

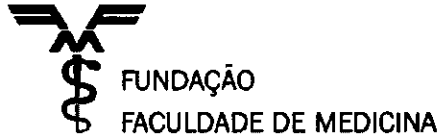


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193TH MINUTES OF THE EXTRAORDINARY MEETING OF THE CURATOR COUNCIL OF THE SCHOOL OF MEDICINE FOUNDATION. On December 13, 2021, at 9:30 a.m., met by video conference, the members of the Curator Council of the School of Medicine Foundation, under the presidency of Prof. Dr. Tarcisio Eloy Pessoa de Barros Filho, Director of FMUSP. The curators present were Dr. Alfredo Luiz Jacomo, Dr. Antonio Corrêa Meyer, Mrs. Berenice Maria da Costa Santos, Dr. Francisco Vidal Luna, Prof. Dr. Giovanni Guido Cerri, Dr. José Tarcisio Ascêncio Barreto Reis, Prof. Dr. Paulo Rossi Menezes, Prof. Dr. William Carlos Nahas and the Academic Pedro de Oliveira Lima Ferraz. Participated as guests Prof. Dr. Flavio Fava de Moraes, FFM Director General, Prof. Dr. Jose Otavio Costa Auler Junior, FFM Vice-Director General, and Dr. Arcênio Rodrigues da Silva, FFM Legal Coordinator; was absent Dr. Antonio José Rodrigues Pereira, HCFMUSP Superintendent. Before the meeting, **Prof. Dr. Tarcisio** welcomed Prof. Dr. José Tarcisio Ascêncio Barreto Reis, President of the FMUSP Students Association, who takes over as a native member of Curator Council in replacement of Dr. Flavio França Rangel. **Mr President** started the meeting to inform that the special meeting was summoned as two items need to be approved. **Starting Item 1 - Approval of the FFM New By-laws.** Prof. Dr. Tarcisio said that as included in the last Council meeting the proposal for adapting the By-laws to the new legislation was submitted to the appreciation and after the Curators' opinion we arrived at the final version that was forwarded to the Foundations Curatorship that approved the proposal. After the relevant proposal was fully read out, the **Curators approved the By-laws of the School of Medicine Foundation which will be in effect immediately after approval by the Foundations Curatorship - Public Prosecution Service of the State of São Paulo;** the new wording is now an integral part of this Minutes. Going on **Item 2 - Election of FFM Director General - Prof. Dr. Tarcisio** explained that as everyone was aware, Prof. Dr. Flavio Fava de Moraes reiterated his request to leave the FFM Board for personal and health problems after almost 20 years of full dedication. For this reason, the President of the FFM Curator Council sought a replacement and proposed the name of Dr. Arnaldo Hossepian Salles Lima Junior, who currently serves at the São Paulo State Prosecution Service as Deputy Attorney General for Institutional Relations and is retiring

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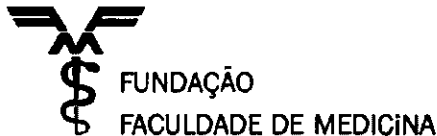
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and accepted to take over as FFM General Director as of February 2022 for a 4-year term. We hereby recall that Prof. Dr. Jose Otavio Costa Auler Junior will remain as Vice-Director until the end of his term of office on 31/12/2022. Following some clarifications and with the co-operation of Prof. Dr. Flavio Fava de Moraes during the transition period, the Curators unanimously elected Dr. Arnaldo Hossepian Sailes Lima Junior as FFM General Director as of February 2022, with a term of office of 4 (four) years, approved the permanence of Prof. Dr. Jose Otavio Costa Auler Junior as Vice-Director General until 31/12/2022, and also approved the permanence of Prof. Dr. Flavio Fava de Moraes as Consultant until 31/12/2022.

Below is the full transcript of the By-laws as approved by the Curator Council:

BY-LAWS OF THE SCHOOL OF MEDICINE FOUNDATION

CHAPTER I - FOUNDATION, PURPOSES, REGISTERED OFFICE AND DURATION

ARTICLE 1 - The SCHOOL OF MEDICINE FOUNDATION - FFM is a private, non-for-profit legal entity with registered offices in the city of São Paulo, Capital, at Avenida Rebouças No. 381, Postal Code 05401-000, administratively, financially, and equity independent, and that will be governed by this By-laws,

Federal Law No. 10.406 of January 10, 2002, the Internal Regiment, and any other applicable rules and regulations.

Paragraph 1 - FFM is a charitable integral health care entity; it has no political-partisan or religious character, it is non-for-profit, and it is not subordinated to any Branches of government; on the other hand, it is a private legal entity and its personality and assets are separated from those of its directors.



