



**CENTRO DE IMAGEM DIAGNÓSTICOS S.A.**

Corporate Taxpayer's ID (CNPJ/ME): 42.771.949/0018-83

Company Registry (NIRE): 3530051760-1

*Publicly Held Company*

**INTERNAL REGULATION OF THE FISCAL COUNCIL**

**I – OBJECTIVE AND DUTIES**

1. The purpose of this Internal Regulation ("Regulation") is to establish the procedures to be observed by the Fiscal Council of Centro de Imagem Diagnostics SA ("Company"), in the exercise of its activities and in compliance with its legal and statutory duties, as well as to define the rules for its functioning, structure and organization.

2. The Fiscal Council is a supervisory body that acts independently from the Company's Board of Directors and Executive Board. The Fiscal Council is governed by applicable legislation and provisions of the Company's Bylaws, in addition to other applicable regulations and policies, and is installed on a temporary basis.

3. Without prejudice to the functions provided for in Law 6.404, of December 15, 1976, as amended ("Brazilian Corporation Law"), the Fiscal Council is responsible for:

(i) supervising the acts taken by members of the Company's Executive Board and verifying they comply with their legal and statutory duties;

(ii) issuing an opinion on the Management Annual Report, including any additional information deemed necessary or useful for the resolution by the Annual General Meeting;

(iii) issuing an opinion on proposals made by management bodies to be submitted to the Annual General Meeting regarding changes to share capital, issuance of debentures or subscription warrants, investment plans or capital budgets, distribution of dividends and/or interest on own capital, transformation, merger, consolidation or spin-off;

(iv) reporting, through any of its members, any discovered errors, fraud or crimes to the Company's management bodies and, if they do not take the necessary measures to protect the Company's interests, report such information to the Annual General Meeting and suggesting useful measures;

(v) convening, by its Chairman, the Annual General Meeting, if the management bodies delay this call notice for more than one (1) month, and the Extraordinary General Meeting, due to serious or urgent reasons, including in the General Meetings' agenda the matters deemed necessary;



(vi) analyzing, at least on a quarterly basis, the balance sheet and other financial statements periodically prepared by the Company;

(vii) examining the financial statements for the fiscal period and issuing an opinion on them;

(viii) requesting the presence of the Company's Independent Auditors at the meetings to provide clarifications on the financial statements and opinions; and

(ix) performing said duties during an event of liquidation, in light of the special provisions that govern it.

3.1. The members of the Fiscal Council are prohibited to participate in private or personal business activities that interfere, or conflict with, the interests of the Company and/or its Subsidiaries, or that result from the use of confidential information obtained as a result of the exercise of their position as a member of the Fiscal Council.

3.2. The members of the Fiscal Council must maintain absolute confidentiality of information received from the Company, or collected by them, in the exercise of their duties, as well confidentiality on information received from the Company's independent auditors and other advisors, employees, collaborators and/or directors.

4. In addition to the responsibilities provided for in the aforementioned article, the Fiscal Council must also:

(i) protect the Company's interest, within the scope of its attributions;

(ii) have awareness on manifestations made by regulatory bodies on the Company regarding matters that fall within the duties of the Fiscal Council;

(iii) carry out annual self-assessments of its activities and identify possibilities to improve the way it operates.

5. The members of the Fiscal Council shall attend the Board of Directors' meetings when there are matters to be resolved that require an opinion, pursuant to Article 163, items II, III and VII, of the Brazilian Corporation Law.

5.1. The Fiscal Council may approve its Chairman to attend the Board of Directors' meeting in the situations mentioned above, acting on behalf of other members of the Fiscal Council.

## **II - COMPOSITION AND REQUIREMENTS**

6. The Fiscal Council is a collegiate body and shall be comprised by three (3) elected and effective members and an equal number of alternate members, all of which are elected by the Annual General Meeting. The composition of the Fiscal Council must comply with the provisions of Article 161, paragraph 4, of the Brazilian Corporation Law.



