

ODONTOPREV S.A.

Corporate Taxpayer's ID (CNPJ/MF) 58.119.199/0001-51
Corporate Registry ID (NIRE) 35.300.156.668
PUBLICLY HELD COMPANY

**MINUTES OF THE EXTRAORDINARY MEETING
HELD ON January 02nd, 2019**

Day, Time and Place: January 02nd, 2019, at 10:00am, at the Company's headquarters located at Avenida Marcos Penteado de Ulhôa Rodrigues, 939, 14th floor, city of Barueri, State of São Paulo.

Call notice: (i) Call Notice published on December 01, 04 and 05, 2018 on Valor Econômico (national edition), pages B05, B05 and B05, respectively and on December 01, 04 and 05, 2018 on Diário Oficial do Estado de São Paulo (local edition), pages 17, 13 and 19, respectively; and (ii) The documents required by CVM Instruction 358/2002 and 481/2009 were also released to the market electronically at the Company's website (<http://ri.odontoprev.com.br>), at the Brazilian Securities Exchange Commission ("CVM") (www.cvm.gov.br) and at B3 S.A. - Brasil, Bolsa, Balcão ("B3") (<http://www.b3.com.br>), to be discussed at EGM.

Attendance: Holders of 77.81% of the Company's capital, as per signatures at the Company's Shareholder's Attendance Registry. Members of the administration of the Company also attended the meeting, as well as a member of the Company's Fiscal Council, Mr. Diego Moreno, and a member of PriceWaterhouseCoopers Auditores Independentes (independent auditors of the Company), Mr. Edison Arisa Pereira

Instatement: Due to vacancy of the Company's Board of Directors Chairman and Vice-Chairman, Mr. José Roberto Borges Pacheco was chosen by the majority of shareholders as Chairman, pursuant Article 10 of the Company's Bylaws, and appointed Mr. André Chidichimo de França to act as secretary.

Agenda: (i) To approve the examination and approval of the Protocol and Justification of the Incorporation of Odonto System Planos Odontológicos Ltda., a limited company in the city of Fortaleza, Ceará State, at Avenida Desembargador Moreira, nº 2.120, 17th floor, Edifício Equatorial Trade Center, Zip code 60.170-002, Aldeota, enrolled by Corporate Taxpayer's ID 23.595.762/0001-83, with its acts of incorporation properly filed at the Commercial Board of the State of Ceará, by NIRE 23.200.423.516 ("Odonto System"), by the Company, celebrated by the Executive Officers of the Company and Odonto System on November 26, 2018 ("Protocol and Justification"); (ii) To approve the ratification of appointing and hiring PriceWaterhouseCoopers Auditores Independentes, simple company, with headquarters located at São Paulo city, enrolled by the Regional Accounting Council of the State of São Paulo – CRC/SP, by number 2SP000160/0-5, and subsidiary located at the city of Barueri/SP, at Alameda Mamoré, n 989, 2301 and 2302, 23rd floor, enrolled by Corporate Taxpayer's ID 61.562.112/0018-79, ("Specialized Company"), as responsible company of the accounting net equity valuation of Odonto System and the preparation of the respective valuation report ("Valuation Report"); (iii) To approve the evaluation report prepared by the Specialized Company; (iv) To approve the incorporation proposal of Odonto System by the Company, in accordance with the terms and conditions set out in the Protocol and Justification, without any increase in the Company's total capital, with the consequent extinction of Odonto System ("Incorporation"); and (v) To authorize the Company's Executive Officers to perform all acts necessary regarding the implementation of the Incorporation of Odonto System.

Decisions: After examining and discussing the agenda, it was approved:

- (i) By unanimous of present votes, 100% of votes in favor, represented by 412,504,101 shares, the approval of the Protocol and Justification, elaborated pursuant to Articles 224 and 225, of Law n 6.404/76 (“Companies Act”) and CVM Instructions n 481/09 and 565/15,
- (ii) By unanimous of present votes, 100% of votes in favor, represented by 412,504,101, the ratification of appointing and hiring of Specialized Company, as responsible company of the accounting net equity valuation of Odonto System and the preparation of the respective Valuation Report, for purposes of Article 8 of Companies Act;
- (iii) By unanimous of present votes, 100% of votes in favor, represented by 412,504,101 shares, the approval of the evaluation report, prepared by the Specialized Company, based on the balance sheet of Odonto System of September 30, 2018;
- (iv) By unanimous of present votes, 100% of votes in favor, represented by 412,504,101 shares, the approval of the Incorporation, in accordance with the terms and conditions set out in the Protocol and Justification, (being the Incorporation subject to final approval by ANS (National Health Agency), without any increase in the Company’s total capital, with the consequent extinction of Odonto System, so that all Odonto System’s assets and liabilities be absorbed by the Company, which will succeed in all its assets, rights and obligations, pursuant to Article 227, of Companies Act; and
- (v) By unanimous of present votes, 100% of votes in favor, represented by 412,504,101 shares, the authorization for the Company’s Executive Officers to perform all acts necessary regarding the implementation of the Incorporation of Odonto System, including before the competent public departments.

Closure: There being no further business to discuss, and as no one of the attendees wished to speak, the meeting was closed, drawing up these minutes in summary form, which may be published with the omission of the signatures of the attending shareholders, pursuant to Article 130 of the Brazilian Corporation Law, which was read, found to be in compliance and signed. Barueri, January 02, 2019. Instatement: José Roberto Borges Pacheco – Chairman, André Chidichimo de França – Secretary.

Barueri, January 02nd, 2019

José Roberto Borges Pacheco
Chairman

André Chidichimo de França
Secretary