

## BYLAWS

These bylaws were approved in the Extraordinary General Shareholders' Meeting held on 3.10.1942, filed with the Trade Registration (Registro do Comércio), by the number 17.298, on 4.7.1942; and modified by the following General Meetings with their respective registration numbers: 6.24.1952 (23.896 of 7.15.52), 4.19.1956 (43.281 of 5.29.56), 8.3.1959 (68.010 of 10.9.1959), 5.15.1961 (122 of 7.14.61), 11.6.1961 (205 of 12.15.61), 4.25.1962 (291 of 6.27.62), 4.26.1963 (439 of 5.29.63), 8.3.1964 (675 of 9.10.64), 2.1.1965, (836 of 3.18.65) 2.4.1966 (1.162 of 3.29.66), 7.8.1966 (1.305 of 8.18.66), 4.20.1967 (1.513 of 9.6.67), 8.15.1967 (1544 of 10.11.67), 2.25.1969 (2.028 of 5.22.69), 12.18.1969 (2.360 of 2.19.70), 7.31.1970 (2.638 of 10.6.70), 11.24.1971 (3.241 of 12.28.71), 4.17.1972, (3.466 of 7.11.72), 9.1.1972 (3.648 of 11.21.72), 9.18.1973 (4.320 of 10.18.73), 10.9.1974 (5.121 of 11.12.74), 4.15.1975 (5.429 of 4.22.75), 10.23.1975 (5.853 of 11.25.75), 4.2.1976, (6.279 of 6.15.76), 11.8.1976 (6.689 of 12.2.76), 4.18.1977 (7.078 of 5.19.77), 11.10.1977 (7.535 of 12.9.77), 3.12.1979 (8.591 of 5.8.79), 4.23.1980 (53.925.4 of 5.9.80), 4.28.1981 (53.1002.9 of 6.1.81), 3.31.1982 (53.1.2908 of 6.3.82), 4.27.1983 (53.1.3670 of 7.25.83), 3.29.1984 (53.1.4194 of 5.21.84), 7.31.1984 (53.1.4440 of 9.21.84), 3.5.1985 (53.1.4723 of 4.8.85), 12.23.1985 (15361 of 4.16.86), 4.7.1986 (15420 of 5.15.86), 4.27.1987 (16075 of 6.4.87), 8.5.1987 (16267 of 9.10.87), 4.20.1988 (16681 of 5.26.88), 2.15.1989 (531711.0 of 3.10.89), 4.19.1989 (531719.1 of 5.22.89), 3.8.1990 (531712.4 of 4.24.90), 5.14.1990 (531727.8 of 7.2.90), 6.29.1990 (531735.6 of 8.1.90), 4.24.1991 (531780.2 of 5.31.91), 11.12.1991 (539724.2 of 12.6.91), 4.29.1992 (5310645.4 of 5.22.92), 12.10.1992 (5312340,0 of 2.1.93), 12.30.1992 (5312485,0 of 3.1.93), 4.30.1993 (5313236,6 of 6.24.93), 10.5.1993 (5314578,8 of 12.7.93), 12.27.1993 (5314948,6 of 1.28.94), 1.27.1994 (5312357,1 of 3.10.94), 4.28.1994 (5315254.1 of 7.20.94), 4.25.1995 (5317742,5 of 9.14.95), 11.14.1995 (5318223,1 of 12.13.95), 3.29.1996 (5318902,9 of 5.9.96), 4.23.1996 (5319068,7 of 6.12.96), 6.17.1996 (5319241,0 of 7.5.96), 9.25.1996 (960476369 of 11.13.96), 4.23.1997 (970343256 of 6.20.97), 10.13.1997 (970662831 of 11.13.97), 4.24.1998 (980316812 of 7.2.98), 9.29.1998 (980531535 of 11.9.98), 4.30.1999 (990269655 of 6.15.99), 4.25.2000 (000288004 of 5.26.2000), 4.30.2001 (20010388893 of 7.13.2001), 8.27.2001 (20010578382 of 10.8.2001), 11.29.2001 (20020253346 of 5.10.2002), 6.7.2002 (20020425961, of 7.30.2002), 4.22.2003 (20030387515, of 7.18.2003), 11.12.2003 (20030709806 of 12.11.2003), 12.22.2004 (20050003739 of 1.4.2005), 4.26.2005 (20050420810 of 7.11.2005), 4.28.2006 (20060339098 of 8.7.2006), 5.22.2006 (20060339101 of 8.7.2006), 8.24.2006 (20060482842 of 10.5.2006), 12.28.2006 (20070117900 of 4.5.2007), 4.25.2007 (2007034397, of 6.14.2007), 7.12.2007 (20070517410 of 8.16.2007), 10.23.2007 (20070819807 of 12.19.2007), 1.24.2008 (20080389414, of 5.19.2008), 4.17.2008 (20080635695, of 8.14.2008), 4.23.2009 (20091057000, of 12.10.2009), 8.18.2009 (20091057477, of 12.10.2009), 11.30.2009 (20100284574, of 4.22.2010), 4.13.2010 (20100628060, of 8.12.2010), 8.5.2010 (20100696040, of 9.2.2010), 9.6.2011 (20110895207, of 1.31.2012), 4.26.2012 (20120445450, of 6.28.2012), 9.19.2012 (20120907496, of 11.20.2012), 12.18.2012 (20130248410, of 3.12.2013), 12.19.2013 (20140228632, of 4.1.2014), 4.29.2014 (20140529101, of 7.7.2014), 4.28.2015 (20150701756, of 8.26.2015), 4.27.2017 (20170701468, of 12.5.2017), 4.25.2018 (1106583, of 10.10.2018), 4.26.2019 (1368788, of 12.03.2020), 11.27.2019 (1603197, of 8.19.2020), 07.30.2020 (1627387, of 11.17.2020), 12.9.2020 (1696287, of 6.10.2021), 11.12.2021 (1794937, of 1.25.2022), and 04.27.2022 (1880418, of 8.8.2022), 04.27.2023 (2116164, of 06.27.2023), 02.02.2024 (2525435, of 04.08.2024), 04.26.2024 (2547959, of 05.23.2024) and 04.30.2025 (XXXXXXX, de MM.DD.AAAA).

