

**DRAFT**

**STATUTE OF THE**  
**DIAGNÓSTICOS DA AMÉRICA S.A.'S FISCAL COUNCIL**

**Article 1** – The Fiscal Council of Diagnósticos da América S.A. (“Company”), provided for by Article 28 of the Company’s Bylaws, operating on a non-permanent basis, is composed of three (3) sitting members and the respective deputies and its installation and authority shall comply with articles 161 to 165 of Law 6,404/76, this present Statute and further rules applicable to publicly-held companies.

**Sole Paragraph** – The Company will provide the appropriate place to hold the Fiscal Council meetings and the necessary support to the faithful compliance of its duties.

**Article 2** – The sitting council members, due to their duties, shall be entitled to a monthly compensation corresponding to ten per cent (10%) of the average compensation assigned to each Officer in the same year, whose payment shall be made via deposit in checking account to be informed by Council members.

**Paragraph One** – No benefits, agency fees and profit sharing shall not be assigned to Fiscal Council members.

**Paragraph Two** – Commuting and stay expenses necessary to perform the duties as Fiscal Council members shall observe the policies adopted by the Company and shall be reimbursed by means of the presentation of respective slips.

**Article 3** – Fiscal Council shall have a Chairman elected by majority votes of sitting members attending the first meeting of the Fiscal Council to be held after its installation, self-appointment shall be forbidden.

**Paragraph One** – The investiture of the Fiscal Council members shall occur by means of the signature of the respective Instruments of Investiture drawn up in the Book of Minutes of the Fiscal Council meeting.

**Paragraph Two** – Should the Chairman do not attend the meeting, he shall appoint his deputy among other Fiscal Council sitting members.

**Paragraph Three** – In the events of permanent vacancy or impediment of any sitting member, the Chairman shall call the respective deputy to take office and complete the term of office of the replaced member.

**Paragraph Four** – In the event of permanent vacancy or impediment of the Chairman, his respective deputy shall take office to complete the term of office as Chairman.

**Paragraph Five** – Each sitting member may only be replaced by his/her respective deputy.

**Paragraph Six** – The election of new deputies in the events of permanent vacancy or impediment shall occur at the General Meeting.

**Paragraph Seven** – Should the permanent vacancy or impediment refer to Fiscal Council member, representative of minority common shareholders, the election of a new deputy shall occur at the General Meeting of these shareholders.

**Article 4** – Fiscal Council shall hold a meeting, ordinarily, every three (3) months, as of the investiture date of its members, for the purposes provided for by Article 163, sections II, VI and VII of Law 6,404/76 and, extraordinarily, for other matters within its scope, provided for in other sections of Article 163.

**Article 5** - Fiscal Council meetings shall be summoned by the Chairman, at least, five (5) business days prior to the date of meeting and, in order to be validly installed, in a first call, shall rely on a minimum quorum of the majority acting sitting members.

**Sole Paragraph**– In the lack of a minimum quorum established in the “*caput*” of this Article, the Chairman shall summon a new meeting to be held within at most three (3) business days, as of the date of meeting not installed due to lack of quorum. The meeting in a second call shall be installed and shall resolve with any number of members.

**Article 6** - Call notices for Fiscal Council meetings shall include place, date, time and Agenda, observing the earliness set forth in the “*caput*” of Article 5 and shall be made via letter acknowledging receipt, fax or email, at the Chairman’s discretion.

**Paragraph One** – Fiscal Council Members shall be responsible for informing the Chairman about any change in their qualifications, addresses, whether physical or electronic addresses, as well as fax and telephone number.

**Paragraph Two** – The council member who is not able to attend the meeting on the day and time determined in the call notice, shall justify his/her absence, preferably, by the same means used to call him/her.

**Paragraph Three** – Except in the assumptions of representation of the respective sitting member, deputy members are not allowed to attend Fiscal Council meetings.

**Article 7** – Fiscal Council decisions shall always be taken by majority vote of members attending the respective meeting, and each Council member shall be entitled to one vote and the dissenting Council member may render his/her vote at the minutes of the respective meeting.

**Sole Paragraph** – In case of tie vote, the Chairman shall be entitled to the casting vote.

**Article 8** – The minutes of all Fiscal Council meetings shall be drawn up in the Book of Minutes of Fiscal Council Meeting and shall be signed by all Council Members attending the meeting.

**Article 9** – Observing the legal limits and authorities, all requests for analysis of documents, information or clarifications on the Company’s businesses made by Council members shall be formalized at a Fiscal Council meeting by means of written request to the Chairman, who shall address them to the Company’s Management or to independent auditors, where applicable, for presentation, whenever possible, at the meeting immediately subsequent to that request.

**Sole Paragraph** – the analysis of documents mentioned in the “caput” of this Article shall be carried out at the Company’s headquarters.

**Article 10** – In addition to the assignments provided for by Article 163 of Law 6,404/76, the Fiscal Council Chairman shall:

(a) arrange the call of sitting council members for Fiscal Council meetings, observing deadlines and other rules set forth herein;

(b) request the Company's Management or independent auditors to provide documents, information or clarifications he deems necessary for the Fiscal Council meetings; and

(c) look for the Company's Management as well to independent auditors to obtain documents, information or clarifications deriving from requests of the council members, observing the rules of Article 9 above.

**Sole Paragraph** – The Chairman may request to the Board of Executive Officers to appoint one person to be his secretary and assist the Fiscal Council meetings.

**Article 11** – Pursuant to Article 164 of Law 6,404/76, the Fiscal Council sitting members, or at least one of them (in this assumption, the Chairman shall appoint one of them), shall attend General Meetings and answer all requests of information made by shareholders.

**Article 12** – Fiscal Council members have the same duties of the Company's management provided for in Articles 153 to 156 of Law 6,404/76 and they shall be liable for damages resulting from omission in the fulfillment of their duties and acts practiced with guilty or as malicious act or infringing the law, the Bylaws or this present Statute.

**Sole Paragraph** – The council member shall only be liable for illegal acts of other members, in the event he/she was as aide or took part in the illegal practice.

**Article 13** – The cases not provided for in this present Statute are regulated by Law 6,404/76.

**Article 14** – This present Statute was approved by the General Meeting pursuant to Paragraph Two of Article 28 of the Company's Bylaws.