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Paragraph 2 - In carrying out its statutory activities, FFM will abide by such constitutional principles as legality, impersonality, morality, publicity, economy, and efficiency.

Paragraph 3 - The FFM will be governed by private law and will not be a part, either directly or indirectly, of the Public Administration.

Paragraph 4 - The FFM is to exist for an indefinite period of time and may be terminated pursuant to article 49 herein.

Paragraph 5 - The FFM may establish branches in other cities, either within the state of São Paulo or throughout Brazil, develop activities in any parts of the national territory; its addresses are to be included in the relevant minutes and managed by the governing bodies and directors of the headquarters.

CHAPTER II - OBJECT

ARTICLE 2 - The object of the FFM is to offer public health services such as those currently being rendered by the Hospital das Clínicas of the School of Medicine of

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**FUNDAÇÃO
FACULDADE DE MEDICINA**

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University of São Paulo - HCFMUSP, and the School of Medicine of the University of São Paulo - FMUSP, for the benefit of the society in general, of charitable nature.



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Sole paragraph - FFM will fulfill its statutory goals by offering its health care to all those who need it without prejudice of origin, race, sex, gender, color, age and any other forms of discrimination.

ARTICLE 3 - In order to reach its goals FFM shall:

- I. co-operate through programs suitable to its objectives with peoples and entities interested in the development of medical sciences, especially the School of Medicine of the University of São Paulo, the Clinical Hospital s of the School of Medicine of the University of São Paulo, Education Institutes, Universities, and other Public and Private Institutions both in Brazil and abroad;
- II. Stimulate works in the areas of didactics, assistance and research by means of material support and fair compensation for researchers, faculty, and other professionals;
- III. sponsor the development of new products, equipment, systems, and processes;
- IV. promote courses, symposiums, and studies;
- V. promote the dissemination of technological knowledge and the publication of technical and scientific papers;
- VI. establish scholarship and internships, and offer aid to professors, scholars and researchers whose work may contribute to the Foundation's objectives;
- VII. preserve any assets of the School of Medicine of the University of São Paulo, the Clinical Hospital of the School of Medicine of the University of São Paulo, and Oswaldo Cruz Academic Center;
- VIII. encourage culture production and formation; installation and maintenance of courses, editing of intellectual works, and encourage knowledge of cultural assets and values;
- IX. enter into agreements, including for the management of Health Care Units, with Public or Private Institutions, natural persons or legal entities, for the purpose of conducting research, studies or projects that, by themselves or for the revenues they bring, may meet the needs of the Clinical Hospital of the School of Medicine of the University of São Paulo and/or the School of Medicine of the University of São Paulo;
- X. constitute and administer equity funds and other types of funds as per the applicable legislation;
- XI. enter into partnerships for scientific and technological innovation with public and private institutions;



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- XII. enter into agreements with health insurance and similar entities for care at the Clinical Hospital of the School of Medicine of the University of São Paulo; and
- XIII. promote other activities aimed at achieving its goals.

Sole paragraph - For achieving its goals, the FFM may execute contracts and agreements with any natural persons or legal entities.

CHAPTER III - ASSETS

ARTICLE 4 - The FFM assets consist of:

- I. The initial funds as allocated by its founders;
- II. movable assets, real estate, and any rights as may be acquired;

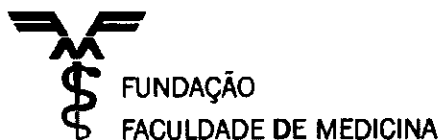
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- III. donations, endowments, legacies, aids, subsidies, contributions that may be given to it by any natural persons, public or private legal entities, the Federal, State, and Local governments, or by agencies of the direct or indirect administration;
- IV. any net results arising from its activities and/or subsidiaries that it may establish; and
- V. any revenues resulting from agreements, contracts or other kinds of adjustments the FFM may celebrate as provided for in item IX of article 3 herein, not specifically intended for incorporation into its equity.



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Sole paragraph - FFM is to manage its assets as provided for in these By-laws and the applicable legislation, as well as any express authorization by the Public Prosecution Office's Foundations Curatorship, whenever the law so requires.

ARTICLE 5 - FFM will invest its assets in accordance with the investments security criteria and maintenance of the invested capital real value.

Sole paragraph - The assets of FFM may not be invested in a different way from that established in these By-laws.

CHAPTER IV - FINANCIAL RESOURCES

ARTICLE 6 - FFM's financial resources will consist of both ordinary and extraordinary revenues.