7. The members of the Fiscal Council shall be elected in accordance with current legislation and shall hold their positions until the first Annual General Meeting held after their election, with the possibility of being reelected.

7.1. The role of a Fiscal Council member may not be delegated and must be exercised with loyalty and diligence, avoiding any conflicting situations that could affect the interests of the Company and its shareholders.

7.2. Pursuant to Article 165 of the Brazilian Corporation Law, the members of the Fiscal Council shall exercise their functions under the same duties and responsibilities attributed to the members of the Company's Executive Board.

7.3. The members of the Fiscal Council shall be invested in their respective positions by signing a Term of Investiture, drawn up in the minutes book of the Fiscal Council's Meetings.

8. The persons listed in the paragraphs of Article 147 of the Brazilian Corporation Law may not be elected to the Fiscal Council.

9. In the course of their mandates, the members of the Fiscal Council may only be replaced in situations provided for in the Company's Bylaws, and, if a permanent effective Fiscal Council member position becomes vacant, it shall be filled by its respective alternate member. If the position for an effective member and its respective alternate member becomes vacant, a General Meeting shall be convened to elect a member for the vacant position.

10. The members of the Fiscal Council shall elect its Chairman at the first meeting to be held after the election of the members of the Fiscal Council by the Annual General Meeting.

10.1. Without prejudice to the other attributions established by applicable legislation, the Chairman of the Fiscal Council is responsible for:

- (i) convening, installing and presiding over the Fiscal Council meetings, appointing a Secretary for the Presiding Board among those present, who will be responsible for drawing up the minutes of the meetings;
- (ii) representing the Fiscal Council in its relationship with the Company's Board of Directors, Executive Board and other internal bodies, signing, when necessary, correspondence, invitations and reports addressed to them;
- (iii) convening, on behalf of the Fiscal Council, participants to the meetings, as applicable and under the terms provided in these Internal Regulations; and
- (iv) complying and enforcing compliance with these Internal Regulations.

10.2. In the absence, or temporary impediment, of the Chairman of the Fiscal Council, this position may be filled by a member appointed by the Chairman of the Fiscal Council.



10.3. The Chairman or, in his/her absence or impediment, another Fiscal Council member appointed by him/her, accompanied by other Board members when necessary or convenient, must attend the Company's Annual General Meeting.

### **III – FISCAL COUNCIL MEETINGS**

11. The Fiscal Council shall meet regularly and in accordance with a pre-defined annual calendar, which will observe the annual disclosure schedule for the Company's quarterly (ITR) and annual (DFP) financial information, and may hold extraordinary meetings as necessary, upon request by the Chairman of the Fiscal Council or the majority of its members.

12. The Fiscal Council meetings shall be held preferably at the Company's headquarters, but may also be held in a different location if all of its members deem it is convenient. Meetings held virtually will be considered as being held at the Company's headquarters.

12.1. The call notices for the Fiscal Council meetings shall be sent in writing by electronic mail (e-mail), with confirmation of receipt, at least three (3) business days in advance of the date of the meeting, and the agenda shall be sent within two (2) business days in advance of the meeting, along with all supporting materials for the meeting, by the Company's governance area.

12.2. The discussion of matters not on the agenda will depend on the approval by the majority of the members of the Fiscal Council present at the meeting.

12.3. The meetings shall be installed with the presence of the majority of the members of the Fiscal Council, which are allowed to participate in the regular and extraordinary Fiscal Council meetings by means of a conference call, video conference, or any other communication media that enables the identification of the Fiscal Council member and simultaneous communication of all other attendees. In this case, the members of the Fiscal Council shall be considered present at the meeting and must sign the corresponding minutes.

12.4. The Fiscal Council, through its Chairman, motivated by a request (in writing and substantiated) of any of its members, shall request the management bodies, or the Company's independent auditors, clarifications or information necessary for the exercise of their duties, as well as the preparation of special financial or accounting statements.

