

INTERNAL REGULATIONS OF THE AUDIT COMMITTEE OF NOTRE DAME INTERMÉDICA PARTICIPAÇÕES S.A.

CHAPTER I OBJECTIVES, SCOPE AND DUTIES

Article 1: The Audit Committee of Notre Dame Intermédica Participações S.A. ("**Company**") is an advisory body directly linked to the Board of Directors of the Company, of a permanent nature, that is subject to these Internal Regulations ("**Regulations**"), the Bylaws of the Company and the applicable laws and regulations.

Paragraph 1: The Board of Directors may request that the Audit Committee previously analyze specific matters under its jurisdiction.

Paragraph 2: The resolutions of the Audit Committee are merely recommendations and not binding upon the Board of Directors.

Article 2: The Board of Directors is responsible exclusively for defining the risk profile, granting to the members elected, in accordance with Article 15 of these Regulations, powers to manage the Audit Committee, always in compliance with the rules and definitions of the Bylaws and these Regulations.

Article 3: These Regulations apply to all employees, leaders, managers, officers and directors, however, it also may apply to other stakeholders, within the legal limits of its activities.

Article 4: The Audit Committee, as an advisory and support body to the Board of Directors, will have the following duties and responsibilities:

- (i) issuing an opinion on the engagement and termination of the independent audit services;
- (ii) assessing the quarterly financial information, interim financial statements and financial statements;
- (iii) assessing, monitoring and recommending to the management corrections or improvements to internal policies, and having the means to receive and handle information on violations of the applicable rules and regulations;
- (iv) monitoring progress and updating the mapping of risks;
- (v) monitoring all stages of the risk management process;
- (vi) monitoring and ensuring the application and reliability of the internal audit and internal controls;
- (vii) assessing, monitoring and recommending corrections or improvements to the internal policies of the Company, including the Policy on Related-Party Transactions;
- (viii) having the means to receive and handle information on violations of the law and of the standards applicable to the Company, as well as of the internal regulations and codes, including provisions on specific procedures for protecting the person reporting such information and the confidentiality of the information itself.
- (ix) ensuring clarity and adherence by the Company to its mission, vision, values, strategic guidelines, Code of Ethical Conduct, internal policies, procedures and processes;
- (x) verifying and monitoring transactions with related parties;

- (xi) identifying conflicts of interests;
- (xii) identifying opportunities for continuous improvement;
- (xiii) coordinating and monitoring the whistleblowing and ombudsman channels of the Company to ensure their independent operation, confidentiality and lack of retaliation;
- (xiv) investigating and monitoring events that put at risk the Company's internal controls and compliance;
- (xv) guaranteeing that employees are trained and qualified to identify, anticipate, measure, monitor and, if applicable, mitigate risks; and
- (xvi) ensuring that the structure is designed to perform the role of good corporate governance.

Paragraph 1: The Audit Committee acts on mapping risks, establishing the possibility of preventing, mitigating and mediating conflicts and proposing measures to improve corporate governance, focusing on good faith and continuous improvement in terms of having a workplace free of any kind of harassment, fraud, corruption, misconduct and improper behavior.

Paragraph 2: The Audit Committee is responsible for coordinating and interacting with the hotline and ombudsman channels, including confidential complaints, whether internal or external to the Company, on any matters connected with the Company's activities, and for reporting the events to the Board of Directors of the Company, depending on the matters and level of authority.

Article 5: In addition to the duties established in the previous article, the Audit Committee must:

- (i) strive to protect the Company's interests within the scope of its authority;
- (ii) examine the reports issued by regulatory bodies on the Company considering how they might impact the perception of matters under its jurisdiction, as envisaged in these Regulations and in the applicable regulations; and
- (iii) conducting annually a self-assessment of its activities and identifying opportunities for improving them.

Article 6: To perform its duties, the Audit Committee has operational autonomy and an annual budget, within the limits approved by the Board of Directors, to hold or decide on the holding of consultations, assessments or investigations within the scope of its activities, including engaging and using independent external specialists.

Article 7: The Audit Committee, in the performance of its activities, acts in accordance with legal limits, good practices, available resources, good faith, equality, agility, transparency and integrity.

Article 8: Any member of the Audit Committee who identifies a conflict of interests in connection with any matter discussed must refrain from participating in such decision and declare themselves prevented from doing so.

Article 9: All acting members of the Audit Committee may request and examine individually the books and other corporate documents and may make notes and observations to be discussed and voted on in the meetings, provided that such books and documents concern matters under the jurisdiction of the Audit Committee, in accordance with Article 4.

Paragraph 1: Such documents may be examined only at the Company's registered office and upon prior request.

Paragraph 2: Requests for information or clarifications of corporate business activities by any Audit Committee member must be submitted to the management bodies of the Company and signed by the Coordinator of the Audit Committee.