ARTICLE 7 - The FFM ordinary revenues are:

- I. those resulting from securities, shares, or financial papers in its possession;
- II. rents resulting from its own property;
- III. those arising from its own or activities, or in association with third parties;
- IV. interests and other income resulting from bank transactions of any kind;
- V. revenues constituted by any third parties in its favor;
- VI. revenues resulting from the purchase of any Federal, State or Local government bonds;
- VII. the usufructs instituted for its benefit;
- VIII. revenues from any services provided;
- IX. those arising from its own manufactures products and royalties and/or assistance resulting from negotiating industrial property rights with third parties; and
- X. revenues resulting from activities directly or indirectly related to the FFM's statutory object.

ARTICLE 8 - The extraordinary revenues of FFM include any donations from natural persons or legal entities for the FFM to perform its activities.

ARTICLE 9 - Cash deposits are to be exclusively made to the name of FFM with a bank and/or credit institution.



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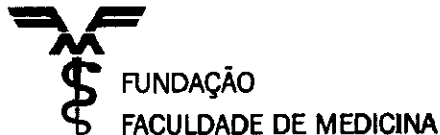
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ARTICLE 10 - Any budgetary or loan transactions involving FFM resources are to be authorized by the Curator Council, the body responsible for allocating the FFM's funds and for the settlement of accounts before the competent bodies.

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CHAPTER V - ADMINISTRATION AND ORGANIZATION
Section I - ADMINISTRATION AND FISCALIZATION BODIES

ARTICLE 11 - The bodies responsible for the FFM administration are:

- I. Curator Council;
- II. Advisory Board;
- III. Audit Board; and
- IV. Executive Board

Sole paragraph - Since the FFM is qualified as a Social Organization, its Curator Council will also be called the Board of Directors.

ARTICLE 12- Members of the Board of Directors, the Advisory Board, and the Audit Board are not entitled to any compensation.

Paragraph 1 - Under no circumstances shall the FFM distribute results, dividends, advantages, bonuses, participations or portions of its net equity to any members of the Board of Directors,



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Advisory Board, Audit Board, or the Executive Board, not even in case of termination, withdrawal, or death.

Paragraph 2 - As provided for in the caput, the members of the boards may be compensated for performing their own professional activity in such fields as health, teaching, science, research, university extension, and health care that are outside their duties as statutory advisors.

Paragraph 3 - As provided for in the caput and Paragraph 1, members of the Executive Board serving in the FFM executive management may be receive compensation for performing such activities by resolution of the Board of Directors and according to reasonable market salaries paid in the reievant region and area of specialiaization.

Paragraph 4 - The members of the Board of Directors, the Advisory Board, the Audit Board and the Executive Board will not be held liable either individually or in subsidiary manner for any obligations assumed by the FFM, except in cases of proven guilt or gross negligence.

ARTICLE 13 - As provided for in these By-laws and the applicable legislation, the FFM will have its structure and operations established in its own internal Regiment, which shall establish the attributions of its administrative units.

Section II - BOARD OF DIRECTORS

Subsection I - Definition

ARTICLE 14 - The Board of Directors is the FFM's superior body for the purposes of guidance and resolution.

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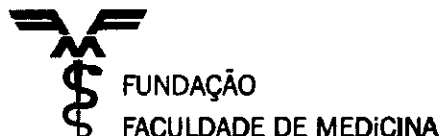


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Subsection 11 - Composition and Terms of Office

ARTICLE 15 - The Board of Directors is a normative, deliberative and control body that consists of 09 (nine) members, being 2 (two) native members, and 7 (seven) other members elected as provided for herein, namely:

I. 02 native members:

- a- The Director of the School of Medicine of the University of São Paulo will be its Chairperson; and
- b- The president of the Association of the Alumni of the School Medicine of the University of São Paulo.

ii - 03 (three) professors of the School of Medicine of the University of São Paulo as elected by their peers;

iii - 02 (two) members of the FFM Advisory Board, of outstanding professional capabilities and good standing as elected by their peers;

IV - 01 (one) faculty member of the School of Medicine of the University of São Paulo as elected by their peers; and

V - 01 (one) student in the 3rd year of the School of Medicine, or the School of Medicine of the University of São Paulo.

Paragraph 1 - The members of the Board of Directors referred to in item Iii of this article will be elected as provided for in the FFM Internal Regiment; the other members are to be elected pursuant to the rules of the institutions to which they belong.

Paragraph 2 - The Superintendent of the Clinical Hospital of the FMUSP will take part in the Board of Directors meetings and may speak, but he/she will not be entitled to vote.



