

BLAU FARMACÊUTICA S.A.

CNPJ nº 58.430.828/0001-60

NIRE nº 35.300.416.406

ARTICLES OF INCORPORATION OF

BLAU FARMACÊUTICA S.A.

(Free translation)

CHAPTER I. CORPORATE NAME, HEAD OFFICE, CORPORATE PURPOSE AND TERM

Article 1. **BLAU FARMACÊUTICA S.A.** is a corporation governed by this Articles of Articulation and by the legal provisions that are applicable to it (“Company”).

Paragraph 1. The Company, its shareholders, including controlling shareholders, managers and members of the Supervisory Board, are subject to the Company’s admission to the special listing segment called New Market of B3 S.A. – Brasil, Bolsa, Balcão (“B3”), when established, to the provisions of the New Marketin Regulation (“New Marketing Regulation”).

Paragraph 2. The Company, its managers and shareholders must comply with the Regulations for Listing of Issuers and Admission to Trading Securities, including the rules regarding the withdrawal and exclusion of trading securities admitted to trading on organized markets managed by B3.

Article 2. The Company’s head office and jurisdiction are in the City of Cotia, State of São Paulo, at Rodovia Raposo Tavares, Km 30.5, no. 2.833, Unit I, Buildings 100/110, Barro Branco, ZIP Code 06705-030.

Paragraph 1. By resolution of the Board of Directors, subsidiaries, branches, offices, agencies or representations may be established, transferred or extinguished at any point in the national territory or abroad.

Paragraph 2. The Company has the following subsidiaries:

- (i) **Subsidiary 01:** located in the Municipality of Cotia, State of São Paulo, at Avenida Ivo Mario Isaac Pires, no. 7.602, District Pedras, ZIP Code 06720-480. For the purposes and effects of trade union legislation, this subsidiary is allocated a portion of the Company’s capital in the amount of three million five hundred thousand Brazilian Real (BRL 3,500,000.00);

- (ii) **Subsidiary 02**: located in the Municipality of Cotia, State of São Paulo, at Rodovia Raposo Tavares, Km 30.5, no. 2.833, unit II, building 200/300, District Barro Branco, ZIP Code 06705-030. For the purposes and effects of trade union legislation, this subsidiary is allocated a portion of the Company's capital in the amount of nine million five hundred thousand Brazilian Real (BRL 9,500,000.00);
- (iii) **Subsidiary 03**: located in the Capital of the State of Paraná, at Rua Bettega, no. 101, Suite 213, Portão Regional Gallery, District Portão, ZIP Code 81070-000. For the purposes and effects of trade union legislation, this subsidiary is allocated a portion of the Company's capital in the amount of thirty thousand Brazilian Real (BRL 30,000.00);
- (iv) **Subsidiary 4**: located in the Capital of the State of Ceará, at Rua Tomas Acioli, no. 840, suite 701, São Paulo Center Building, ZIP Code 60135-180. For the purposes and effects of trade union legislation, this subsidiary is allocated a portion of the Company's capital in the amount of thirty thousand Brazilian Real (BRL 30,000.00);
- (v) **Subsidiary 5**: located in the Municipality of Cotia, State of São Paulo, at Rodovia Raposo Tavares, Km 30.5, no. 2.833, unit III, building 400, District Barro Branco, ZIP Code 06705-030. For the purposes and effects of trade union legislation, this subsidiary is allocated a portion of the Company's capital in the amount of thirty thousand Brazilian Real (BRL 30,000.00);
- (vi) **Subsidiary 6**: located in the Municipality of Cotia, State of São Paulo, at Rua Tomás Sepé, no. 454, District Jardim da Gloria, ZIP Code 06711-270. For the purposes and effects of trade union legislation, this subsidiary is allocated a portion of the Company's capital in the amount of thirty thousand Brazilian Real (BRL 30,000.00);
- (vii) **Subsidiary 7**: located in the Municipality of Cotia, State of São Paulo, at Rua Etiópia, no. 258, District Parque de Lourenço, ZIP Code 06715-775. For the purposes and effects of trade union legislation, this subsidiary is allocated a portion of the Company's capital in the amount of thirty thousand Brazilian Real (BRL 30,000.00); and
- (viii) **Subsidiary 8**: located in the Capital of the State of São Paulo, at Rua Adherbal Stresser, no. 84, Jardim Arpoador, ZIP Code 05566-000. For the purposes and effects of trade union legislation, this subsidiary is allocated a portion of the Company's capital in the amount of two million four hundred seventy-eight thousand eight hundred Brazilian Real (BRL 2,478,800.00);

Article 3. The Company's **purpose** is:

