

FLEURY S.A.
CNPJ/MF nº 60.840.055/0001-31
NIRE 35.300.197.534

**MINUTES OF THE BOARD OF DIRECTOR'S MEETING
HELD ON AUGUST 02, 2021**

1. **Date, time and place:** Held at 09:00 a.m. on August 02, 2020, at the Company's headquarters located in the City and State of São Paulo, at Avenue General Valdomiro de Lima, no. 508, Jabaquara.
2. **Convocation and Attendance:** all members of the Company's Board of Directors were present, via teleconference, according to art. 15, paragraph 3 of the Company's Bylaws: (i) Marcio Pinheiro Mendes; (ii) Fernando Lopes Alberto; (iii) Rui Monteiro de Barros Maciel; (iv) Luiz Carlos Trabuco; (v) Samuel Monteiro dos Santos Junior; (vi) Ivan Luiz Gontijo Junior; (vii) Andréa Cristina de Lima Rolim; (viii) João Roberto Gonçalves Teixeira; (ix) Rachel Ribeiro Horta; (x) Raul Calfat. Due to the attendance of the totality of the members of the Company's Board of Directors, and in view of the prior written agreement of the absent Directors, the call was waived, pursuant to art. 15, Paragraph 1 of the Company's Bylaws.
3. **Chair:** The meeting was chaired by Mr. Marcio Pinheiro Mendes and Mrs. Andrea Marçon Bocabello was the secretary.
4. **Agenda:** To resolve on: (i) the Company's capital increase, within the limit of authorized capital, by private subscription, to attend the stock option exercises, and (ii) to authorize the Company's management to perform all necessary acts related to the resolution of the day.
5. **Resolutions:** The members of the Board of Directors, by the majority of votes and without any restrictions, resolved:
 - 5.1 Pursuant to article 6 of the Company's Bylaws, to approve the Company's capital increase, within the limit of authorized capital, by private subscription, to attend the exercise of stock options under the Company's Stock Option Plan of the Fiscal Year 2016 ("Plan"), approved at the Extraordinary Annual Shareholder General Meeting held on July 25, 2016, as well as the Regulations of the Company's First Stock Option Program, approved by the Board of Directors on July 27, 2016, in the amount of R\$ 5,050,784.82 (five million, fifty thousand, seven hundred and eighty-four and eighty-

two centavos in Brazilian reais), through the issuance of 577,893 (five hundred and seventy-seven thousand, eight hundred and ninety-three) nominative common shares, book-entry and without par value, for the issuance price of R\$ 8.74 (eight and seventy-four cents in Brazilian reais) per share, as provided in the Stock Option Grant, approved at the board of directors meeting of July 27, 2016.

- 5.1.1** Pursuant to paragraph 3 of article 171 of Law 6,404/1976 and paragraph 2 of article 6 of the Company's Bylaws, the remaining shareholders of the Company shall not have preemptive rights in the subscription of 577,893 (five hundred and seventy-seven thousand, eight hundred and ninety-three) common, registered, book-entry shares with no par value subject to the Plan.
- 5.1.2** The shares issued by the Company are subscribed, in this date, by the beneficiaries of the plan, by signing the respective subscription bulletins, filed at the Company's headquarters. The payment of new shares issued will be made within a maximum period of up to 30 (thirty) days, counting from the subscription date, upon payment to the Company of the corresponding issue price in national currency, under the terms provided for in the subscription form. The shares now issued will participate, under equal conditions with the other common shares held by the other shareholders of the Company, in all the benefits and advantages that may be declared as of this date, including dividends and any capital remuneration that may come to be fully approved.
- 5.1.3** As a result of the issue of shares approved herein, the Company's capital stock of R\$ 1,454,986,895.35 (one billion, four hundred and fifty-four million, nine hundred and eighty-six thousand, eight hundred ninety-five reais and thirty-five centavos in Brazilian reais), divided into 317,366,103 (three hundred and seventeen million, three hundred and sixty-six thousand, one hundred and three) all nominative, book-entry and without par value R\$ 1,449,936,110.53 (one billion, four hundred and forty-nine million, nine hundred and thirty-six thousand, one hundred and ten reais and fifty-three centavos in Brazilian reais), divided into 316,788,210 (three hundred and sixteen million, seven hundred and eighty and eight thousand, two hundred and ten) common shares, all registered, book-entry and without par value, becomes equivalent to R\$ 1,460,037,680.17 (one billion, four hundred and sixty million, thirty-seven thousand, six hundred and eighty reais and seventeen cents), fully subscribed and paid-in, divided into 317,943,996 (three hundred and seventeen million, nine hundred and forty and three thousand nine hundred and ninety-nine common shares, all registered, book-entry and without par value..
- 5.2** The Board of Directors shall, in due course, submit to the General Meeting of the Company the proposal to amend article 5, caput, of the Company's Bylaws, in order

to reflect the value of the new capital stock, which, ad referendum of the General Meeting, will take effect with the following wording:

“Article 5 - The share capital is R\$ 1,460,037,680.17 (one billion, four hundred and sixty million, thirty-seven thousand, six hundred and eighty reais and seventeen cents), fully subscribed and paid-in, divided into 317,943,996 (three hundred and seventeen million, nine hundred and forty and three thousand nine hundred and ninety-nine common shares, all registered, book-entry and without par value.

[...]”

5.3 The Company's management is authorized, from now on, to perform all acts and sign all instruments related to the resolutions taken above.

6. Closing: With no further matters on the agenda and the absence of any other expression, this meeting was closed. The minutes were drafted, having been read and approved, and signed by all present. Chair: Mr. Márcio Pinheiro Mendes, Chairman; Mrs. Andrea Marçon Bocabello, Secretary.

Members: Marcio Pinheiro Mendes; Fernando Lopes Alberto; Rui Monteiro de Barros Maciel; Luiz Carlos Trabuco; Samuel Monteiro dos Santos Junior; Ivan Luiz Gontijo Junior; Andréa Cristina de Lima Rolim; João Roberto Gonçalves Teixeira; Rachel Ribeiro Horta; Raul Calfat.

As per the original, drawn up in the official book.

São Paulo, August 02, 2021

Márcio Pinheiro Mendes

Chairman

Andrea Marçon Bocabello

Secretary