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Paragraph 3 - The Board of Directors is to approve the names of any Board Members in accordance with any rules and regulations applicable to social organizations.

Paragraph 4 - The members of the Board of Directors shall not not be relatives up to the third degree with the Governor, Vice-Governor, and State Secretaries, nor may they hold a leadership or trust position in the Unified Health System - SUS.

ARTICLE 16 - The terms of office of the Board of Directors member referred to in items I, letters "a", "b", and li, III, and IV of article 15 herein are subject to the provisions of Paragraph 1 of this article.

Paragraph 1 - It is a prerequisite for the permanence of the Board of Directors members referred to in item 1, letter "a", "b", and III of article 15, the effective performance of their respective positions.

Paragraph 2 - The Board members referred to in the previous paragraph are to be immediately replaced by any newly elected members for the relevant position.

Paragraph 3 - The reappointment of Board members referred to in article 15 herein is allowed.

Paragraph 4 - The term of office of the Board of Directors members referred to in item V of article 15 herein will be 01 (one) year, reappointment allowed, provided that they meets the relevant requirements.

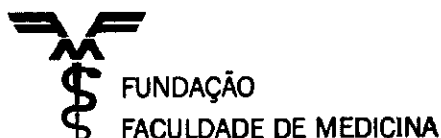
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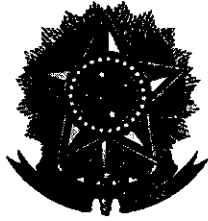
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ARTICLE 17 - The Member is to leave the Board of Directors in the following circumstances:

- I. resignation;
- II. change in his/her representative status in the Board of Directors (either public or private sector);
- III. death;
- IV. by final criminal conviction; and
- V. due to absence in 3 (three) ordinary or extraordinary meetings, either consecutive or not.
- VI.

Sole paragraph - In the event of absence of the elected Member, the Chairperson of the Council is to take the necessary measures to elect a new member as provided for herein.

ARTICLE 18 - The Board of Directors members should be elected within 30 (thirty) days before the termination of their respective terms of office.

Subsection III - Competences

ARTICLE 19 - The Chairperson of the Council is to:

- I. summon any ordinary and extraordinary meetings of the Board of Directors;
- II. preside over the works of the Board of Directors;
- III. preside over the Board of Directors meetings; the Chairperson may speak but he/she is to refrain from voting if the Law not permitting; and
- IV. carry out all the duties vested upon him/her by the FFM's Internal Regiment or as mandated by the Board of Directors.

Sole paragraph - The Board of Directors Chairperson may delegate any powers conferred upon him.

ARTICLE 20 - The Board of Directors is to:

- I. establish and promote the FFM's general policy to achieve its objectives;



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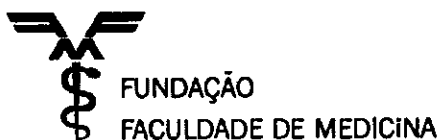
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- II. elect by absolute majority of votes the members of the Executive Board;
- III. dismiss by the vote of 2/3 (two thirds) of its members, subject to the due legal process, any members of the Executive Board;
- IV. approve the FFM Internal Regiment providing at least for the structure, management, positions, and competencies;
- V. authorize the acceptance of donations or legacies that include charges;
- VI. establish the compensation for the members of the Executive Board of the FFM by taking into consideration the maximum salaries in the market; such regulations is to be included in a specific document as per the applicable rules and regulations, and notified to the ministerial agency responsible for foundations in the State of São Paulo;
- VII. authorize by the vote of 2/3 (two thirds) of its members the buy and sale of FFM property in compliance with the provisions of Article 4, sole Paragraph, herein;
- VIII. supervise compliance with the guidelines and goals set and approve, on an annual basis, the work plan, financial and accounting statements, and budget proposal, including investment plans and management contracts, as well as any management reports, including the management contracts as prepared by the Executive Board;

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- IX. approve the settlement of accounts as prepared by the Executive Board with the assistance of the Audit Board and external audit;



