a prior reasoned opinion, disclosed in up to 15 (fifteen) days of the publication of the edictal on the public offer of shares acquisition, which must cover at the minimum (i) the convenience and opportunity of the public offer of shares acquisition in the interest of the

Company and the shareholders group, including in relation to the price and potential impacts in the share liquidity; (ii) the strategic plans disclosed by the offering party in relation to the Company; (iii) in relation to alternatives of acceptance of offers available in the market;

XXIII. to define a specialized company in the economic evaluation of companies, for the elaboration of an appraisal certificate on the Company's shares, in the cases of Article 32 of these Bylaws;

XXIV. to approve whatever transaction or grouping of transactions whose annual value is equal to or greater than R\$ 500,000.00 (five hundred thousand Reais) involving the Company or whatever directly or indirectly related party. For the purpose of this disposition, it is understood as a related party whatever Company administrator, employee or shareholder who holds, directly or indirectly, more than 5% of the Company's total capital; and

XXV. to deliberate about the Company's participation in new businesses, including the acquisition of participation in whatever company, consortium or enterprise, including the constitution of a subsidiary.

Sole paragraph – The Board of Directors can authorize the Executive Board to practice any of the referred to acts in Items XVIII, XIX, XX and XXI, observing the limits of the value per act or series of acts.

Sub-Section III

On the Executive Board

Article 19 - The Executive Board will be composed of at the minimum 4 (four) and at the maximum 10 (ten) Executive Officers, being necessary a Chief Executive Officer (CEO), an Administrative and Finance Director and an Investor Relations Officer, and it being up to the other members, if elected, to be denominated as Executive Officers. The position of Investor Relations Officer could be cumulatively exercised with the position of whatever other Executive, in conformity with the determination of the Board of Directors.

Paragraph 1 - The Executive Officers will be elected for a mandate of 02 (two) years, re-election being permitted. The Executive Officers must adhere to the requirements established in Law No. 6,404/76 and in the Company's Bylaws for the performance of their duties, including the requirements established within the Normative Resolution – RN 520, of the of April 29th, 2022, by the National Supplementary Health Agency (ANS) and subsequent updates.

Paragraph 2 - The Executive Board members not re-elected will remain in their respective positions until the tenure of new Executive Officers.

Paragraph 3 - In the hypothesis of a definite impediment or vacancy of a position on the Board of Directors there must be an immediate invitation for the election of a substitute.

Paragraph 4 -The absence or impediment of whatever Executive Officer for a continuous period greater than 30 (thirty) days, except if authorized by the Board of Directors, will determine the termination of the respective mandate, applying the provision in Paragraph 3 of this article.

Paragraph 5 – An Executive Officer cannot simultaneously substitute more than one other Executive Officer.

Paragraph 6 -The Executive Board will meet upon the invitation of the Chief Executive Officer or by any other 2 (two) members as a group, whenever the Company's interest demands. The meetings, which will be held at the Company's headquarters, will be installed with the presence of the majority of its members, within them, of necessity, the CEO or the absolute majority of the Executive Board members, and the respective deliberations will be made by a vote of the majority of the members present, noting that in the case of a tied

vote, the vote qualifying for the approval or rejection of the material under discussion will be attributed to the CEO. The Minutes of the corresponding deliberations will be drawn up in the proper book.

Article 20 - It is pursuant to the Executive Officers to administer and direct the Company's business, especially:

I. to fulfill and execute these Bylaws and the deliberations of the Board of Directors and the Shareholders' General Meeting;

II. to annually submit, for the appreciation of the Board of Directors, an Administration Report and the accounts of the Executive Board, accompanied by a report from the independent auditors, as well as a proposal for the application of the profits accrued in the previous fiscal year;

III. to submit an annual budget to the Board of Directors; and

IV. to present quarterly to the Board of Directors an economic-financial balance sheet and detailed patrimonial list of the Company and its controlled companies.