- (i) **Head Office – Buildings 100/110:** wholesale trade, distribution, import and export of medicines and drugs for human use, pharmaceuticals, inputs for the production of medicines and raw materials, national or foreign origin; wholesale trade, distribution, import and export of health products, including diagnostic tests, preservatives, hospital and dental medical articles; and participation in other companies, headquartered in Brazil or abroad, as partner, quotaholder or shareholder, as controller or minority;
- (ii) **Subsidiary 01:** industrialization of pharmaceuticals, medicines and related products for human use, materials for medical, hospital, dental use, perfumery and cosmetics, import, export, as well as trading of products of national and foreign origin and industrialization for third-parties.
- (iii) **Subsidiary 02:** manufacture of allopathic and biological medicines for human use, including manufacture of pharmaceutical specialties (allopathic and homeopathic) and raw materials; manufacture of health products, medical, hospital, dental materials, perfumery and cosmetics, import, export, trading and distribution of products of national and foreign origin, including medicines and drugs for human use, pharmaceuticals, inputs for the production of medicines and raw materials; manufacture and quality control for third parties; investigations, development and innovations in inputs, including raw materials and medicines, allopathic, homeopathic, biological, biopharmaceuticals and biotechnologies;
- (iv) **Subsidiary 03:** contact office for lease of equipment and vehicles (lease not included in the leasing law);
- (v) **Subsidiary 04:** administrative office, exclusively for salespersons and business representatives contacts;
- (vi) **Subsidiary 05:** manufacture of medicines for human use, including manufacture of pharmaceutical specialties and raw materials; manufacture of health products, import, export, trading and distribution of products of national and foreign origin, including medicines and drugs for human use, pharmaceuticals, inputs for the production of medicines and raw materials; manufacture and quality control for third parties; investigations, development and innovations in inputs, including raw materials and medicines, biological, biopharmaceuticals and biotechnologies;
- (vii) **Subsidiary 06:** storage of primary and secondary packaging material, semi-finished preservatives, retention material of pharmaceuticals and related material of plants I and II, obsolete equipment and incineration material of production, dispatch and storage of

packaging materials;

- (viii) **Subsidiary 07:** storage of primary and secondary packaging material, semi-finished preservatives, retention material of pharmaceuticals and related material of plants I and II, obsolete equipment and incineration material of production, dispatch and storage of packaging materials; and
- (ix) **Subsidiary 08:** industrialization, transport, import and export of pharmaceuticals, chemicals, biologicals, diet, food, agricultural and veterinary products, preservatives, related products, hygiene, sanitizing and household sanitizing products, cosmetics, toilet materials, perfumery and alike, disposable articles in non-woven fabric, plastics, paper for personal, medical and hospital use, surgical and hospital materials and articles, and their general utensils.

Article 4. The duration of the Company is indeterminate.

CHAPTER II. CAPITAL AND SHARE

Article 5. The fully subscribed and paid-in capital is fifty-six million, five hundred thousand Brazilian Real (BRL 56,500,000.00), divided into one hundred forty-eight million (148,000,000) common-stock, registered, book-entry and without par value shares.

Paragraph 1. The Company's capital increase is authorized until it reaches one hundred ninety-eight million (198,000,000) shares, without the need to amend the Articles of Incorporation, by resolution of the Board of Directors, which shall fix all issuance conditions, establishing whether the increase will be by public or private subscription, the price and conditions of payment and other conditions for issuance, subscription and payment of shares within the limit of authorized capital, including in the case of an initial public offering of shares, as well as to resolve on the exercise of the preemptive right, observing the legal and statutory rules.

Paragraph 2. Within the limit of authorized capital, the Board of Directors may resolve on the issuance of shares, debentures convertible into shares or subscription bonus.

Paragraph 3. The Company may issue shares, debentures convertible into shares and subscription bonus, excluding preemptive rights or reduction of the term for the exercise of the preemptive right when the placement of these securities is made through sale on stock exchange or through public subscription, or by means of exchange for shares, in a public offering of control acquisition, pursuant to article 172 of Law 6404, dated December 15, 1976, as amended ("Corporation

Law”).

Paragraph 4. The Board of Directors may grant, in accordance with a plan approved by the Shareholders’ Meeting, the option to purchase shares of the Company's or its subsidiaries' officers, employees and/or service providers, without preemptive rights for shareholders in the grant or exercise of the purchase options.

Article 6. For each share of common stock corresponds a vote in the resolutions of Company’s Shareholders’ Meetings.

Article 7. The Company shall not issue shares of preferred stock and profit-sharing bonds.

Article 8. The shares issued by the Company will be kept in a deposit account, in the name of their holders, in a financial institution authorized by the Brazilian Securities and Exchange Commission (“CVM”) with which the Company maintains a book-entry agreement in force, without issuing certificates. The bookkeeping institution may charge the shareholders the cost of the service of transferring ownership of the book-entry shares, observing the maximum limits established by the CVM.

Article 9. In cases of reimbursement of shares provided for by law, the reimbursement value of shares shall correspond to their net asset value determined in the last balance sheet approved by the Shareholders’ Meeting, pursuant to art. 45 of the Corporate Law.