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- X. determine the rules for investing the Foundation's own funds arising from agreements, contracts, donations, legacies and others, with regard to the goals provided for in Article 4 herein;
- XI. deliberate on requests for funds transfer, budget allocations and opening of additional credits as presented by the President;
- XII. by the end of every fiscal year, determine the incorporation into the FFM's equity of the net income assessed in the period subject to the provisions of article 5, sole paragraph, herein;
- XIII. elect permanent or temporary advisory commissions as needed;
- XIV. authorize any agreements and contracts involving federal, state or local governmental agencies;
- XV. approve by the vote of 2/3 (two thirds) of its members any amendment to these By-laws;
- XVI. settle any conflicts of interest between members of the Executive Board and/or members of the collegiate bodies that are brought to his/her knowledge;
- XVII. approve and amend by the vote of 2/3 (two thirds) of its members the Internal Regiment, the Purchase and Contracting Rules, and Human Resources, Recruitment and Selection Rules, including any procedures for hiring works and services, as well as for purchases and disposals, and career, salaries and benefits plan for FFM employees;
- XVIII. approve and amend by the vote of 2/3 (two thirds) of its members the Code of Ethics, Code of Business Conduct, and the General Data Protection Code;
- XIX. within 30 (thirty) days review and approve the Action Plan and Budget as submitted by the Managing President, pursuant to article 39, item XVIII herein, and forward it to the Public Prosecution Service; and
- XX. resolve by an absolute majority of votes any appeals filed against the decisions of the Executive Board.

Subsection IV - Operation

ARTICLE 21 - The Board of Directors is to meet and deliberate with the presence of at least the absolute majority of its members.



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I, a sworn translator in the state of São Paulo, Brazil, hereby certify that on this date I was presented with an electronic document in Portuguese, which I translate into English as follows:

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Paragraph 1 - If the session is not held due to lack of quorum, a new meeting is to be called after minimum 48 (forty-eight) hours of the date of the summons.

Paragraph 2 - If no quorum is reached for the second meeting, the Board of Directors will meet 30 (thirty) minutes later with any number of members present, however, it may not deliberate on matters for which a special quorum is required.

Paragraph 3 - In case of impediment or absence, the Board of Directors Chairperson will be replaced in a meeting by the Faculty's Vice-Director.

Paragraph 4 - There will be 4 (four) ordinary meetings per year, and as many extraordinary meetings as summoned, in writing, by observing a period of 05 (five) days, by the Chairperson or the majority of the Board of Directors members.

Paragraph 5 - Any members who fail to attend 3 (three) annual meetings are to leave their offices and replaced by means of an election process as provided for herein.

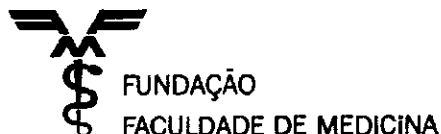
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Marceio Padiiha dos Santos and signature]

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ARTICLE 22 - The Board of Directors resolutions are to be by a simple majority, that is, by more than half of the members present to the meetings, except for cases when a special quorum is required.

Section III - ADVISORY BOARD



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Subsection I - Definition

ARTICLE 23 - The Advisory Board is to co-operate in achieving the FFM's statutory objectives.

Subsection II - Composition and Term of Office

ARTICLE 24 - The Advisory Board will consist of 30 (thirty) members chosen by the Board of Directors, preferably among persons of the various segments of civil society, including those referred to in the sole paragraph of this article.

Sole Paragraph - The effective members of the Advisory Board are:

- I. the Director of the School of Medicine of the University of São Paulo, who will be its Chairperson;**
- II. The Dean of the University of São Paulo; and**
- III. the former presidents of the FFM Board of Directors who are not yet retired.**

ARTICLE 25 - The Advisory Board shall have its organization, competence and term of office of its members as established in the Internal Regime.

Section IV - AUDIT BOARD

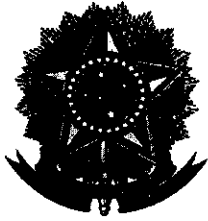
Subsection 1 - Definition

ARTICLE 26 - The Audit Board is the accounting and financial body to supervise the management of the FFM activities.

Subsection II - Composition and Term of Office

Article 27 - The Audit Board will consist of 03 (three) members to be elected by the Board of Directors.

Paragraph 1 - The term of office of the members of the Audit Board will be 04 (four) years; only one reelection is permitted.



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Paragraph 2 - The Chairman of the Audit Board will be elected among and by its members at the time of their first meeting.

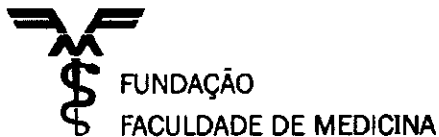
Article 28 - The Audit Board member is to leave the Audit Board in the following circumstances:

- I. resignation;
- II. death;
- III. by final criminal conviction; and

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[Included: stamp of the authorized clerk]
Marcelo Padilha dos Santos and signature]

[Included: 3 initials]



[Included: stamp of the 1st Civil Registry of Legal Entities - 5P]

- IV. in the absence of the board member for 3 (three) ordinary or extraordinary meetings, be it consecutive or not.