## **Chapter I – Denomination, characteristics and nature of the Bank**

**Art. 1.** Banco do Brasil S.A., a private and government-controlled listed company which explores economic activity pursuant to article 173 of the Brazilian Federal Constitution, organized as a multiple bank, is subjected to the legal regime typical to private corporations, including as regards civil, commercial, labor and tax rights and obligations, is governed by these bylaws, by Law # 4,595/1964, Law # 6,404/1976, Law # 13,303/2016 and the respective ruling Decree and remainder applicable rules.

**Paragraph 1** - The duration of the Bank is indefinite.

**Paragraph 2** - The Bank's domicile and head office is in Brasília, and it may open or close branch offices, branches, agencies, facilities or other service stations anywhere in Brazil and abroad.

**Paragraph 3** - With the admission of Banco do Brasil in the special listing segment called Novo Mercado of B3 S.A. - Brasil, Bolsa, Balcão ("B3") (Stock Exchange), the Bank, its shareholders, including the controlling shareholder, directors and members of the Supervisory Board are subject to the provisions of the Novo Mercado Regulation of B3.

**Paragraph 4** - The provisions of the Novo Mercado Regulation will prevail over statutory provisions, in case the rights of tender offer recipients in the articles 60 and 61 herein are hindered.

## **Chapter II - Corporate Objectives**

### **Section I - Corporate objectives and prohibitions**

#### **Corporate objectives**

**Art. 2.** The objectives of the Bank are to perform all active, passive and accessory bank transactions, provide banking, intermediation and financial support services in their multiple forms, and to undertake any activities permitted for member institutions of the National Financial System, including through digital platforms.

**Paragraph 1** - The Bank may also operate with the trading of agricultural and livestock products, in addition to organizing the movement of goods and services in general.

**Paragraph 2** - As main financial agent of the Brazilian Federal Government, it is also required to perform the roles assigned thereto by Law, especially those of article 19 of Law # 4,595/1964, in compliance with the provisions of articles 5 and 6 of these Bylaws.

**Art. 3.** Third-party asset management shall be performed as follows:

- I. by the Bank, observing the provisions of article 32, subparagraph III of this Bylaws, and other applicable rules; or
- II. by hiring a company that is subsidiary of, controlled by, or affiliated to the Bank.

