

**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 SHAREHOLDER'S MEETING  
HELD ON MAY 20th, 2015**

**Day, Time and Place:** May 20th, 2015, at 02:00pm, at the Company's headquarters located at Avenida Marcos Penteado de Ulhôa Rodrigues, 939, 14<sup>th</sup> floor, city of Barueri, State of São Paulo.

**Call notice:** (i) Call Notice published on May 05, 06 and 09, 2015 on Valor Econômico (national edition) and May 05, 06 and 07, 2015, pages C11, B7 and C5, respectively and on Diário Oficial do Estado de São Paulo (local edition), pages 15, 29 and 37, respectively.

**Attendance:** Holders of approximately 73.12% of the Company's capital and members of the administration of the Company attended the meeting, as well as members of the Company's Board of Directors of the Company.

**Instatement:** Chairman: Randal Luiz Zanetti; Secretary: André Chidichimo de França.

**Agenda:** Deliberate the change proposal of the Company's Stock Option Plan.

**Decisions:** The attending shareholders examined the Agenda and approved by the majority of the votes with the absence of voting shareholders and opposite votes, in accordance with the management proposal, the change of the Company's Stock Option Plan approved on April 19, 2007 AGM.

**Closure:** With no other deliberations, the meeting was suspended for the time necessary to the drawn up of the minutes. Afterwards, the meeting was reopened and the minutes were read by the secretary and approved by the present members.

Barueri May 20th, 2015

**Randal Luiz Zanetti**  
Chairman

**André Chidichimo de França**  
Secretary