Subsection III - Competences

ARTICLE 29 - The Audit Board is to:

- I. give opinion on FFM's financial and accounting reports for the previous and current year, including any additional information deemed necessary or useful for the Board's deliberations;
- II. give opinion on any equity operations as carried out by the FFM;
- III. submit its opinion to the FFM's higher bodies on any activity report and financial statements issued by the Executive Board;



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- IV. inform the Audit Board of any irregularities or errors found in the FFM's accounts; suggest remedying measures as the case may be;
- V. ask the independent auditors for clarification or information about reports or opinions issued by them; and
- VI. perform any other duties as set forth in the applicable rules and regulations, these By-laws, and the FFM's Internal Regiment.
- VII.

ARTICLE 30 - The Chairman of the Audit Board is to:

- I. comply with, and enforce, with the assistance of the other two members, all duties of the Audit Board as provided for in article 30 herein;
- II. summon and preside over any ordinary and extraordinary Audit Board meetings;
- III. cast the final, tie-breaking vote; and
- IV. perform all the activities conferred upon him/her by the Internal Regiment and the Board of Directors.
- V.

Sole paragraph - In case of absence or impediment, the Chairman of the Audit Board is to choose who will replace him/her among his/her peers.

Subsection IV - Operation

ARTICLE 31 - The Audit Board is to regularly meet:

- I. by the end of the first fortnight of April each year to examine and issue an opinion on the Activity Report and Accounting and Financial Statements; and
- II. on a previously agreed-upon date by its members to perform the duties as provided for in Article 30 herein.

ARTICLE 32 - The Audit Board is to extraordinarily meet whenever necessary as summoned by its Chairman by the majority of its members, or as summoned by the Public Prosecution Service's Foundations Curatorship.



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ARTICLE 33 - Any Audit Board resolutions will be effective by the favorable vote of the majority of its members.

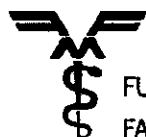
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Marcelo Padilha dos Santos and signature]

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FUNDAÇÃO

FACULDADE DE MEDICINA

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Section V - EXECUTIVE BOARD

Subsection I - Definition

ARTICLE 34 - The Executive Board is the FFM management body responsible for complying with all applicable rules and regulations, these By-laws, the Internal Regiment and the Board of Directors resolutions.

Subsection II - Composition and Term of Office

ARTICLE 35 - The Executive Board is to consist of:

- I. Managing President, and
- II. Vice-President.

ARTICLE 36 - The Directors referred to in the previous article will be chosen by the Board of Directors as established in article 20, item II herein.

Paragraph 1 - The members of the Executive Board are to be elected within 30 (thirty) days before the end of their terms of office.



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Paragraph 2 - The positions in the Executive Board will be compensated as provided for in item Vi of article 20 herein.

Paragraph 3 - Any members appointed to the FFM Executive Board are to resign upon taking over any executive functions.

Paragraph 4 - The members of the Executive Board are prohibited to perform management or advisory duties in the Unified Health System - SUS.

Paragraph 5 - Cumulative exercise with other positions, functions and professional activities may be allowed as long as schedules are compatible; taking over such positions in cases of impediment or conflict of interests with the FFM is strictly prohibited.

ARTICLE 37 - The term of office of the members of the Executive Board will be 4 (four) years, reappointments allowed.

ARTICLE 38 - Any resolutions of the Executive Board can be appealed to the Board of Directors.

Subsection Iii - Competences

ARTICLE 39 - The Managing President of the Executive Board is to:

- I. direct and coordinate the FFM high administration activities under the guidance of the Board of Directors;
- II. represent the FFM in and out of court;
- III. submit to the Board of Directors their budget proposal with regards to the cost of the FFM administrative structure, the investment of resources, and the Work Plan within 30 (thirty) days prior to the beginning of the fiscal year;
- IV.
- V. submit to the Board of Directors its annual report, including the execution of any contracts, management, and the FFM balance sheet within 90 (ninety) days following the end of the fiscal year;

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Marcelo Padilha dos Santos and signature]

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- VI. provide whenever so requested an annual external audit of the statement of accounts and balance sheets that are to be submitted to the Public Prosecution Service and any other audits as determined by the FFM competent bodies;
- VII. request the Board of Directors whenever necessary the transfers of funds, budget allocations, and opening of additional credits;
- VIII. provide internal audit as necessary, and submit its conclusions to the Board of Directors;
- IX. receive assets, donations, subventions or legacies free of charge;
- X. install the administrative, financial and legal boards, and suggest the Board of Directors the creation of any others;
- XI. with the Vice-President, or through legally constituted attorneys-in-fact, operate bank accounts on behalf of the FFM;
- XII. assign to the Vice-President any other attributions within the scope of his/her competence;
- XIII. sign agreements, contracts and not involving governmental, federal, state or municipal entities;
- XIV. hire any administrative, technical and scientific personnel as needed for the FFM;
- XV. resolve on any omitted cases in these By-laws, and submit their deliberations to the Board of Directors;
- XVI. submit to the Board of Directors the Code of Ethics, the Business Conduct Code, and General Data Protection Code;
- XVII. perform other functions as attributed by the FFM Board of Directors and the Internal Regiment;