#### **Prohibitions**

**Art. 4.** Further to the prohibitions provided for by law, the Bank is not allowed to:

- I. carry out transactions backed only by the shares of other financial institutions;
- II. purchase or sell property of any nature to members of the Board of Directors, and of the Committees bound to it, of the Executive Board and of the Supervisory Board.
- III. transfer resources, services or other duties between the Bank and its Related Parties in disagreement to its Related Party Transactions Policy.



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**IV.** issue preferential or fruition shares, debentures and beneficiary parts.

**V.** hold interest in the capital stock of other companies, unless:

- a)** companies in which the Bank has interests at the date these bylaws are approved;
- b)** financial institutions and other entities authorized to operate by the Brazilian Central Bank;
- c)** private pension entities, capitalization, insurance or brokerage companies, financial companies, sales promoters, operating support service processing and card processing companies, since related to banking activities;
- d)** clearing and settlement houses and other companies or associations integrating the payments system;
- e)** companies or associations that provide collection and assets restructuring services, or administrative or operating support to the Bank;
- f)** not-for-profit associations or companies;
- g)** companies in which the interests held result from a legal provision or credit renegotiation or recovery transactions, such as payment in kind, purchase by auction or judicial decision and conversion of debentures into shares; and
- h)** other companies, upon approval of the Board of Directors.

**Paragraph 1** - The holdings dealt with in sub-item g of item V of this article, resulting from credit renegotiation or recovery transactions, must be sold within the period determined by the Board of Directors.

**Paragraph 2** - The Bank is allowed to established controlled companies, including in the modality of full subsidiary or companies for specific purpose with corporate object of participating, directly or indirectly, including as minority and through other holding companies, in the entities listed in item V.

### **Section II - Relationships with the Federal Government**

**Art. 5.** The Bank will contract, as stipulated by law or in the regulations, directly with the Federal Government or with its intervention:

- I.** carry out the duties and services pertinent to the function of a financial agent of the National Treasury and other functions assigned to it by law;
- II.** provide financing of government interest and carry out official programs by investing funds from the Federal Government or any nature; and
- III.** provide guarantee for the Federal Government.

**Sole Paragraph.** The contracting provided for by this article are conditioned, as the case may be, to the following:

- I.** the availability of corresponding funds to the Bank and the setting out of a corresponding interest payment;
- II.** the prior and formal definition of the terms and proper interest payable in connection with the funds to be invested in case of equalization of financial charges;
- III.** the prior and formal definition of the terms and assumption of risks and of remuneration, never lower than the costs of the services to be rendered; and
- IV.** the prior and formal definition of the term to fulfill the obligations and the penalties for incomppliance.

**Section III - Relationship with the Brazilian Central Bank**

**Art. 6.** The Bank may engage the performance of duties, services and transactions that are assigned to the Brazilian Central Bank, provided that the provisions of the sole Paragraph of article 5 of these bylaws are followed.

**Chapter III - Capital and Shares****Capital and common shares**

**Art. 7.** The capital stock is R\$ 120,000,000,000.00 (one hundred and twenty billion reais), represented by 5,730,834,040 (five billion, seven hundred and thirty million, eight hundred and thirty-four thousand and forty) book-entry common shares without par value.

**Paragraph 1** - Each common share entitles its holder to one vote at the General Shareholders Meeting resolutions, except when adopting multiple vote for the Board of Directors' election.

**Paragraph 2** - Book-entry shares shall remain deposited in this Bank on behalf of their holders without issuance of certificates, and a fee may be charged for this purpose from their holders, as provided for by law.

**Paragraph 3** - The Bank may buy back its shares upon authorization of the Board of Directors for canceling or keeping them in treasury for subsequent sale.

**Paragraph 4** - The share capital may be changed in the hypotheses provided for in law, being prohibited the direct capitalization of profits without passing by the reserves account.

**Authorized capital**

**Art. 8.** The Bank may, regardless of any amendments to these bylaws, if approved by a General Shareholders Meeting, and in the conditions established therein, increase its capital up to the limit of R\$ 120,000,000,000.00 (one hundred and twenty billion reais) by issuing common shares, granting shareholders preference for subscribing the capital increase proportionally to the number of held shares.

**Sole Paragraph.** The issuance of shares up to the limit of authorized capital for sale at stock exchanges or public subscription or exchange of shares through tender offer may be carried out regardless of the preemptive right of existing shareholders or shortening the period to exercise such right, pursuant to the provisions of item I, article 10 of these bylaws.

