

HYPERA S.A.

A Publicly-Held Corporation

Corporate Taxpayer ID (CNPJ/MF) No. 02.932.074/0001-91

Company Registry (NIRE) No. 35.300.353.251

CVM Code No. 21431

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON MARCH 21, 2019

- 1. DATE, TIME AND PLACE:** Held on March 21, 2019, at 9:00 a.m., at the administrative offices of Hypera S.A. ("Company"), located at Avenida Magalhães de Castro, 4800, 24th floor, suite 241, Edifício Continental Tower, Cidade Jardim, Zip Code 05676-120, in the City of São Paulo, State of São Paulo.

- 2. CALL AND ATTENDANCE:** Formal call notice is hereby waived on account of the presence of all members of the Company's Board of Directors by conference call: Luiz Eduardo Violland, Álvaro Stainfeld Link, Bernardo Malpica Hernandez, Breno Toledo Pires de Oliveira, Esteban Malpica Fomperosa, Jairo Eduardo Loureiro, David Coury Neto, Maria Carolina Ferreira Lacerda and Luciana Cavalheiro Fleischer.

- 3. MEETING BOARD:** Mr. Luiz Eduardo Violland, took the Chair and invited myself, Juliana Aguinaga Damião Salem, to act as Secretary.

- 4. AGENDA:** To resolve on (a) the call of the Ordinary and Extraordinary Shareholders' Meeting to be held on April 24, 2019 and the relevant Management's Proposal; and (b) the authorization to the officers.

- 5. RESOLUTIONS:** Having the Meeting been duly convened, after discussion of the matters on the Agenda, by unanimous vote and with no restrictions whatsoever, the Members of the Board of Directors resolved:
 - (a) Call of Ordinary and Extraordinary Shareholders' Meeting to be held on April 24, 2019 and the relevant Management's Proposal**
 - (a.i) To approve the call for the shareholder to, on April 24, 2019, meet at the Company's administrative offices at 10:00 a.m. at the Ordinary and Extraordinary Shareholders' Meeting, for examining, discussing and voting in relation to the agenda contained in the Notice Call attached hereto as Annex I, as well as the Management's Proposal available at the *websites* of the Company (<http://hypera.riweb.com.br>), of

Brazilian Securities Commission (www.cvm.gov.br) and of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br).

(b) Authorization to the officers

(b.i) The Company's officers are hereby authorized to, by themselves or through attorneys-in-fact appointed by them in accordance with the Bylaws, sign all documents and perform any acts required to give effect to the resolutions above.

6. CLOSING: With no further matter to be discussed, the meeting was closed and the present Minutes were drawn, which after being read and approved, were signed by all attending members.

São Paulo, March 21, 2019.

Juliana Aguinaga Damião Salem
Secretary

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ANNEX I

TO THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON MARCH 21, 2019

CALL NOTICE

SHAREHOLDERS' ORDINARY AND EXTRAORDINARY MEETING TO BE HELD ON APRIL 24, 2019

Messrs. shareholders of **Hypera S.A.** ("Hypera Pharma" or "Company") are hereby called to meet in the Shareholders' Ordinary and Extraordinary Meeting to be held on April 24, 2019, at 10:00 a.m., at the Company's administrative offices, at Avenida Magalhães de Castro, 4.800, 24th floor, suite 241, Edifício Continental Tower, Cidade Jardim, in the City of São Paulo, State of São Paulo, for the purpose of, pursuant to the provisions of Article 121 *et seq.* of Law No. 6,404/76, as amended and currently in force ("Brazilian Corporation Law"), to review, discuss and vote on the following agenda:

1. IN ORDINARY SHAREHOLDERS' MEETING

- i.** The Company's management's accounts, the managerial report and the financial statements, together with the independent auditors' report, relating to the fiscal year ended on December 31, 2018;
- ii.** The management's proposal of capital budget for the 2019 fiscal year as approved by the Company's Board of Directors on February 21, 2019 and disclosed in the financial statements related to the fiscal year ended on December 31, 2018;
- iii.** The allocation of the net profit of the Company related to the fiscal year ended on December 31, 2018;