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- XVIII. submit to the Board of Directors the annual account settlement within 90 (ninety) days of the end of the fiscal year;
- XIX. submit to the Board of Directors the Activities Plan and Budget Proposal for the following year by November 30th every year; once approved by the Board of Directors they are to be forwarded to the Public Prosecution Service by December 31st of same year; and
- XX. submit to the Board of Directors the activity report and balance sheet for the previous year by April 30th every year; once approved by the Board of Directors they are to be forwarded to the Public Prosecution Service by May 31st of same year.

Paragraph 1 - Directors may delegate any powers conferred upon them as provided for in the Internal Regiment.

Paragraph 2 - Directors may attend the Meetings of the Board of Directors and speak, but they are not entitled to vote.

Paragraph 3 - The administrative, financial and legal directors may be summoned to take part in the Board of Directors meetings to provide support for the Managing President.

ARTICLE 40 - The Vice-President is to:

- I. replace the Managing President in case of absence or impediment; and
- II. perform the activities attributed to him/her by the Managing President, the Executive Board, and the internal Regiment.

Subsection IV - Operation

ARTICLE 41 Any documents resulting financial liabilities for FFM are to contain minimum 02 (two) signatures of the Directors or their attorneys.

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Marcelo Padiiha dos Santos and signature]

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Mario Daniel La Gatto

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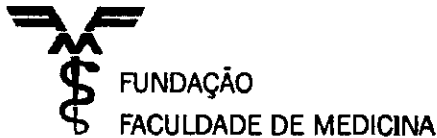
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ARTICLE 42 - The Executive Board is to abide by these By-laws, the Internal Regime, and any other rules and regulations applicable to FFM management.

CHAPTER VI - GENERAL AND TEMPORARY PROVISIONS

ARTICLE 43 - FFM is to submit settlement of its accounts as per the applicable rules and regulations, and on annual basis publish its financial statement, balance sheet and contracts execution report in the State Official Gazette.

ARTICLE 44 - FFM is to bear the expenses of any audits as determined by the Public Prosecution Service for accounts reviewing purposes.

ARTICLE 45 - FFM financial year is to match the calendar year.

ARTICLE 46 - Any FFM employees are to be hired pursuant to the Consolidation of Labor Laws (CLT); contractors and other service providers are allowed as long as they are in line with the Foundation's interests and according to the applicable rules and regulations.

ARTICLE 47 - The modalities adopted by FFM for hiring both natural persons or legal entities are to be included in its internal Regime, Purchase Rules, and HR Rules, which are to comply with the constitutional principles of legality, impersonality, morality, publicity, economy and efficiency.

ARTICLE 48 - These By-laws may only be amended by the vote of 2/3 (two thirds) of the members of the Board of Directors, after hearing the opinion of the Foundation's Curatorship of the Public Prosecution Service.

ARTICLE 49 - FFM may only be liquidated by the vote of 2/3 (two thirds) of the members of the Board of Directors, after hearing the Public Prosecution Service.



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Sole paragraph - in the event provided for in the caput of this article, the assets of FFM are to be transferred to FMUSP, except for any surpluses resulting from its activities, legacies, donations and assets and resources that were allocated to it due to its condition as a Social Organization, which are to be allocated to the assets of another Social Organization qualified in the State and in the same area of activity or patrimony of the State. This rule is to be complied with in case the entity is disqualified.

ARTICLE 50 - The Executive Board will be responsible for preparing and submitting to the Board of Directors a project for modifying the FFM's Internal Regimnet within 60 (sixty) days of date of filing these By-laws.

ARTICLE 51 - The distribution of assets and portions of the net equity is prohibited in any case, including in case of termination, withdrawal, or death of a member to the entity.

ARTICLE 52 - Since the FFM is qualified as a State Social Organization, 01 (one) employee of the Central Administration will be appointed to the Board of Directors.

Sole paragraph - Said employee is to be elected by the employees of the FFM Central Administration out of a three-candidate list proposed by the Board of Directors.