Article 10. For the purposes of art. 44, Paragraph 6 of the Corporate Law, the reimbursement of shares issued by the Company may be approved at a Shareholders’ Meeting by votes of shareholders representing at least half of the voting shares.

CHAPTER III. SHAREHOLDERS’ MEETINGS

Article 11. The Shareholders’ Meeting shall be held ordinarily four (4) months after the end of the fiscal year and extraordinarily whenever the social interests so require, keeping the precepts of law in the respective calls, which shall be made by the Chairman of the Board of Directors, as provided by law.

Article 12. The Shareholders’ Meeting shall be held and chaired by any of the attendees, indicated by a shareholders representing a majority of the capital. At the time of holding, the chairman will choose any of the attendees to act as Secretary of the Shareholders’ Meeting.

Article 13. The resolutions of the Shareholders’ Meeting shall be those determined in the legislation and, except for the exceptions provided by law or these Articles of Incorporation, shall be taken by absolute majority of votes, not counting blank votes and null votes.

Single Paragraph. Only shareholders holding shares of common stock that submit proof of ownership of shares issued by the institution providing the book-entry shares or the depository institution of the shares in custody may exercise their right to vote at the Shareholders' Meeting, directly or through proxy holders.

CHAPTER IV. COMPANY MANAGEMENT

Article 14. The Company shall be managed by a Board of Directors and an Executive Board, observed the legal provisions and those from these Articles of Incorporation.

Paragraph 1. The members of the Board of Directors and Officers shall remain in exercise of their duties until the new holders take office.

Paragraph 2. The investiture of members of the Board of Directors and Officers in their positions shall be done by signing an instrument of investiture in the book of meetings minutes of the Board of Directors and/or the Executive Board, as the case may be, regardless of collateral.

Paragraph 3. The investiture of members of the Board of Directors and of the Board of Directors shall be conditioned to the signature of the term of investiture, which shall include their subjection to the arbitration clause referred to in Article 39.

Article 15. The positions of Chairman of the Board of Directors and Chief Executive Officer, or chief executive of the Company, may not be accumulated by the same person.

Single Paragraph. The rule in this article does not apply in the event of vacancy, in which case, the Company must (i) disclose the accumulation of positions as a result of the vacancy until the business day following the occurrence; (ii) disclose within sixty (60) days, counted from the vacancy, the measures taken to cease the accumulation of positions; and (iii) cease accumulation within one (1) year.

Article 16. The Shareholders' Meeting of the Company shall set the fees of the Board of Directors and the Executive Board, in a global and annual amount. The Board of Directors shall be responsible for dividing the remuneration between the members of the Board of Directors and the Executive Board.

Section I Board of Directors

Article 17. The Board of Directors is composed of at least five (5) and at most seven (7) members, shareholders or not, whether or not resident in the country, all elected and dismissed by the Shareholders' Meeting, with a unified mandate of two (2) years, with re-election permitted. The Board of Directors shall have one (1) Chairman

and one (1) Vice-Chairman, chosen by the Shareholders' Meeting that elects them.

Paragraph 1. Among the members of the Board of Directors at least two (2) or twenty percent (20%), whichever is greater, shall be Independent Directors, as defined in the New Market Listing Rules, and the Board of Directors as Independent Directors be resolved at the Shareholders' Meeting that elects them.

Paragraph 2. When, as a result of calculating the percentage referred to in Paragraph 1 above, the result generates a fractional number, the Company shall proceed to the rounding up to the next higher whole number.

Paragraph 3. The member of the Board of Directors must have an unblemished reputation, and it is not possible to be elected, unless waived by the Shareholders' Meeting, that (i) occupy positions in companies that may be considered competitors of the Company; and/or (ii) has or represents interest in conflict with the interests of the Company. The member of the Board of Directors may not exercise the right to vote if the same impediment factors are supervened.

Article 18. It is incumbent upon the Board of Directors, in addition to the other attributions provided by law:

- (i) establish the general business direction and approve the annual business plan and the annual budgets and their respective amendments;
- (ii) elect and dismiss the Company's Officers, establishing the attributions and establishing the amount of their respective fees and benefits, within the global and annual limits set by the Shareholders' Meeting, as well as making recommendations regarding the election, dismissal or replacement of the members of the Executive Officers of the Company's subsidiaries;
- (iii) supervise the management of the Company's Executive Officers and the Subsidiaries Officers, at any time reviewing the Company's books and documents and requesting information on Management's acts;
- (iv) express an opinion on the annual report of the Management and accounts of the Board of Directors and on the proposal for allocation of the income for the year;
- (v) convene, by its Chairperson, the Shareholders' Meetings;
- (vi) choose and dismiss the independent auditors, following demonstration of the audit committee, observing, in this choice, the provisions of applicable legislation, and the external auditor should

report to the Board of Directors;

