



2019 Annual Sustainability Report

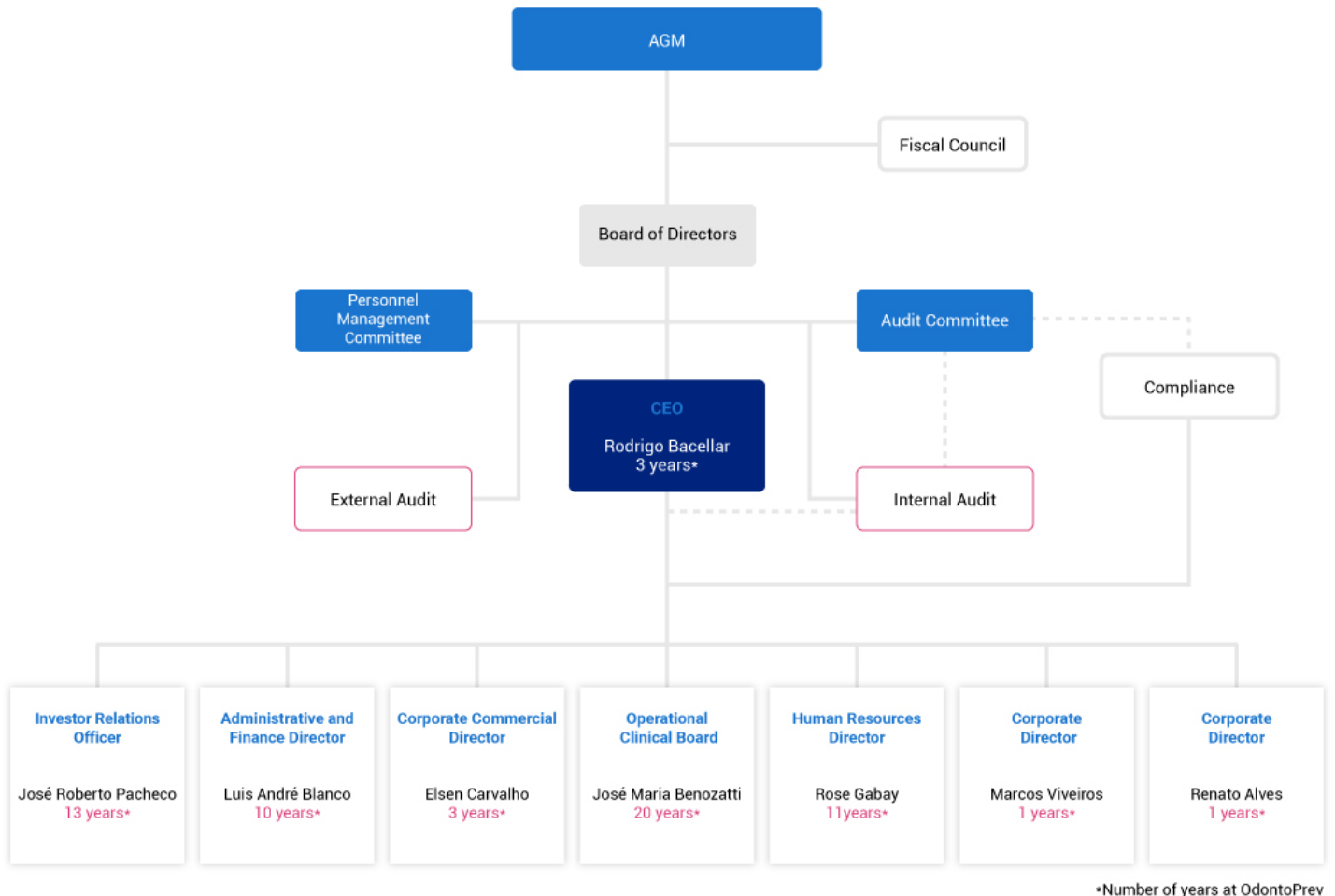


Corporate Governance Structure

GRI 102-18, 405-1

The commitment to professional and ethical management marks OdontoPrev’s performance since its inception. Historically, the Company has always adopted governance practices that go beyond regulatory requirements, which is usual in the market. Since the Company’s foundation, for example, it has opted for a professional management team, not family-oriented. In 1998, we gave another example of this commitment by creating the Board of Directors, even though OdontoPrev was a private company at that time. The Company also adopts corporate governance practices recommended by IBGC (Brazilian Institute of Corporate Governance) and more restrictive than those required by B3’s “Novo Mercado”.

Currently, OdontoPrev’s Corporate Governance structure is supported by the General Meeting, the Board of Directors, the Fiscal Council, its Committees (People Management and Audit) and the Statutory Board of Executive Officers, liable for managing the business.