Article 21 - It is pursuant to the CEO to coordinate the actions of the Executive Officers and to direct the execution of the activities related to the Company's general planning, as well as the duties, attributions and powers entrusted to him by the Board of Directors, while observing the policy and guidelines previously traced out by the Board of Directors:

I. to call and preside at meetings of the Executive Board;

II. to oversee the Company's administrative activities, coordinating and supervising the activities of the Executive Board members;

III. to propose without exclusivity of initiative to the Board of Directors the attribution of duties for each Executive Officer at the moment of their respective election;

IV. to represent the Company, actively and passively, in and out of court, observing that forecast in Article 25 of these Bylaws;

V. to coordinate the personnel, organizational, managerial, operational and marketing policies of the Company;

VI. annually to elaborate and present to the Board of Directors a Company annual business plan and annual budget; and

VII. to administer the questions of social character in general.

Article 22 - It is pursuant to the Chief Financial Officer (CFO), as well as duties, attributions and powers, entrusted to him by the Board of Directors, and observing the policy and guidelines previously traced out by the Board of Directors:

I. to propose alternatives of financing and to approve the financial conditions of the Company's business;

II. to administer the cash flow and the accounts to be paid and received by the Company;

III. to direct the accounting, financial planning and fiscal/tax areas;

IV. to represent the Company, actively and passively, in and out of court, observing that forecast in Article 25 of these Bylaws.

Article 23 – It is pursuant to the Investors Relations Officer to provide information to the investor public, to the Securities Commission (CVM), the stock market and organized over the counter (OTC) markets in which the Company has been registered, and to maintain updated the registration of the Company as a public company, complying with all of the legislation and applicable regulations of public companies.

Article 24 –The competence of the other Executive Officers, if elected, as well as their duties, attributes and powers entrusted to them by the Board of Directors, and observing the policy and guidelines previously traced out by the Board of Directors, will consist of:

I. To practice acts and to take adequate steps for the good conduct and solution of questions involving the Company's executive order;

II. To take to the Executive Board knowledge about whatever internal question or external factor that can be of interest to the Company;

III. To comply with the determinations of the CEO;

IV. To sign the commercial contracts in conjunction with another Executive Officer or Procurator.

V. To assist the other Executive Officers in the performance of their duties pertinent to their respective positions.

Article 25 - The Company will be represented in the following manner:

(a) by two Executive Officers, one of them necessarily being the CEO;

(b) by whatever two Executive Officers, for the practice of acts that exclusively involve Company representation in judicial and/or administrative processes, including for the granting of power of attorney for the purpose of Company representation in the above mentioned processes;

(c) by the CEO in conjunction with a Procurator with specific powers; and

(d) by one or more Procurators with specific powers, in the terms of the Sole Paragraph.

Sole Paragraph - Powers of attorney will always be granted in the name of the Company by the Chief Executive Officer in conjunction with whatever other Executive Officer, and will have their validity period limited to the maximum of one year. Powers of attorney for the purpose of judicial representation or for the purpose of representation in the face of customs offices, Federal Revenue Service, State Secretariats of Public Finance, Prefectures, INSS, FGTS, Regional Labor Delegations, Police Stations, protection and consumer defense organs, among other public organs, exceptionally, could be granted by two Executive Officers in conjunction. Only the powers of attorney for the purpose of judicial representation will be granted without a limitation on the period of validity.

SECTION III

ON THE FISCAL COUNCIL

Article 26 - The Company's Fiscal Board, through the attributions established in law, will be composed of 03 (three) to 05 (five) members and an equal number of substitutes.

Sole Paragraph -The Fiscal Board will function in a permanent character and the Annual General Meeting of each year must decide on its composition, elect its members and set the respective remuneration, in accordance with the law.

SECTION IV

ON THE AUDIT COMMITTEE

Article 27 - The Company's Audit Committee, advisory body linked to the Board of Directors, will be composed of minimum of 3 (three) members, of which at least 1 (one) be independent member and at least 1 (one) must have recognized experience in Corporate Accounting.

Paragraph 1 -The same member of the Audit Committee can accumulate both characteristics described above.

Paragraph 2 -The members of the Audit Committee must meet the requirements described at Article 147 of Law n 5.404/76, and should, preferably, have expertise in accounting, auditing and financial management.

