

**HYPERA S.A.**

*Publicly Held Company*

Company Registry (NIRE) 335.300.353.251  
Corporate Taxpayer ID (CNPJ) No. 02.932.074/0001-91  
CVM Code No. 21431

**MINUTES OF THE MEETING OF THE FISCAL COUNCIL  
HELD ON FEBRUARY 19, 2019**

1. **DATE, TIME AND PLACE:** Meeting held on February 19, 2019, at 9:30 p.m., at the administrative offices of Hypera S.A. ("Company"), located in the City of São Paulo, State of São Paulo, at Avenida Magalhães de Castro, nº 4.800, Continental Tower, 24<sup>th</sup> floor, ZIP Code 05676-120.
2. **CALL AND ATTENDANCE:** The members of the Fiscal Council of the Company were duly called to the Meeting. The following members attended to the meeting: Messrs. Marcelo Curti, Roberto Daniel Flesch and Mauro Stacchini Junior. Also present the following representatives of the Board of Officers: Ms. Vivian Karina Trujillo Angiolucci, Ms. Juliana Aguinaga Damião Salem, and representatives of the independent auditing firm of the Company, PricewaterhouseCoopers ("PwC"), Messrs. Valdir Renato Coscodai e Pedro Braga.
3. **COMPOSITION OF THE MEETING BOARD:** Mr. Marcelo Curti acted as President of the Meeting and invited myself, Gabriela Elian Luz, to act as Secretary.
4. **AGENDA:** Deliberate about (i) audit procedures used by PwC; and (ii) the annual management report, the management's proposal to the allocation of the net profit of the Company and the financial statements of the Company referred to the fiscal year ended on December 31, 2018 ("FS/2018"), jointly with the report of the independent auditors.
5. **RESOLUTION:** Having the meeting been duly convened and after discussion and analysis of the matters included on the Agenda, the members of the Fiscal Council, by unanimous vote and without reservations and/or qualifications, decided to:

**(i) Audit procedures used by PwC**

Mr. Coscodai reported the good performance of the audit work related to FS/2018, to be disclosed by the Company on February 21, 2019 through the delivery of the letter of representation by the Company.

With nothing further to be discussed or resolved on, the members of the Fiscal Council thanked the presentation made.

**(ii) Financial Statements**

The Chief Executive Financial Officer (CFO) of the Company, Mrs. Vivian Karina Trujillo Angiolucci and Mr. Adalmario Ghovatto Satheler do Couto, Investor Relations Executive Officer (IRO), presented the results of the Company for the 2018 fiscal year, based on the examination of the FS/2018 and all the information and clarification received throughout the fiscal year, the members of the Fiscal Council manifested its favorable opinion to forward the Company's financial statements, the respective explanatory notes, and the management's recommendation related to the destination of the net profit related to the fiscal year ended on December 31, 2018, to the consideration of the General Shareholders' Meeting, to be duly issued by the Fiscal Council.

To review the technical feasibility study supporting the expected generation of future tax profits which shall enable the realization of deferred tax assets within a maximum term of ten (10) years, submitted by the management and audited by PwC, and filled at the Company's headquarters, in compliance with the provision of Article 4<sup>th</sup> of CVM Instruction No. 371/02.

**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 of the Fiscal Council. Meeting Board: Marcelo Curti (President), Gabriela Elian Luz (Secretary). Members: Marcelo Curti, Roberto Daniel Flesch and Mauro Stacchini Junior.

São Paulo, February 19, 2019.

Meeting Board:

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**Marcelo Curti**  
President

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**Gabriela Elian Luz**  
Secretary