Article 10: The Audit Committee may call specialists and engage external consultants to analyze and discuss matters under its responsibility, while taking precautions to protect the integrity and confidentiality of its work. However, the work of external consultants does not release the Audit Committee from its responsibilities.

CHAPTER II

IDENTIFICATION, MEASUREMENT AND TREATMENT OF RISKS

Article 11: The Audit Committee is responsible for structuring the Company so that the main parties involved are able to identify, anticipate, measure, monitor and/or mitigate risks.

Paragraph 1: The Audit Committee must propose the roles and responsibilities of the agents (persons) charged with corporate governance related to treating risks, control systems, composition and approval hierarchy of these forums, and determine the policies required.

Paragraph 2: The Audit Committee also is responsible for the communication concerning events and interaction with stakeholders.

Article 12: The risks, in the identification step, must be categorized by nature (strategic, operational, financial, image), type (macroeconomic, environmental, social, technological, legal, labor, civil, tax, financial, compliance) and source (internal or external).

Article 13: In the assessment and measurement step, the risks must be classified by their relevance, focusing on their tangible and intangible impact and the probability of their materialization. The Company's strategic purpose and culture must be considered, as well as its appetite for economic, market and industry risks, not only of a financial nature, but also of a qualitative nature related to brand recognition, reputation, image, workplace, social and environmental responsibility, transparency, good standing, etc.

Article 14: The risks must be treated, seeking to eliminate, prevent, transfer, mitigate or accept them. To that effect, the Audit Committee must have a proactive attitude.

Sole paragraph: For each risk or combination of similar risks, structured measures and plans for responding to the risks must be adopted, with the respective prioritization, classification and severity, cost estimate (with the highest possible degree of accuracy), timetable and responsibilities, in order to ensure adequate responses.

CHAPTER III

COMPOSITION AND FUNCTIONING

Article 15: The Audit Committee is composed of at least three (3) and no more than five (5) members, who are elected and removed by the Board of Directors for a term of office of two (2) years, with reelection permitted, and:

- (i) at least one (1) of them must be an independent director of the Company;
- (ii) at least one (1) of them must have recognized experience in corporate accounting matters; and

- (iii) The same member may fulfill the two requirements provided for in items (i) and (ii) above.

Paragraph 1: Directors of the Company, of its subsidiaries, of its controlling shareholder, of its associated companies or of companies under joint control are prohibited from participating in the Audit Committee as members.

Paragraph 2: The independence of a director who also is a member of the Audit Committee must be proved in accordance with the policies and internal regulations of the Company, as well as the applicable legislation.

Paragraph 3: To fulfill the requirement of recognized experience in corporate accounting matters envisaged in the head provision of this Article, the Audit Committee member must have:

- (a) knowledge of the generally accepted accounting principles and the financial statements;
- (b) ability to evaluate the application of these principles to the main accounting estimates;
- (c) experience in preparing, auditing, analyzing or assessing financial statements of scope and complexity comparable to those of the Company;
- (d) educational background compatible with the corporate accounting skills required by the activities of the Audit Committee; and
- (e) knowledge of internal controls and corporate accounting procedures.

Paragraph 4: Compliance with the requirements envisaged in Paragraph 3 above must be demonstrated by documentation filed in the Company's registered office for five (5) years as from the last day of the term of office of the Audit Committee member.

Paragraph 5: The function of the Audit Committee members cannot be delegated and must be exercised while performing the duties of loyalty and diligence and avoiding any situations of conflict that could affect the interests of the Company and its shareholders.

Paragraph 6: The Audit Committee members must be impartial when carrying out their activities and, most importantly, with regard to the estimates contained in the financial statements and to the management of the company.

Paragraph 7: The Audit Committee members, which have the same duties and responsibilities of the managers, must meet the requirements of Article 147 of Federal Law 6,404, of December 15, 1976, and will take office upon signing the applicable investiture instrument, which will establish the requirements for such position.

Paragraph 8: The Audit Committee may use an independent company, with proven experience in working with internal audits, to conduct activities involving the assessment, examination and on-site monitoring of the areas and departments of the Company, as well as any other activities the Audit Committee deems necessary.

Article 16: In the event of the absence or temporary impediment of an Audit Committee member, the absent member must appoint another member of the Audit Committee to replace them. In the case of vacancy, the Coordinator of the Audit Committee or, in their absence, any other Audit Committee member, must request that the Chairman and other Audit Committee members call a Board of

Directors meeting, within seven (7) days from the date of communication, for election of the new Audit Committee member to complete the term of the member who vacated the position.

Article 17: From among the Audit Committee members, the Board of Directors elects a Coordinator who will be responsible for representing, organizing and coordinating the Committee's activities.