**Chapter IV - General Shareholders Meetings****Call notice and functions**

**Art. 9.** The General Shareholders Meetings will be held:

I. ordinarily, once a year, in the first four (4) months following the closure of each fiscal year, to deliberate about the matters provided for in the law; and

II. extraordinarily, whenever the social interests, legislation or provisions of these Bylaws so require.

**Paragraph 1** - The General Shareholders Meetings will be convened at least thirty (30) days in advance by decision of the Board of Directors or, in the sets of circumstances permitted by law, by the Board of Officers, by the Supervisory Board, by a group of shareholders or by one shareholder alone.

**Paragraph 2** - The works of the General Shareholders Meetings will be directed by the President of the Board of Directors, by his substitute, or, in the absence or impediment of both, by one of the shareholders or officers of the Bank present, chosen by the shareholders.

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**Paragraph 3** - The chairman will invite two shareholders or officers of the Bank to act as secretaries of the General Meeting.

**Paragraph 4** - The participants of the General Shareholders Meetings will exclusively address the subject matter declared in the notices of meeting, not permitting the inclusion, in the agenda of the Meeting, of general topics.

**Paragraph 5** - Observing the exemptions provided for in the law and in these Bylaws, the General Shareholders Meeting deliberations will be made upon absolute majority of votes, not computing the invalid and blank ballots.

**Paragraph 6** - The minutes of the General Shareholders Meetings will be written in summarized form as refers to the events have occurred, including disagreements and protests, and will contain the transcription only of decisions made, in compliance with the legal provisions.

**Competence**

**Art. 10.** In addition to the powers provided for by Law # 6,404/1976 and other applicable rules, the General Shareholders Meeting shall resolve about the following:

I. sale of all or any shares of the capital stock of the Bank or its subsidiary companies; initial public offering; increase of capital stock through subscription of new shares; waiver of rights of subscription of shares or debentures convertible into shares of subsidiaries; sale of debentures convertible into shares of the Bank issued by subsidiaries; or, also, issuance of any other securities in Brazil or abroad;

II. transformation, spin-off, merger, takeover, dissolution, and liquidation of the company;

III. swap of shares or other securities;

IV. differentiated practices of corporate governance and execution of contract for this purpose with stock exchange;

V. accomplishment of related party transactions, on the sale or contribution asset to another company, if the value of the transaction corresponds to more than 50% (fifty percent) of the total assets of the Bank included in the last approved balance sheet.

**Paragraph 1** - The choice of the specialized institution or company for verifying the Bank fair price in the situations provided in articles 60 and 61 of these Bylaws, lies within the exclusive authority of the General Shareholders Meeting, through presentation of a three-name list by the Board of Directors, and shall be decided by the majority of votes of the shareholders representing the outstanding shares, present at the respective General Meeting, not counting invalid and blank votes.

**Paragraph 2** - The General Shareholders Meetings that will resolve on the choice prescribed in the paragraph 1 of this article, if convened at first call, it shall feature the presence of shareholders representing at least twenty percent (20%) of the total free-float shares or, if convened at second call, it may feature the presence of any number of shareholders representing these shares.

**Chapter V - Management and Organization of the Bank****Section I - Rules common to Management Bodies****Requirements**

**Art. 11.** The following are management bodies of the Bank:

I. the Board of Directors; and

II. the Executive Board comprised of the Board of Officers and the other Officers, in the manner established in article 24 of this Bylaws.

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**Paragraph 1** - The Board of Directors has, in the manner set forth by Law and in these Bylaws, strategic attributions, guiding, elective and supervisory duties, not encompassing operating or executive roles.

**Paragraph 2** - The Bank representativeness is exclusive to the Executive Board, in strict compliance with the administrative competences defined in these Bylaws.

**Paragraph 3** - The positions of the Board of Directors Chairman and Vice Chairman cannot be held cumulatively with the position of President of the Bank, albeit temporarily.

**Paragraph 4** - The management bodies of the Bank will be formed by Brazilians, all of which resident in Brazil, with evident knowledge, including about the best practices of corporate governance, compliance, integrity and corporate accountability, experience, good repute, irreproachable reputation and technical capacity compatible with the post, observing requirements set forth in Law # 6,404/1976, Law # 13,303/2016 and the respective regulatory Decree, other applicable rules and by the Policy of Appointment and Succession of Administrators of the Bank.