Paragraph 3 -The activities regarding the Audit Committee coordinator are described in internal regulation, approved by the Board of Directors.

Paragraph 4 - It is pursuant to the Audit Committee, especially:

- I. to comment about the hiring or dismissal of the independent audit services;
- II. to evaluate the quarterly information, interim statements and financial statements;
- III. to monitor Company's internal audit and internal control department activities, as well as the Company's risk management;
- IV. to evaluate and monitor Company's risk exposures;
- V. to evaluate, monitor and recommend remediation and improvement of Company's internal policies to the administrators, including the related party policy; and
- VI. to have means for information reception and treatment regarding the non-compliance of legal and normative devices applicable to the Company, in addition to regulations and internal code, including specific procedures forecast for provider protection and confidentiality of the information

CHAPTER IV - On the Fiscal Year and Financial Statements

Article 28 - The Fiscal Year starts on the 1st of January and ends on the 31st of December of each year.

Paragraph 1 - At the end of each fiscal year, the Executive Board will elaborate, with observance of the pertinent legal procedures, the following financial statements, without prejudice to other statements demanded by the Company's share listing regulations and by the National Supplementary Health Agency (ANS):

- I. patrimonial balance sheet;
- II. statements of changes in liquid patrimony;
- III. statement of the result of the fiscal year;
- IV. statement of cash flow; and
- V. demonstration of value added.

Paragraph 2 - A proposal about the administration on the destination to be given to net income, observance of the ruling in these Bylaws, the law No. 6,404/76 and in the regulations of the National Supplementary Health Agency (ANS), will make up part of the financial statements of the fiscal year.

Paragraph 3 - The fiscal year's net income will by obligation have the following destination:

(a) 5% (five percent) for the formation of a legal reserve, until it reaches 20% (twenty percent) of the subscribed share capital;

(b) payment of obligatory dividends, observing the ruling in Article 28 of these Bylaws and the Law; and

(c) up to fifty percent (50%) of the net income, for the formation of the "Statutory Regulatory Capital Reserve", whose purpose and objective is to meet the regulatory capital 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 capital;

(d) up to 50% (fifty percent) of the net income, for the formation of the "Investment and Expansion Reserve" whose purpose is to finance development, growth and expansion of the Company's business, with a view to enabling the Company to make new investments, including acquisitions of software and hardware, investments in facilities and equipment and acquisition of equity interests, business units and commercial establishments; and which will be limited, together with the reserve provided for in item "c" above and observed the provisions of art. 199 of Law 6,404 / 76, 80% (eighty percent) of the capital; and

(e) distribution of dividends as well as those dividends obligatory or retention, based on the Capital Budget approved by the Annual General Meeting, within the conditions of Law No 6,404/76.

Article 29 – Shareholders will have the right to receive, during each fiscal year, a dividend entitlement, an obligatory percentage of 50% (fifty percent) upon the net profit of the year, with the following adjustments:

I. the decrease in the importance destined, in the fiscal year, to the constitution of the legal reserve and of contingency reserves; and

II. the increase of the reversion resultants importance, in the fiscal year, of contingency reserves, previously formed.

Paragraph 1 - Always when the sum of the obligatory dividend overtakes the realized share of the fiscal year net income, the administration can propose, and the General Meeting can approve, to destine the excess to the constitution of a realized profits reserve (Article 197 of Law 6.,04/76).

Paragraph 2 - The General Meeting may attribute to the administrators a participation in the profits, observing the pertinent legal limits. The attribution of the obligatory dividend to the shareholders, which are referred to in this article, is a condition for the payment of such participation.

Paragraph 3 - The Company may provide quarterly and/or semiannual statements or in lesser periods. Observing the conditions imposed by Law, the Board of Directors could: (a) deliberate the distribution of debit account dividends of the profit determined in the quarterly, semiannual statement or in smaller periods; and (b) to declare debit account intermediary dividends of the profits reserves existing in the last annual or quarterly statement.