- (vii) determine the annual audit of the Company's financial statements;
- (viii) approve a proposal for reorganizations involving the Company, including transformation, spin-off, merger (and merger of shares) and consolidation involving the Company, creation and suppression of wholly-owned subsidiaries or controlled companies, and the Company's participation in other companies, associations or ventures in the Country or abroad;
- (ix) approve proposal for dissolution, liquidation or termination of the Company's business;
- (x) determine the performance of inspections, audits or solicitation of accounts in Company's subsidiaries, subsidiaries or affiliates;
- (xi) resolve on the Company's acquisition of shares of its own issuance, or on the launch of put and call options referenced in shares issued by the Company, for maintenance in treasury and/or subsequent cancellation or disposal;
- (xii) resolve and fix the rules for the redemption of shares of the Company of its own issuance or of its subsidiaries approve a proposal for any amendment to the Articles of Incorporation, including any increase or decrease in capital;
- (xiii) approve a proposal of any modification or suppression of rights, privileges or restrictions regarding shares of the Company's and/or Subsidiaries' capital.
- (xiv) resolve on the acquisition, entry or termination of any partnership, joint venture or any other transaction that results in the transfer of assets or shares involving an amount equal to or greater than BRL 30,000,000.00 (thirty million Brazilian Real), individually or on a consolidated basis, within the same fiscal year;
- (xv) to authorize the borrowing of more than BRL 30,000,000.00 (thirty million Brazilian Real), individually or on a consolidated basis, within the same fiscal year, in excess of the cash flow figures included in the Company's annual budgets approved by the Board of Directors;
- (xvi) approve a proposal for changes in the Company's corporate name and determination of changes in the Company's logo and in the name and/or logo of its subsidiaries;
- (xvii) manage trademarks and use of intellectual property (trademarks,

- patents and copyrights) belonging to the Company and/or its subsidiaries, or its licensing to third parties;
- (xviii) approve the Company's products pricing policy.
 - (xix) determine the credit policies for customers;
 - (xx) determine accounting and fiscal policies and standards according to the applicable accounting practices;
 - (xxi) establish the general wage policy and other general personnel policies, including, but not limited to, any benefits, bonuses, any other component of compensation and participation in the Company's income;
 - (xxii) authorize the Company to provide guarantees to third party obligations;
 - (xxiii) authorize the celebration of agreements or transactions between the Company and/or its subsidiaries and their respective shareholders or an affiliate of such companies and shareholders, and any changes/terminations/renewals of such agreements, as well as any other transactions involving Related Parties, pursuant to Related Parties Transactions Policy;
 - (xxiv) resolve on the expansion of the Company's business to countries where it does not operate, or authorize the start of any other new business, not currently practiced by the Company and/or its subsidiaries, including the exit of markets in Brazil and/or abroad in which Company and/or its subsidiaries have operations;
 - (xxv) resolve on the issuance of simple, non-convertible into shares and unsecured debentures, as well as on the issuance of commercial promissory notes, bonds, notes and any other credit instruments for raising funds, commonly used in the market;
 - (xxvi) prepare and disclose a reasoned opinion on any public offering for the acquisition of shares for the shares issued by the Company, pursuant to the New Market Regulation.

Article 19. The Board of Directors shall meet ordinarily on a quarterly basis, according to the schedule of meetings to be defined at the beginning of each fiscal year, and extraordinarily whenever called by any member. The call must be made in person to each of the Directors, by any means that proves their receipt, and it must include the agenda, time and place of the meeting.

Paragraph 1. The calls of meetings of the Board of Directors must be made at least

three (3) business days in advance. Regardless of the call, the meeting to which all members of the Board of Directors in office attend or are represented shall be considered regular.

Paragraph 2. The meeting of the Board of Directors can only be held with the presence of the majority of its members.

Paragraph 3. Decisions shall be taken by absolute majority of votes. In the event of a tie, the Chairman of the Board of Directors is responsible for the casting vote.

Paragraph 4. The meetings of the Board of Directors shall be chaired by its Chairman and the deliberations shall be recorded in drawn up minutes and signed in the proper book.

Paragraph 5. The absent Officer may be represented at meetings by one of their peers, either for quorum formation or for voting, and votes shall be admitted by letter, telegram, facsimile or e-mail, when received at the registered office prior to the start of the meeting.

Article 20. In case of temporary impediments or absences of any member of the Board of Directors, they may be represented by another member of the Board of Directors by granting a proxy with specific powers, being considered, for all purposes, present at the respective meeting.

Paragraph 1. In the event of vacancy in the position of Chairman of the Board of Directors, he/she shall be replaced by the Vice-Chairman, who shall serve until the first Shareholders' Meeting to be held after the vacancy commences. In the event of vacancy in other positions of the Board of Directors, the Board of Directors itself shall appoint the substitute, who shall serve until the first Shareholders' Meeting to be held after the vacancy commences. The vacancy must be canceled within one (1) year.

Paragraph 2. In addition to cases of death or resignation, the position of the member of the Board of Directors who, without just cause, ceases to exercise his functions for sixty (60) consecutive days shall be considered vacant.