**Paragraph 5** - Whenever the Policy of Appointment and Succession of Administrators imposes additional requirements to those set out in the applicable laws for the Board of Directors and Board of Officers members, such requirements shall be submitted to deliberation by the General Shareholders Meeting.

**Installation**

**Art. 12.** The members of Management bodies will take office upon signing the related statements in the book of minutes of the Board of Directors, Executive Board, or of the Board of Officers, as the case may be no later than thirty (30) days as of the date of election or appointment.

**Paragraph 1** - Those elected for Management bodies shall take office whether they pledge a collateral or not.

**Paragraph 2** - The related instrument of investiture mentioned in the head shall contemplate subjection to the arbitration clause referred to in article 55 of these Bylaws, in accordance with the B3's Novo Mercado Regulation.

**Impediments and prohibitions**

**Art. 13.** In addition to those impeded or forbidden by Law # 6,404/1976, Law # 13,303/2016 and the respective regulatory Decree, other application rules, by the Policy of Appointment and Succession of Administrators of the Bank, the following persons cannot be admitted to or remain in management bodies and advisory committees of the Boards of Directors:

**I.** those who are delinquent in relation to the Bank or who have caused losses to it not yet recovered;

**II.** those who hold the control of significant interest in the capital stock of companies that are delinquent in relation to the Bank or that have caused losses not yet recovered, this impediment being extended to those who have taken management offices in companies in this same situation during the year immediately prior to the election or appointment date;

**III.** those who are prevented by special law or convicted for bankruptcy offense, and crime of tax evasion, prevarication, corruption, extortion, embezzlement, against the popular economy, property, or the National Financing System, laundering or concealment of properties, rights and values, against the government or against bidding, for acts of administrative misconduct, or convicted a criminal sentence that prevents, even though for a short time only, access to public office.

**IV.** those who are or have been partners or shareholders that hold controlling interest or participate in the control or with significant influence on the control, managers of

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representatives of a corporation convicted for harmful acts to the national or foreign government, regarding the facts occurred during their participation and subject to their scope of action.

**V.** those declared unfit for taking management offices in institutions authorized to operate by the Brazilian Central Bank or in others requiring authorization, control, and oversight from direct or indirect Public Administration bodies and entities, including private pension plan entities, insurance companies, capitalization companies and listed companies;

**VI.** those who are defending themselves, as individuals or legal entity's controller or manager, in claims related to protest of notes, judicial collection, issuance of check returned for lack of funds, delinquency and other analogous events or circumstances;

**VII.** those declared bankrupt or insolvent;

**VIII.** those that hold controlling interest or participate in the management of the legal entity in judicial or extrajudicial recovery, bankrupt or insolvent legal entity, in the five-year period prior to the date of election or appointment except in the capacity of trustee, administrative receiver or judicial trustee;

**IX.** partner, ascendant, descendant, or collateral kin or similar, up to the third kindred, of a spouse or partner of a member of the Board of Directors or Executive Board.

**X.** those that occupy positions at companies that can be considered competitors in the market, especially on advisory boards, boards of directors or Supervisory Boards, or in committees bound to the Board of Directors, and those that have an interest conflicting with the Bank, unless released by the Meeting.

**Paragraph 1** - Candidature to an elective public term of office is incompatible with participation in the Bank's management bodies, whereas the interested party shall apply for his or her suspension from office, under penalty of losing the position, the moment his or her intention to apply as a candidate becomes public.

**Paragraph 2** - During the period of suspension from office there will be no remuneration due to the member of the management body, who will lose the position as from the date of registration of the candidature.

**Art.14.** The members of the management bodies are prohibited from intervening in the study, deferral, control, or settlement of any operation in which:

**I.** companies in which they hold controlling interest or ownership interest, or in which their spouses or collateral kin or similar, up to the third kindred, hold above ten percent (10%) or more of the capital are directly or indirectly interested;

**II.** they have interest conflicting with that of the Bank.

**Sole Paragraph.** The impediment referred to in subsection I herein also applies when dealing with a company in which they occupy or have occupied six (6) months prior to installation at the Bank an administrative post.