12.4.1. The Chairman of the Fiscal Council may request the participation in the Fiscal Council meetings, through a written and substantiated request by any of its members, the following individuals: Directors, members of the Executive Board, and internal and external employees of the Company who hold relevant information, or if the matters included in the agenda are relevant to their field of expertise. Said individuals shall not be included in the recommendations issued by the Fiscal Council.

13. The Fiscal Council may, in order to investigate a fact of which its clarification is necessary for the performance of its functions, formulate, with justification, questions to be answered by



an expert and request the Executive Board to appoint, for this purpose, three (3) experts within a deadline of thirty (30) days, all of whom may be individuals or legal entities and must have recognized knowledge in the field in question, among whom the Fiscal Council shall select, with fees payable by the Company.

14. The matters, recommendations and opinions of the Fiscal Council shall be recorded in the minutes of its meetings and signed by all its members. The minutes must contain all relevant discussion points, a list of participating members, mentions of justified absences, any possible irregularities and the requested measures.

14.1. The supporting documents for the meetings shall be filed at the Company's headquarters.

14.2. The secretary of the meeting shall forward copies of said minutes to all members of the Fiscal Council and, if necessary, the matters recorded in the minutes may be forwarded to the areas responsible for taking the measures recommended by the Fiscal Council.

#### **IV - DUTIES AND OBLIGATIONS**

15. The members of the Fiscal Council are prohibited from discussing, having access to data and information, and express and/or issue an opinion on any transaction of which they have a conflict of interest with the Company, in addition to intervening in the recommendation regarding said conflict of interest taken by other members of the Fiscal Council, being responsible for informing them of their impediment and recording the nature and extent of their interest in the meeting's minutes.

16. Regardless of the aforementioned provision, the members of the Fiscal Council shall not participate in a transaction or recommendation that involves any of its Related Parties. For the purposes of this Internal Regulation, the term Related Parties shall refer to any individual who is a Close Family Member of a member of the Fiscal Council and/or a company of which the member of the Fiscal Council and/or any of the Close Family Members of a member of the Fiscal Council is a direct or indirect partner, shareholder, and service provider or who maintains a relationship with the Company and/or any of its subsidiaries.

"Close Family Member" are family members of a person who may exercise influence over, or are influenced by, said person, in the member's business with the Company or any of its Subsidiaries, including: (a) children and/or dependents; (b) spouse or partner; (c) children and/or dependents of said person's spouse or partner; (d) direct blood lines (such as parents, grandparents, great-grandparents, etc.) or by affinity (such as stepfathers, stepmothers, in-laws) of said person; (e) relatives in kinship, up to the fourth degree, of said person and individuals from the same family tree of said person but without descending from each other, pursuant to Article 1,592, of Law 10,406, of 10 of January 2002, as amended (Brazilian Civil Code).



17. The members of the Fiscal Council must comply with the provisions of the Company's Code of Conduct, Securities Trading Policy, Material Act or Fact Disclosure Policy and the Related Party Transactions Policy.

#### **V – COMPENSATION**

18. The compensation for the members of the Fiscal Council, as well as the mandatory reimbursement of travel and accommodation expenses required for the performance of their duties, shall be established by the General Meeting that elects said members and each member shall not receive less than ten percent (10%) of the average amount that is paid to each director, excluding benefits, representation allowances and profit sharing.

#### **VI - INTERACTION WITH THE COMPANY'S OTHER MANAGEMENT BODIES**

19. The Fiscal Council may access a copy of the minutes for (i) the General Meetings, the Board of Directors' meetings and the Executive Board meetings, upon request by the Chairman of the Fiscal Council to the governance area; and (ii) the Company's other advisory committees, in addition to requesting access to other clarifications and information deemed necessary for the performance of its duties, as long as permitted by law and the Company's Bylaws.

20. The Fiscal Council may hold meetings with the Audit Committee, as necessary, to discuss matters that are under the responsibility of both bodies.

#### **VII – MISCELLANEOUS**

21. Situations not provided in these Internal Regulations shall be resolved at the Fiscal Council's own meetings, pursuant to applicable legislation and the Company's Bylaws.

(\*\*\*)