Section II **Executive Board**

Article 21. The Executive Board is composed of at least five (2) and at most ten (10) members, shareholders or not, whether or not resident in the country, all elected by the Board of Directors, in the form of the previous section, with a unified mandate of two (2) years, with re-election permitted, appointed by the Chief Executive Officer; Financial and Investors Relations Administrative Officer, Legal and Compliance Officer, Quality Officer and the others without specific designation, being allowed to

accumulation of positions by the same person.

Paragraph 1. In the event of permanent impediment or vacancy of the Director position, a meeting of the Board of Directors will be immediately called for the substitute election, who will complete the term of the replaced Director. In the event of vacancy of the position of Chief Executive Officer, this will be replaced by the Chairman of the Board of Directors and a Board of Directors' meeting will be immediately called to be elected as the substitute.

Paragraph 2. In addition to cases of death or resignation, the position of the Officer, who, without just cause, cease to exercise his functions for thirty (30) consecutive days shall be considered vacant.

Paragraph 3. In the event of a tie in the resolutions of the Board of Directors, it shall be incumbent upon the Chief Executive Officer to exercise the casting vote, in order to decide the matter in question.

Article 22. In addition to those necessary for the achievement of the corporate purpose and for the regular operation of the Company, the Officers are vested with powers to observe their respective responsibilities and within the scope of their individual responsibilities set forth in this Article 22 and in Article 24 of these Articles of Incorporation, represent the Company actively or passively, in court or out of court, to compromise, resign, withdraw, enter into commitments, contract obligations, confess debts and make agreements, acquire, dispose and encumber movable and immovable property.

Paragraph 1. The Chief Executive Officer is liable to:

- (i) conduct the Company's corporate governance guidelines, supporting the Board of Directors in its achievement and improvement;
- (ii) prepare, subject to the approval of the members of the Board of Directors, the strategic planning of the Company and review it together with the other members of the Executive Board;
- (iii) establish, together with the members of the Board of Directors, and enforce, the Company's goals plans;
- (iv) approve and submit annual budgets to the members of the Board of Directors, including, but not limited to, sales, production, capital and income budgets, and review them together with the other members of the Executive Board;
- (v) monitor the progress of strategic planning and annual budgets so that Officers are able to identify failures in their executions and correct them before the end of term office;

- (vi) coordinate and monitor the work of all the Company's Officers, holding and presiding over weekly meetings with all members of the Executive Board and following the current activities of each department;
- (vii) set the agenda together with the other members of the Executive Board, and preside over weekly meetings of the Company in order to allow the agenda to be fulfilled and everyone has the time to transmit the necessary information; and
- (viii) provide all necessary clarifications to the Board of Directors regarding the Company's operation, prospects and income.

Paragraph 2. The **Financial and Investors Relations Administrative Officer** is liable to:

- (i) plan, organize and manage the activities of the departments of Finance, Controllershship, Investor Relations, Human Resources and Information Technology, observing the legal principles, policies and guidelines adopted;
- (ii) prepare and approve the Company's annual budgets with the Chief Executive Officer and the members of the Board of Directors, coordinating the preparation of sales, production, capital and income budgets together with the respective Executive Officers involved;
- (iii) define the procedures for controlling and managing the Company's annual budgets in an appropriate manner to the Company's business strategies;
- (iv) set, together with the Chief Executive Officer, the policies for managing the available financial resources, structuring, rationalizing and adapting internal procedures, in view of the organization's objectives;
- (v) prepare the Company's Financial Statements, including, but not limited to, the Balance Sheet, Statement of Income, Source and Application of Resources, Equity Changes within the accounting and tax rules;
- (vi) prepare the Company's management reports, including, but not limited to, the Report of Operational Income, Source and Application of Resources and Operational Cash Flow, monthly;
- (vii) represent the Company before the CVM, shareholders, investors, stock exchanges and other bodies related to the activities carried out in the capital markets;

- (viii) plan, coordinate and guide the relationship and communication between the Company and its investors, the CVM and other bodies in which the Company's securities are admitted to trading;
- (ix) propose guidelines and rules for the relations with the Company's investors;
- (x) comply with the requirements established by the legislation of the capital market in force and disclose to the market relevant information relating to the Company and its business, in the manner required by applicable regulations;
- (xi) provide information to investors, CVM and B3; and
- (xii) keep the Company's publicly-held company register current.

Paragraph 3. The **Legal and Compliance Officer** is liable to:

- (i) organize, control, coordinate and supervise the Company's legal affairs and activities, in its technical, operational and strategic aspects;
- (ii) advise the Company in making decisions that involve legal risks and in the implementation of such decisions in compliance with current legal determinations;
- (iii) hire and supervise legal services provided by external professionals;
- (iv) prepare reports of a legal nature and provide information regarding its area of competence to the Company's bodies;
- (v) plan and execute management policies in their area of competence;
- (vi) guide and ensure the application of corporate governance and compliance standards and guidelines;
- (vii) coordinate compliance and internal controls management, including aspects related to combating fraud and corruption;
- (viii) follow up on the unfoldings related to the complaints made by the Compliance department and/or the Audit Committee and ensure the reporting of identified violations and their income to the Executive Board and the Board of Directors; and
- (ix) exercise other powers conferred on it by the Board of Directors.