Paragraph 4 - The dividends not reclaimed in 3 (three) years prescribe in favor of the Company.

Paragraph 5 -The Board of Directors will deliberate about the proposal by the Executive Board of payment or interest credit upon its own capital, *ad referendum* of the Ordinary General Meeting that considers the financial statements relative to the fiscal year in which such interests were paid or credited, it being that the values corresponding to the interest upon its own capital must be ascribable to the obligatory dividend.

CHAPTER V - On the Disposal of Shareholder Control and Diffusion Control,

Article 30 - The direct or indirect Disposal of the Company's Control, both by way of a single operation and by way of successive operations, must be contracted under the condition that the acquirer of the control is obliged to make a public offering for the acquisition of shares for the purpose of shares issued by the Company owned by the other shareholders, observing the conditions and timescales forecast in the current legislation and regulations and in the Novo Mercado Regulation, in such a manner as to ensure equal treatment to that given to the seller.

Article 31 - The Company's delisting from the Novo Mercado may occur as a result of (i) a decision by the controlling shareholder or the Company; (ii) breach of obligations contained in the Novo Mercado Regulation; and (iii) the cancellation of the Company's registration as a publicly-held company or the category conversion of the CVM registry, in which case the provisions of current legislation and regulations must be observed.

Sole Paragraph - The Company's delisting from the Novo Mercado shall be preceded by a public offering of the Company's shares, respecting the terms and conditions of the Novo Mercado Regulation and the applicable legal and regulatory rules.

Article 32 - In the case where the Acquiring Shareholder comes to acquire or becomes the title holder, through any motive, of the Company's emission shares; or of other rights, including usufruct or trust, of the Company's emission shares in a quantity equal to or greater than 15% (fifteen percent) of its share capital, then he must carry out a public acquisition offering of specific shares for the hypothesis forecast in this Article 32, for the acquisition of the totality of the Company's emission shares, observing the ruling in the applicable regulation of the CVM, the regulations of B3 and the terms of this Article. The Acquiring Shareholder must solicit the registration of the referred to public acquisition offering in the maximum time of 30 (thirty) days counting from the date of acquisition or of the event that resulted in the ownership of the shares or rights in a quantity equal to or greater than 15% (fifteen percent) of the Company's share capital.

Paragraph 1 - The public acquisition offering must be (i) directed without distinction to all of the Company's shareholders, (ii) accomplished through a sale to be carried out in B3, (iii) launched at a price determined pursuant to that forecast in Paragraph 2 of the Article, and (iv) cash payment, in the national currency, against the acquisition in the public acquisition offering of the Company's emission shares.

Paragraph 2 - The acquisition price at the public acquisition offering of each Company emission share cannot be inferior to 1.5 (one point five) times the highest value between (i) the economic value as defined in the appraisal certificate; (ii) 100% (one hundred percent) of the price of emission shares on whatever increase of capital realized by means of a public distribution occurring in the 12 (twelve) month period prior to the date on which the realization of the public acquisition offering became obligatory pursuant to the terms of this Article 32, duly updated by the IPCA index until the moment of payment; (iii) 100% (one hundred percent) of the average unitary quotation of the Company's emission shares, during the period of 90 (ninety) days prior to the realization of the public acquisition offering, mediated by the volume of business, on the stock market in which there was the highest volume of the Company's emission shares business; (iv) 100% (one hundred percent) of the highest value paid by the Acquiring Shareholder for Company shares in whatever type of business, during the 12 (twelve) month period prior to the date on which the realization of the public acquisition offering became obligatory pursuant to the terms of this Article 32; and (v) the sum equivalent to 12 (twelve) times the Company's EBITDA relative to the last 12 (twelve) months prior to the date of the last quarterly financial statement divulged by the Company. For the purpose of a ruling in this paragraph, the EBITDA can be understood to be the net profit added to the income tax and social welfare contribution, of the reclassification of the CPMF and of the taxes incident upon financial revenue, of depreciation and amortization and of the variation of technical provisions, deduced from the resultant net financing and of the non-operational resultant of the Company. In the case where the CVM regulation is applicable to the public acquisition offering forecast in this case determines the adoption of a calculation

criteria for the fixing of the acquisition price of each Company share at the public acquisition offering that results in a greater acquisition price, then that acquisition price calculated in terms of the CVM regulation this must prevail in the carrying out of the public acquisition offering.