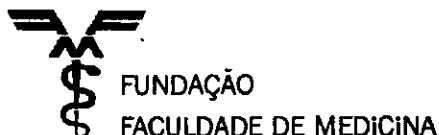
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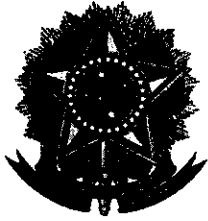
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ARTICLE 53 - These By-laws are effective as of the date of filing with the Registry of Legal Entities.



Mario Daniel La Gatto

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ARTICLE 54 - Any provisions to the contrary are hereby revoked.

Since no one else wanted to talk and having nothing else to be dealt with, the Chairman thanked everyone present and declared the extraordinary meeting adjourned.

São Paulo, December 13, 2021.

[Stamp 4th Notary]

[Signature]

Prof. Dr. Tarcisio Eloy Pessoa de Barros Filho

CHAIRMAN OF THE BOARD OF DIRECTORS

SCHOOL OF MEDICINE FOUNDATION

[Signature]

Márcia A. Orosco Cursi

as Secretary of the Board of Directors

School of Medicine Foundation

[Signature]

Arcênio Rodrigues da Silva

Brazilian Bar Association (OAB/SP) No.183.031

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Marceio Padilha dos Santos and signature]

[Included: stamp of the authorized clerk]

Marco A. de Campos Arruda]

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Tarcisio Eloy Pessoa de Barros Filho]

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Mario Daniel La Gatto

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Prof Dr. Flavio Fovo de Moraes

[Included: stamp of the 1st Civil Registry of Legal Entities - SP]

São Paulo, December 13, 2021

Dear Mr.

Prof. Dr. Tarcísio Eloy Pessoa de Barros Filho

Dear Mr. President of the Board of Directors,

After 19 years of full dedication as Director-General of the School of Medicine Foundation I hereby officially submit my resignation. As I have verbally expressed several times and formally at the Board of Directors Ordinary meeting on 22/09/2021, I have decided to resign for personal and health reasons. Since I took over my last term in 2019, which expires on 31/12/2022, I had warned that I might need to leave before the end of the term for health reasons.

Last year, when I formally notified my leave, I promised to wait for a replacement. Considering that a new Managing President has already been chosen and will take over on 07/03/2022, I hereby ask to be released from my duties as of 06/03/2022. I also reiterate I am committed to assisting my replacement throughout the transition process during 2022.

I thank you for understanding my needs and releasing me from the position of FFM Director-General.

Sincerely,

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[Included: stamp of the authorized clerk]
Marcelo Padiha dos Santos and signature

[Stamp 12th Notary Office]



Mario Daniel La Gatto

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[Signature]

Fiavio Fava de Moraes

[Included: stamp of the clerk]

Marco Aureilo de Aimeida]

[Included: signature notarization seal]

Tarcisio Eloy Pessoa de Barros Filho]

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Acknowledged:

Agreed

[Stamp 4th Notary]

[Signature]

Prof. Dr. Tarcísio E. P. Barros Filho

FMUSP Director

Avenida Angélica No. 1173 – 16th floor – Higienópolis
01227-100 – São Paulo - SP

No additional facts were registered in the aforementioned electronic document, which I return with this translation that I hereby sign and certify.



Mario Daniel La Gatto
Mario Daniel La Gatto
São Paulo, July 14, 2022.

Mario Daniel La Gatto
Tradutor Público Juramentado
Matrícula JUCESP nº 1394



 CONSELHO NACIONAL DE JUSTIÇA		BRASIL APOSTILLE (Convention de La Haye de 5 octobre 1961)	
1. País: (Country / Pays):		REPÚBLICA FEDERATIVA DO BRASIL	
Este documento público (This public document / Le présent acte public)			
2. Foi assinado por: (Has been signed by / A été signé par)		MARIO DANIEL LA GATTO	
3. Na qualidade de: (Acting in the capacity of / Agissant en qualité de)		TRADUTOR PÚBLICO	
4. Tem o selo / carimbo de: (Bears the seal / stamp of / Est revêtu du sceau / timbre de)		JUICESP – MAT. 1394	
Certificado (Certified / Attesté)			
5. Em: (At / À)	BRASÍLIA	6. No dia: (The / Le)	25/07/2022
7. Por: (By / Par):	MARCO ANTONIO BARRETO DE AZEREDO BASTOS JUNIOR		
8. Nº: (Nº / Sous nº)	1366368-22		
9. Selo / Carimbo: (Seal / Stamp / Sceau / Timbre)			10. Firma: (Signature)
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NAYARA DE AOUINO BARROS