Paragraph 4. The **Quality Officer** is liable to:

- (i) implement and maintain a quality management system that guarantees adherence to the parameters of national and international standards and market requirements, within the policies defined by the Company;
- (ii) act as Technical Responsible Officer, if so defined by the Company's Board of Directors at the time of his appointment to the position, before the Regional Pharmacy Board of the State of São Paulo CRF/SP, before the Ministry of Health and Federal, State and/or Municipal Regulatory Agencies, in relation to the establishment of the Company to be appointed by the Board of Directors;
- (iii) prepare the annual plan of activities related to the quality management system;
- (iv) encourage the creation, design and follow-up of operational procedures;
- (v) follow up the visits of the Health Surveillance inspectors and the of Regional Pharmacy Board inspectors, as well as other bodies related to Public Health in their audits and inspections;
- (vi) determine recalls (recall of products), if necessary, as well as follow all the aforementioned process;
- (vii) approve the quality manual and the validation master plan;
- (viii) supervise research and development projects in biotechnology for the production and production of biopharmaceuticals;
- (ix) structure and supervise the operation of molecular biology and cell culture laboratories, including their regulation and accreditation in the competent body for obtaining and maintaining the Biosafety Quality Certificate (CQB);
- (x) structure and supervise the operation of Quality Control laboratories to carry out the analyzes of physicochemical, chemical, microbiological, molecular biology, biotechnological of raw materials, semi-finished or intermediates and finished pharmaceutical products and keep their monographs updated;
- (xi) regulate and accredit Quality Control laboratories in the competent bodies to obtain and maintain Good Manufacturing Practices (GMP) and Quality Control and Quality Certificate in Biosafety; and
- (xii) ensure that Qualifications and Validations are performed to comply

with Good Manufacturing Practices (GMP).

Paragraph 5. Officers without a specific designation shall have such duties as may be determined by the Board of Directors.

Article 23. Without prejudice to the provisions of the Paragraphs of Article 22 above, the Executive Board is particularly liable to:

- (i) comply with and enforce these Articles of Incorporation and the resolutions of the Board of Directors and Shareholders' Meeting;
- (ii) prepare and submit to the Board of Directors, in advance of its being established by the latter, the annual business plan and annual budgets of the Company;
- (iii) submit the Management report, financial statements and proposed allocation of profits for the year, provided for by law, for consideration by the Shareholders' Meeting, after being submitted to the Board of Directors and the Supervisory Board, if in operation;
- (iv) submit, quarterly, to the Board of Directors, the detailed economic-financial and equity balance sheet of the Company and its subsidiaries;
- (v) represent the Company actively and passively, judicially and extrajudicially, respecting the conditions set forth in Article 24 below;
- (vi) approve the matters set forth in Article 18, items (xv) and (xvi), whose amounts of scope are equal to or less than thirty million Brazilian Real (BRL 30,000,000.00), individually or in a consolidated manner, within the same fiscal year, except for the cases in which the matter refers to the renewal of the pre-authorized limit, and without increasing the indebtedness of the Company, which shall be the responsibility of the Chief Executive Officer.

Article 24. Subject to the provisions of the Paragraphs of this article, the Company will consider itself obligated when represented:

- (i) severally by the Chief Executive Officer or jointly with another Officer, as defined by the Board of Directors in any acts, without restriction;
- (ii) severally by any Director other than the Chief Executive Officer, or jointly with another Director, as defined by the Board of Directors, in compliance with the provisions of Paragraph 1, below; or
- (iii) by proxy, in accordance with the powers conferred in the respective power of attorney and respecting the provisions of Paragraph 3,

below.

Paragraph 1. The representation of the Company severally by any Director other than the Chief Executive Officer, under the terms of item “ii” above, is limited to the acts that are included in their respective responsibilities and in the annual budgets approved under the terms of these Articles of Incorporation, as described in Article 22 and paragraphs, observing the limits and forms of representation of the Company to be defined by the Board of Directors.

Paragraph 2. In hiring and/or dismissal of employees, the Company may be represented by any Director, severally, in accordance with their respective areas of activity, as described in Article 22 above. Regardless of the responsibility set forth in Paragraph 1 of Article 22, the Chief Executive Officer severally shall be responsible for the hiring and/or dismissal of any employee of the Company, and may even appoint proxies for this purpose. The restriction established in Paragraph 1, above, shall apply to the matter described in this paragraph.

Paragraph 3. In the constitution of any proxies, the Company must be represented necessarily by the Chief Executive Officer, being certain that in cases of representation in judicial or administrative proceedings, the Company may also be represented by the Legal and Compliance Officer, severally.