Paragraph 3 - The realization of the public acquisition offering mentioned in caput of this Article will not exclude the possibility of another Company shareholder, or if it were to be the case, the Company itself, formulating a competing public acquisition offering, under the terms of the applicable regulation.

Paragraph 4 - The Acquiring Shareholder must attend to eventual solicitations or demands of the CVM and of B3 within the timescale prescribed in the applicable regulation.

Paragraph 5 - In the hypothesis of the Acquiring Shareholder not complying with the obligations imposed by this Article, including that which concerns attending to the maximum timescales (i) for the realization or solicitation of the public acquisition offering registration; or (ii) in attending to the eventual solicitations or demands of the CVM and of B3, the Company's Board of Directors will call an Extraordinary General Meeting in which the Acquiring Shareholder will not be able to vote, in order to deliberate about the suspension of the exercising of the Acquiring Shareholder's rights who has not complied with any obligation imposed by this Article, pursuant to the ruling in Article 120 of Law No. 6,404/76, without impairment of the responsibility of the Acquiring Shareholder for loses and damages caused to the other shareholders as a consequence of the non-compliance with the obligations imposed by this Article.

Paragraph 6 - The ruling of this Article does not apply in the hypothesis of a person becoming the title holder of the Company's emission shares greater than 15% (fifteen percent) of the total of emission shares as a consequence of (i) legal succession, under the condition that the shareholder sells the excess of shares in up to 30 (thirty) days starting from the relevant event; (ii) the incorporation of another company by the Company, (iii) the incorporation of the shares of another company by the Company, and / or (iv) the subscription of Company shares, realized in a sole primary emission, which had been approved in a General Meeting by the Company shareholders, called by the Board of Directors, and whose proposal of a capital increase had determined the fixation of the emission shares price based upon the economic value obtained, starting from a Company economic-financial appraisal certificate realized by a specialist company with proven experience in the evaluation of public companies.

Paragraph 7 - For the purpose of the calculation of the percentage of 15% (fifteen percent) of the total capital described in caput of this Article, the involuntary increases of shareholder participation resulting from the cancellation of shares in the treasury or of the reduction of the Company's share capital through the cancellation of shares, will not be computed.

Paragraph 8 - The alteration that limits the right of shareholders to the realization of a public acquisition offering forecast in this Article or the exclusion of this Article will oblige the shareholder(s) who had voted in favor of such an alteration or exclusion during the General Meeting deliberations to realize the public acquisition offering forecast in this Article.

Paragraph 9 - The appraisal certificate that is dealt with in Paragraph 2 above, must be elaborated by an institution or specialist company, with proven experience and independent as to the power of decision of the Company, its administrators and controller, and as well the appraisal must satisfy the requirements of Paragraph 1 of Article 8 of Law No. 6,404/76 and contain the responsibility forecast in Paragraph 6 of the same Article of the Law. The choice of institution or specialist company responsible for the determination of the Company's economic value is the personal jurisdiction of the Board of Directors. The costs for the elaboration of the appraisal certificate will be integrally assumed by the Acquiring Shareholder.

Paragraph 10 - For the purpose of this Article, the terms initiated below in capital letters will have the following significance:

"Acquiring Shareholder" signifies any person, including, without limitation, individual or legal entity, funds, investment portfolios, universalities of rights or whatever other forms of organization or enterprise, resident, domiciled or headquartered in Brazil or abroad, or Group of Shareholders.

