

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

**MINUTE OF THE BOARD OF DIRECTOR'S MEETING**  
**HELD ON JANUARY 12<sup>th</sup>, 2021**

- 1. Date, time and place:** Held at 09:00 a.m. on January 12<sup>th</sup>, 2021, at the Company's headquarters located in the City and State of São Paulo, at Avenue General Valdomiro de Lima, no. 508, Jabaquara.
- 2. Attendance:** the totality of the members of the Company's Board of Directors, in person or via teleconference, according to art. 15, Paragraph 3 of the Company's Bylaws: (i) Mr. Marcio Pinheiro Mendes; (ii) Mrs. Andrea da Motta Chamma; (iii) Mr. Fernando Lopes Alberto; (iv) Mr. Andre Marcelo da Silva Prado; (v) Mr. Fernando de Barros Barreto; (vi) Mrs. Cristina Anne Betts; (vii) Mr. Rui Monteiro de Barros Maciel; (viii) Mr. Samuel Monteiro dos Santos Junior; and (ix) Luiz Carlos Trabuco Cappi. Due to the attendance of the totality of the members of the Company's Board of 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 the re-ratification of the Company's Board of Directors' Meeting held on December 30, 2020 ("RCA 12/30/20"), which approved, ad referendum of the Ordinary Shareholder's Meeting that appreciates the financial statements of the fiscal year of 2020, the payment to shareholders of interest on own capital.
- 5. Resolutions:** The present members of the Board of Directors, by unanimity of votes and without any restrictions, resolved:

  - 5.1** To approve the re-ratification of RCA 12/30/20 to adjust the gross amount to be paid per share to R\$ 0.23472379522, making it consigning and reflecting that item (i) of RCA 12/30/20 becomes effective with the following wording:

*"(i) To approve, pursuant to art. 18, item (d) and art. 31, §2º of the Company's Bylaws, at the ad referendum of the Ordinary Shareholders' Meeting to assess the financial statements for the*

*fiscal year of 2020, the payment of interest on capital to shareholders in the amount of R\$ 74.469.903,79 (seventy-four million four hundred and sixty-nine thousand nine hundred and tree Brazilian reais and seventy-nine centavos), corresponding to the gross amount per share of R\$ 0,23472379522.*

*The amount of Interest on Capital, net of the withholding income tax, will be available to shareholders on March 5<sup>th</sup>, 2021.*

*The amount will be payed based on the shareholding position at the close of B3´s trading session on January 6<sup>th</sup>, 2021 ("record date") and the company´s shares shall be traded ex-rights of Interest on Capital as from and including January 7<sup>th</sup>, 2021 (inclusive).*

*Pursuant to Art. 31, Paragraph 4 of the Bylaws and applicable legislation, the total amount of interest on equity mentioned above to be paid under the terms described herein, will be imputed to dividends to be paid by the Company in relation to the year ended December 31<sup>st</sup>, 2020."*

**Closing:** With no further matters on the agenda and the absence of any other expression, this meeting was closed. These minutes were drafted, having been read and approved, and signed by all. Chair: Mr. Marcio Pinheiro Mendes, Presidente; Mrs. Andrea Marçon Bocabello, Secretary. Members: Marcio Pinheiro Mendes, Andrea da Motta Chamma, Fernando Lopes Alberto, Andre Marcelo da Silva Prado, Fernando de Barros Barreto, Cristina Anne Betts, Rui Monteiro de Barros Maciel, Samuel Monteiro dos Santos Junior e Luiz Carlos Trabuco Cappi.

São Paulo, January 12<sup>th</sup>, 2020.

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

**Marcio Pinheiro Mendes**

Chairman

**Andrea Marçon Bocabello**

Secretary