Paragraph 4. Except for purposes of representation in judicial or administrative proceedings, the mandates granted by the Company (i) will have a term of validity not exceeding two (2) years, and (ii) will not allow substitution.

Article 25. In operations outside the corporate business, the Officers or any proxy on behalf of the Company are not allowed to grant guarantees and sureties, or to contract obligations of any nature, except for operations in which the Company itself is guarantor of its obligations and those approved by the Board of Directors.

Single Paragraph. The acts committed in violation of this provision shall not be valid or effective nor shall they bind the Company, and the infringing Director or proxy shall respond in person to the effects of such acts and obligations arising therefrom.

CHAPTER V. SUPERVISORY BOARD

Article 26. The Supervisory Board, with a non-permanent operation, if established, shall be composed of three (3) effective members and an equal number of substitutes, with the attributions and in the terms set forth by law.

Paragraph 1. Each period of operation of the Supervisory Board will end at the first

Annual Shareholders' Meeting after its installation. The compensation of the members of the Supervisory Board shall be determined by the Shareholders' Meeting that elects them, observing the minimum limit established in article 162, paragraph 3, of the Corporate Law.

Paragraph 2. The investiture of members of the Supervisory Board, effective and substitutes, shall be conditioned to the signature of the term of investiture, which shall include their subjection to the arbitration clause referred to in Article 39.

CHAPTER VI. FISCAL YEAR AND DISTRIBUTION OF INCOME

Article 27. The fiscal year will begin on January 1 and will end on December 31 of each year, at which time the financial statements provided for by law will be prepared.

Article 28. The accumulated losses and the provision for income tax and social contribution on net income and other deductions provided for in current legislation will be deducted from the income for the year. From the net profit calculated after the deductions provided for in this article, the following amounts shall be allocated successively and in this order:

- a) five percent (5%) for the constitution of a legal reserve, until it reaches the amount corresponding to twenty percent (20%) of the capital; the constitution of the legal reserve may be waived in the year in which the balance of this reserve, plus the amount of capital reserves, exceeds thirty percent (30%) of the capital stock;
- b) twenty five percent (25%) of the net profit for distribution to shareholders as mandatory dividend, offsetting the interim dividends declared during the year and the net amount of interest on shareholders' equity; and
- c) the net profit balance will have the destination determined by the Shareholders' Meeting, in compliance with the applicable legal provisions.

Paragraph 1. Dividends will be paid, unless otherwise decided by the Shareholders' Meeting, within sixty (60) days from the date they are declared and, in any case, within the fiscal year.

Paragraph 2. The dividend provided for in this article shall not be mandatory in the fiscal year in which the management bodies inform the Annual Shareholders' Meeting that it is not compatible with the Company's financial situation. The Supervisory Board, if in operation, should give an opinion on this information. Profits that are no longer distributed shall be recorded as a special reserve and, if not absorbed by losses in subsequent years, shall be paid as dividends as soon as the Company's financial situation permits.

Article 29. The Company will have a statutory reserve called Investment Reserve, whose purpose is to ensure sufficient resources for the expansion of the Company's activities and investments.

Paragraph 1. Up to seventy-five percent (75%) of the net income calculated in each year may be allocated to the Investment Reserve, after deduction of the amounts allocated to the legal reserve, contingency reserve and tax incentive reserve, plus reversals of these two last reserves.

Paragraph 2 The balance of the Investment Reserve may not exceed the capital, either alone or in conjunction with other profit reserves, except for reserves for contingencies, tax incentives and unrealized profits, as provided in art. 199 of the Corporate Law. Once this limit is exceeded, the Shareholders' Meeting shall allocate the excess for distribution of dividends to shareholders or increase of capital. Even if the limit established in this paragraph is not reached, the Shareholders' Meeting may at any time deliberate the distribution of the amounts recorded in the Investment Reserve to the shareholders as dividends, as well as their capitalization or their application in the repurchase of shares for treasury maintenance .

Article 30. The Board of Directors may, at any intervals, draw up interim balance sheets and distribute dividends, subject to applicable legal restrictions, in particular the limitation provided for in paragraph 1 of article 204 of the Corporate Law.

Article 31. The Board of Directors may declare interim dividends to the account of retained cumulated profits or profit reserves existing in the last annual or semi-annual balance sheet, as well as may determine the payment of interest on shareholders' equity, with the net amount of interest paid or credited to the amount of the mandatory dividend, pursuant to article 28, item "b", above.

Article 32. The unclaimed dividends in 03 (three) years, from the date on which they were made available to shareholders are prescribed and reverted to the Company .

CHAPTER VII. DISPOSAL OF SHARE CONTROL AND PROTECTION OF SHARING DISPERSION

Article 33. The direct or indirect disposal of control of the Company, either through a single operation or through successive operations, shall be contracted under the condition that the acquirer of the control undertakes to make a public offering for the acquisition of shares for aiming at the shares issued by the Company owned by the other shareholders, observing the conditions and terms established in the legislation and regulations in force and in the New Market Regulation, so as to ensure them equal treatment to that given to the seller.