Paragraph 1: The Coordinator of the Audit Committee is responsible for:

- (a) calling, in accordance with Article 19 below, convening and presiding over the meetings of the Audit Committee;
- (b) representing the Audit Committee in its relations with the Board of Directors, the Executive Board and its internal and external audits, internal bodies and committees, signing, whenever necessary, correspondences, invitations and reports directed to them;
- (c) inviting, on behalf of the Audit Committee, other parties to attend the meetings of the Audit Committee; and
- (d) complying with these Regulations and ensuring compliance by the other members of the Audit Committee.

Paragraph 2: The Coordinator of the Audit Committee, along with the other Audit Committee members, when necessary or convenient, must:

- (a) meet with the Board of Directors, as called by such Board, at least quarterly to, among other matters that may be relevant, report the activities of the Audit Committee; and
- (b) attend the Annual Shareholders Meeting of the Company.

Paragraph 3: For compliance with Item (a) of Paragraph 2 above, if the Coordinator of the Audit Committee is not invited by the Board of Directors to meetings held at least quarterly, the Coordinator must send, ten (10) days before a quarter is completed, a request for a meeting addressed to all members of the Board of Directors, in order to comply with such frequency.

CHAPTER IV MEETINGS OF THE AUDIT COMMITTEE

Article 18: The Audit Committee must meet, ordinarily, at least once every three (3) months or, extraordinarily, whenever called by the Coordinator, the Chairman of the Board of Directors or by two members of the Board of Directors acting jointly, or via written request from any Audit Committee member.

Paragraph 1: The meetings of the Audit Committee may be called by any Audit Committee member if the Coordinator fails to meet the request for calling of a meeting, submitted by a member, for three (3) consecutive days from the receipt of such request.

Paragraph 2: A copy of the call notice of Audit Committee meetings must be sent to all members of the Board of Directors.

Article 19: The Audit Committee meetings are called as follows:

- (i) at least three (days) prior to the date of each meeting;

- (ii) in writing, via email or letter, both with receipt of delivery;
- (iii) with information about the venue, date, time and agenda of the meeting; and
- (iv) with all documents to be discussed and voted on.

Article 20: The meetings of the Audit Committee are convened with the presence of the majority of Audit Committee members. If no quorum is verified, the Coordinator of the Audit Committee, the Chairman of the Board of Directors or two members of the Board of Directors acting jointly must call a new meeting, which will be held with any quorum, in accordance with the urgency of the matter to be discussed.

Paragraph 1: The call notice may be waived whenever all Audit Committee members are present at the meeting or upon prior agreement, in writing, by the members not present.

Paragraph 2: The meetings of the Audit Committee may be held on-site or via conference call, videoconference or any other means of communication that enables identification of the Audit Committee members and simultaneous communication with all other attendees of the meeting. In this case, Audit Committee members are deemed present at the meeting and later must sign the corresponding minutes.

Paragraph 3: For matters that require urgent discussion and vote, the Coordinator of the Audit Committee, the Chairman of the Board of Directors or two members of the Board of Directors acting jointly, at their sole discretion, may call a meeting of the Audit Committee within a period shorter than that cited in Article 19, with such meeting deemed valid and effective for all purposes, provided that the quorum for convening it is verified.

Article 21: The recommendations, opinions and reports of the Audit Committee must be approved by a majority vote of the members present at the meetings.

Paragraph 1: The agenda of the meetings is prepared by the Coordinator of the Audit Committee, the Chairman of the Board of Directors or the members of the Board of Directors that called the meeting, as the case may be, and the other Audit Committee members may suggest and request that additional matters be discussed and voted on by the Audit Committee.

Paragraph 2: The meetings of the Audit Committee are held at the Company's registered office, except if previously agreed in writing by all members of the Audit Committee.

Article 22: The Audit Committee may invite to its meetings directors, officers, employees and contractors of the Company, as well as any other persons who have material information or whose matters, included in the agenda, are relevant to the Committee's field of activity.

Article 23: The matters, instructions, discussions, recommendations and opinions of the Audit Committee are registered in the minutes of its meetings, which are signed by the attending members. These minutes record the relevant issues of the discussions, the list of attendees, the justified absences, the measures requested and any divergences between members.

Sole paragraph: Copies of the minutes of the Audit Committee meetings are sent to all members of the Board of Directors of the Company. The documents that support the meetings are filed at the Company's registered office.

CHAPTER V

GENERAL PROVISIONS

Article 24: Any cases omitted from these Internal Regulations must be resolved in meetings of the Board of Directors, which are responsible for clarifying any questions raised.

Article 25: These Regulations must be revised constantly to ensure that the Company's corporate governance practices are continuously improved or to reflect amendments to the Bylaws, legislations or other standards, and must be revised and amended as resolved by the majority of members of the Board of Directors.

Article 26: The Audit Committee members are subject to the provisions of the Code of Ethical Conduct, the Policy on Related-Party Transactions, the Policy on Securities Trading and the Policy on Disclosure of Material Facts or Events, as well as all other policies and internal rules of the Company.

Article 27: These Regulations will take effect on the date of their approval by the Board of Directors and remain in force for an indeterminate period.

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