Fiscal Council

Fiscal Council

Composition

3 to 5 members in equal number

Fiscal Council	
Term of office	AGM after installation
Total members in 2019	3 effective 3 alternates
Age (average, maximum and minimum)	Minimum: 55 Average: 59 Maximum: 68
Division by Gender	100% men
Annual compensation (maximum, average, minimum)	Minimum: R\$110,569 Average: R\$110,569 Maximum: R\$110,569
Composition on 12/31/2019:	
Date of election: April 2019	
Term of office: 2020 AGM	

Member	Position	Age	Gender	External
Effective members				
Ivan Maluf Junior	Chairman	55	M	Yes
Vanderlei Dominguez da Rosa	Board member	56	M	Yes
José Maria Soares Nunes	Board member	61	M	Yes

Get to know the profile of each member of the Fiscal Council.

To find out the profile of each member and the updated composition of the Fiscal Council, visit the OdontoPrev IR website.

Board of Directors

Board of Directors	
Composition	From 8 to 11 members and the same number of alternates
Term of office	2-year combined term of office, reelection is authorized
Total members in 2019	8 effective 4 alternate
Independent members in 2019	2 effective 2 alternate
Age (average, maximum and minimum)	Minimum: 42 Average: 61 Maximum: 76
Division by Gender	100% men
Annual compensation (maximum, average, minimum)	Minimum: R\$170,667 Average: R\$170,667 Maximum: R\$170,667
Composition on 12/31/2019:	
Term of office: 2020 AGM	

Member	Position	Age	Gender	External	Independent	Election	1 st Office
Luiz Carlos Trabuco Cappi	Chairman	76	M	Yes	No	Apr/19	Apr/19
Manoel Antonio Peres	Vice Chairman	57	M	Yes	No	Apr/18	Jun/17
Octavio de Lazari Júnior	Board member	56	M	Yes	No	Apr/19	Apr/19
Ivan Luiz Gontijo Junior	Board member	61	M	Yes	No	Apr/18	Apr/16
Samuel Monteiro dos Santos Junior	Board member	74	M	Yes	No	Apr/18	Dec/09
Vinicius José de Almeida Albernaz	Board member	49	M	Yes	No	Apr/19	Apr/19
Cesar Suaki dos Santos	Independent Board member	57	M	Yes	No	Apr/18	May/06
Murilo Cesar Lemos dos Santos Passos	Independent Board member	72	M	Yes	Yes	Apr/18	Apr/08

Get to know the profile of each member of the Board of Directors.

To find out the profile of each member and the updated composition of the Board of Directors, visit the OdontoPrev IR website.

Audit Committee

Audit Committee	
Composition	Minimum of 3 members
Term of office	1 year
Total members in 2019	3
Independent members in 2019	1
Age (average, maximum and minimum)	Minimum: 42 Average: 54 Maximum: 72
Division by gender	100% men
Annual compensation	Members are not remunerated.

Composition on 12/31/2019:

Date of election: May 2019

Term of office: May 2020

Member	Position	Age	Gender	External	Independent	Election
César Suaki dos Santos	Coordinator	57	M	Yes	Yes	May/19
Vinicius Marinho da Cruz	Member	42	M	Yes	No	May/19
Haydewaldo Roberto Chamberlain da Costa	Member	60	M	Yes	No	May/19

Get to know the profile of each member of the Audit Committee.

To find out the profile of each member and the updated composition of the Audit Committee, visit

the OdontoPrev IR website.

People Management Committee

People Management Committee	
Composition	
Term of office	1 year
Total de members in 2019	2
Independent members in 2019	1
Age (average, maximum, and minimum)	Minimum:
Division by gender	100% men
Annual compensation	Members are not remunerated.
Composition on 12/31/2019:	
Date of election: May 2019	
Term of office: May 2020	

Member	Position	Age	Gender	External	Independent
Juliano Ribeiro Marcílio	Coordinator	47	M	Yes	Yes
Vinicius José de Almeida Albernaz	Member	49	M	Yes	No
Murilo César Lemos dos Santos Passos	Member	72	M	Yes	Yes

Get to know the profile of each member of the People Management Committee.

To find out the profile of each member and the updated composition of the People Management Committee, visit the OdontoPrev IR website.

Board of Executive Officers

Board of Executive Officers	
Composition	At least, 4 and at most, 10 members
Term of office	2 years, reelection is authorized
Total members in 2019	8
Age (average, maximum and minimum)	Minimum: 33 Average: 51 Maximum: 67
Division by Gender	87.5% men 12.5% women
Annual compensation	Minimum: R\$1,557,435 Average: R\$2,421,931 Maximum: R\$4,858,380
Composition on 12/31/2019:	
Date of election: November/2019	
Term of office: November/2021	

Member	Position	Age	Gender
Rodrigo Bacellar	Chief Executive Officer	54	M
José Roberto Borges Pacheco	Investor Relations Officer	59	M
José Maria Benozatti	Clinical-Operating Officer	67	M
Rose Gabay	Human Resources Officer	56	F
Luis André Blanco	Administrative Financial Officer	46	M
Elsen Carvalho	Corporate Commercial Officer	47	M
Marcos Pimentel de Viveiros	Corporate Officer	48	M
Renato Alves Costa	Corporate Officer	33	M

Get to know the profile of each member of the Board of Executive Officers.

To find out the profile of each member and the updated composition of the Board of Executive Officers, visit the OdontoPrev IR website.