Article 34. Any person, shareholder or Group of Shareholders who acquires or becomes holder of common shares issued by the Company in a quantity equal to or greater than fifteen percent (15%) of the total number of common shares issued by the Company, excluding shares in treasury, shall, within a maximum period of thirty (30) days from the date of acquisition or of the event that resulted in the ownership of common shares in a quantity equal to or greater than the limit above, make or request the registration, as the case may be, of the offer ("OPA"), in compliance with the provisions of the applicable regulations of the CVM, the regulations of B3 and the provisions of this article.

Paragraph 1. The OPA dealt with in the head must be (i) addressed to all shareholders holding common shares issued by the Company; (ii) effected in an auction at B3; (iii) launched at the price determined in accordance with the provisions of paragraph 2 below; and (iv) paid in cash, in national currency, against the acquisition of the common shares issued by the Company.

Paragraph 2. The minimum purchase price of each common share issued by the Company shall be equal to the higher of: 130% of the weighted average unit quotation of the common shares issued by the Company in the sixty (60) trading sessions that precede the OPA auction; and

(i) 130% of the highest price paid by the acquiring shareholder in the twelve (12) months preceding the acquisition of the relevant shareholding.

Paragraph 3. The performance of the OPA mentioned in the head of this article will not exclude the possibility of a competing OPA, in accordance with the applicable regulations.

Paragraph 4. The obligation set forth in the head also applies to any person, shareholder or Group of Shareholders who acquires or becomes the holder of other rights, including usufruct or trust, on the common shares issued by the Company in a quantity equal to or greater than fifteen percent (15%) of the total common shares issued by the Company, excluding treasury shares.

Paragraph 5. The obligations set forth in article 254-A of the Corporate Law and in article 33 above do not exempt the person, shareholder or Group of Shareholders from the obligations set forth in this article.

Paragraph 6. The provisions of this article shall not apply:

(i) to the acquisition of common shares issued by the Company by the Controlling Shareholder and/or by the companies controlled by it;

(ii) in the event that a person, shareholder or Group of Shareholders

becomes a holder of shares issued by the Company in an amount greater than fifteen percent (15%) of the total common shares issued by them, excluding treasury shares, as a result a) the incorporation of the corporation by the Company; (b) the incorporation of shares of the corporation by the Company; or (c) the subscription of common shares issued by the Company by a third party due to the acquisition of a corporate interest by the Company.

Paragraph 7. For the purpose of calculating the percentage described in the head of this article, involuntary increases in equity participation resulting from cancellation of shares in treasury, share repurchase or reduction of the Company's capital will not be computed.

Paragraph 8. In the event that any person, shareholder or Group of Shareholders fails to comply with the obligation to make a public offer for acquisition of shares in accordance with the rules, procedures and provisions set forth in this article (“Defaulting Shareholder”), including with respect to meeting the maximum deadlines for making or requesting the registration of the offer, or to meet possible requirements of CVM or B3, the Company's Board of Directors will call an Extraordinary Shareholders' Meeting, in which the Defaulting Shareholder may not vote, to resolve the suspension of the exercise of rights the Defaulting Shareholder, pursuant to article 120 of the Corporate Law.

CHAPTER VIII. COMPANY LIQUIDATION

Article 35. Company shall be liquidated in the cases provided for by law, and the Shareholders' Meeting shall determine the method of liquidation and appoint the liquidator who shall act in that period.

CHAPTER XI. GENERAL PROVISIONS

Article 36. Terms capitalized and not defined in these Articles of Incorporation have the meanings attributed to them in the New Market Listing Rules.

Article 37. The Company will respect and comply with the terms of shareholders' agreements that may be filed at its headquarters.

Article 38. In cases not covered, the provisions of the Corporate Law will apply.

Article 39. The Company, its shareholders, managers, members of the Supervisory Board, effective and substitute, if any, undertake to settle, through arbitration, before the Market Arbitration Chamber, in the form of its regulation, any controversy that may arise among them, related to or arising from its status as issuer, shareholder, manager and/or member of the Supervisory Board, in particular, arising from the provisions contained in Law 6.385/76, Corporate Law, Articles of Incorporation, rules issued by the National Monetary Council, the Central Bank of

Brazil and the CVM, as well as in other rules applicable to the operation of the capital market in general, in addition to those contained in the New Market Regulations, other B3 regulations and the Agreement of Participation in the New Market.

Article 40. The effectiveness of the provisions contained in Paragraphs 1 and 2 of Article 1, Paragraph 3 of Article 14, Article 15, item (xxvii) of Article 18, Paragraph 2 of Article 26, Chapter VII and Article 39 of these Articles of Incorporation is subject, under a suspensive condition, to the concession of the Company's registration as a publicly-held company by the CVM.

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