- iv. The definition of the number of positions in the Company's Board of Directors;
- v. The election of the members of the Company's Board of Directors;
- vi. The annual global remuneration of the Company's managers for the fiscal year to be ended on December 31, 2019, and of the Fiscal Council, if established;

2. IN EXTRAORDINARY SHAREHOLDERS' MEETING

- i. The amendment to the Bylaws of the Company to simplify its organizational structure, with the consequent amendment to Articles 24, 28, 30 and 38 and exclusion of Articles 31, 32, 33, 34 e 35 of the Company's Bylaws;
- ii. The renumbering of the articles and the restatement of the Company's Bylaws;
- iii. The amendment to the Shares Concession Plan in a Matching System for the 2018 and 2019 fiscal years, approved at the Company's Ordinary and Extraordinary Shareholders' Meeting held on April 19, 2018; and
- iv. The amendment to the Restricted Shares Grant Plan, approved at the Company's Ordinary and Extraordinary Shareholders' Meeting held on April 14, 2016 and amended at the Company's Ordinary and Extraordinary Shareholders' Meeting held on April 19, 2018.

GENERAL INFORMATION:

1. Any documents and information pertaining to the matters to be discussed in the Shareholders' Ordinary and Extraordinary Meeting called hereby are at the disposal of the shareholders at the Company's registered office, as well as in the websites of the Brazilian Securities Commission (*Comissão de Valores Mobiliários*) (www.cvm.gov.br), of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and of the Company (<http://hypera.riweb.com.br>), in accordance with the provisions of the Brazilian Corporation Law and the CVM Rule No. 481/2009.
2. To attend the Meeting, the Shareholders shall present the relevant certificate or extract of book-entry shares issued by the depositary financial institution within three

(3) business days prior to the date of the Meeting and (a) if a legal entity: certified copies of the articles of incorporation or bylaws or articles of association, minutes of the meeting in which the Board of Directors' (if any) was appointed and minutes of the meeting in which the Board of Officers' was appointed, which approved the appointment of the legal representative(s) attending to the Meeting; (b) if an individual: certified copies of the identity document and the Individual Taxpayers' Register (CPF) of the shareholder; and (c) if an investment fund: certified copies of the fund's regulations and the bylaws or articles of association of the fund administrator or manager, as well as the minutes of the election of the legal representative(s) present at the meeting. The documents signed abroad must be, as the case may be, notarized and apostilled or legalized before the nearest Brazilian consulate, and presented together with the respective sworn translation.

3. In the event that the Shareholder wishes to be represented at the Meeting by proxy, the Shareholder shall send to the Company a power of attorney granted pursuant to Article 126, 1st paragraph, of the Brazilian Corporation Law and other applicable legislation, with specific powers and notarization, and copies of the identity document and the Individual Taxpayers' Register (CPF) of the attending attorney-in-fact, as well as, in case of legal entity or investment fund, certified copies of the of the identity document and of the minutes of election of the legal representative(s) who signed the power of attorney that proves the powers of representation, in addition to the documents indicated in item 2 above.

4. Alternatively, the Shareholders may attend the Meeting by sending, as of this date, the distance voting paper, as available on the website of the Brazilian Securities Commission (*Comissão de Valores Mobiliários*) (www.cvm.gov.br) and of the Company (<http://hypera.riweb.com.br>), regarding the matters under the agenda of the Meeting: (i) by transmission instructions to fill out the voting paper for their custodians, if the shares are deposited in a central depository; (ii) by transmission instructions to fill out the voting paper for the financial institution hired by the Company for the provision of securities bookkeeping services, if the shares are not deposited in a central depository; or (iii) directly to the Company, by postal or electronic mail. The voting instructions shall be received by the custodian, the bookkeeping agent, or the Company up to seven (7) days before the date of the Meeting, unless a shorter term is established, and in the case of direct mailing to the Company, the distance voting paper, duly initialed and notarized, shall be accompanied by the other documents indicated in item 2 above.

5. The minimum percentage of participation in the voting capital required to request multiple voting is of 5% (five percent), pursuant to the provisions of Article 141

of the Brazilian Corporation Law, in the CVM Rule 165/91, amended by CVM Rule 282/98 and, and in the CVM Rule 481/09.

São Paulo, March 21th, 2019

LUIZ EDUARDO VIOLLAND
Chairman of the Board of Directors