"Group of Shareholders" signifies a grouping of 2 (two) or more of the Company's shareholders: (i) who are part of the voting agreement; (ii) if one was, directly or indirectly, the controller shareholder or controller company of another, or of others; (iii) that are companies directly or indirectly controlled by the same person, or group of people, shareholders or not; or (iv) who are societies, associations, foundations, cooperatives and trusts, funds or investment portfolios, universalities of rights or any other forms of organization or enterprise with the same administrators or managers, or, even, whose administrators or managers are direct or indirect companies controlled by the same person, or group of people, shareholders or not. In the case of investment funds with a common administrator, those whose investments policy and the exercising of votes at the General Meeting, in the terms of the respective regulations, was the responsibility of the administrator, in a discretionary manner, will only be considered as a Shareholder Group.

Article 33 - The formulation of a sole public acquisition offering for shares is authorized, taking into consideration more than one of the finalities forecast in this Chapter V, in the Listing Regulation of the Novo Mercado or in the regulation emitted by the CVM, assuming that it is possible to make compatible the procedures of all of the modalities of the public acquisition offering for shares and there is no damage for the offer addressees and the CVM authorization has been obtained when demanded by the applicable legislation.

Article 34 - The Company or the shareholders responsible for carrying out the public acquisition offering forecast in this Chapter V, within the Listing Regulation of the New Market or in the regulation emitted by the CVM could secure its realization by the intermediary of whatever shareholder, third party and, if it were to be the case, by the Company. The Company or shareholder, whichever be the case, is not exempt from the obligation of carrying out the public acquisition offering of shares until this is concluded with the observance of the applicable rules.

Article 35 - The cases that are omissive in these Bylaws will be resolved by a General Meeting and regulated pursuant to that forecast in Law No. 6,404/76, observing the relative and applicable legal and regulatory norms in the Novo Mercado.

CHAPTER VI - On Arbitration

Article 36 - The Company, its shareholders, management, Fiscal Council members, effective or alternate, if any, are obliged to resolve, by way of arbitration, in the form of its regulation, any controversy that can possible come up among them, relate or originating, from its condition as issuer, shareholders, administrator, and members of the fiscal council, in particular, arising from the dispositions contained in Law No. 6,385/76, Law No. 6,404/76, in these Companies' Bylaws, in the norms edited by the National Monetary Board, by the Central Bank of Brazil and by the CVM as well as the other norms applicable to the functioning of the capital market in general, as well as those laid down in the Listing Regulation of the Novo Mercado, present in the other regulations of B3 and in the Participation Contract of the Novo Mercado.

Sole Paragraph - The ownership of the administrators and members of the Fiscal Council, effective and alternate, is conditioned to the signing of an instrument of investiture that must contemplate its subjection to the arbitration clause in the Bylaws referred to in Article 36 above.

CHAPTER VII - On Company Liquidation

Article 37 - The Company will enter into liquidation in the cases determined in Law, it being up to the General Meeting to elect the liquidator or liquidators, as well as the Fiscal Board that must function during this period, obeying the legal formalities.

CHAPTER VIII - Final and Transitory Disposition

Article 38 - The Company will observe the shareholder agreements archived at its headquarters, it being expressly forbidden for the members of the director's board at the General Meeting or of the Board of Directors meetings to honor the declaration of the vote of any shareholder, signatory of the shareholder's agreement duly archived at the Company's headquarters, which had been pronounced in disagreement with that had been adjusted in the referred to agreement, it also being expressly forbidden for the Company to accept and proceed with the transference of shares and / or of share subscription rights or other securities in the non-compliance of that forecast in the shareholders agreements duly archived at the Company's headquarters.

Article 39 - It is forbidden for the Company to concede financing or guarantees of any species to third parties, under any modality, for businesses foreign to the Company's interests.

Article 40 - The disposition of Article 32 of these Bylaws does not apply to the current shareholders who were already title holders of 15% (fifteen percent) or more of the total of shares emitted by the Company and their successors on the date of the Extraordinary General Meeting of the 24th of April 2006, as well as their respective controlled or associated company, this applying exclusively to those investors who acquired shares and become shareholders of the Company after the stated Extraordinary General Meeting.

Article 41 - The terms defined in these Bylaws that did not have their significance expressly defined in this document or in Law No. 6,404/76 will have the significance that would be attributed to them in the Regulation of the Novo Mercado.