### Loss of position

**Art. 15.** The following events shall entail loss of office:

**I.** except for force majeure or fortuitous event, a member of the Board of Directors who fails to attend, with or without justification, three (3) consecutive annual meetings or four (4) alternate annual meetings during its term of office; and,

**II.** a member of the Executive Board who is absent, without authorization, for more than thirty (30) days.

**Compensation**

**Art. 16.** The compensation for the members of the Administrative bodies will be annually fixed by the General Shareholders Meeting, observing law provisions, and the remainder applicable laws.

**Paragraph 1** - In years in which mandatory dividends are paid to shareholders and profit sharing are paid to employees, the General Shareholders Meeting may decide to pay profit sharing to Executive Board members, provided that the total amount does not exceed the total annual compensation of such members nor one tenth of profits (article 152, Paragraph 1, Law # 6,404/1976), whichever is lower.

**Paragraph 2** - The proposal of remuneration to the members of administration bodies will follow the principles set forth by the Policy of Remuneration of the Banco do Brasil Administrators in the best interest of the company.

**Disclosure and other requirements**

**Art. 17.** Without prejudice to the prohibitions and self-regulation procedures laid down in the standards and regulations, as well as on the Bank's specific policy on the negotiation of securities issued by it, the members of the Board of Directors, Executive Board and of any bodies with technical or advisory functions entrusted to them by the company's bylaws must:

I. notify the Bank and the CVM - Brazilian Securities Commission:

a) until the first business day after installment in the position, the quantity, and characteristics of the securities or derivatives that they own, directly or indirectly, issued by the Bank, by its subsidiaries, in addition to those owned by their respective spouses of which they are not judicially or extra-judicially separated, partners and any dependents included in the annual income tax return;

b) the trading of the securities referred to in sub-item (a) of this item until the fifth day after the negotiation.

II. restrict their trading with securities referred to in Paragraph "a" of the item I in this article in accordance with the requirements of the Bank's specific policy of trading of securities issued by it.

**Section II - Board of Directors****Composition and term of office**

**Art. 18.** The Board of Directors, an independent body of joint decision, will be composed of natural people elected at General Shareholders Meeting and dismissed by it, and shall have eight (8) members who shall serve for a unified term of two (2) years, including one (1) Chairman and one (1) Vice Chairman, being allowed up to three (3) consecutive reelections.

**Paragraph 1** - The term of office will last up to the installation of the new members.

**Paragraph 2** - The minority shareholders are guaranteed the right to elect, two (2) members to the Board of Directors by separate voting. In the event of the adoption of the multiple voting process, the provisions of article 19 of these Bylaws shall be complied with.

**Paragraph 3** - The Federal Government will submit to the General Shareholders Meeting approval the appointment of six (6) members to the Board, among them:

I. the President of the Bank;

II. 3 (three) members appointed by the Ministry of Finance;

III. 1 (one) member appointed by the Minister of State for Management and Innovation in Public Services; and



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**IV.** one (1) representative elected by employees of Banco do Brasil S.A., as provided for in Paragraph 4 of this article.

**Paragraph 4** - The representative of employees will be chosen by direct voting of his/her pairs, among the Company's active employees, in an organized election regulated by the Bank, along with union entities that represent them, in conformity with requirements and procedures provided for in the law and the provisions of Paragraphs 5 and 6 of these articles.

**Paragraph 5** - To exercise its role, the Director which represents the employees is subject to all the criteria, requirements and prohibitions provided by law, in the regulation and in these Bylaws.

**Paragraph 6** - Without prejudice to prohibitions provided for in article 13 and 14 of these Bylaws, the representative Director of the employees will not take part in discussions and decisions on matters that involve unions relations, remuneration, benefits, and advantages, including supplementary pension plans, as well as other matters for which a conflict of interests is characterized.

**Paragraph 7** - The following rules will also be complied with in the composition of the Board of Directors:

**I.** a minimum of 30% (thirty percent) of the members of Board of Directors shall be Independent Directors, as defined in the legislation and in the B3's Novo Mercado Regulation, and the directors elected under the terms of Paragraph 2 of this article shall also be in this condition;

**II.** the capacity of Independent Director will be decided in the General Shareholders Meeting that elects him/her, subject to the provisions of the B3's Novo Mercado Regulation, and on the existing legislation; and

**III.** when, as a result of the observance of the percentage referred to in the sub-item I of this Paragraph, it results in a fractional number of board members, this number shall be rounded off, as follows:

**a)** To the whole number immediately higher, when fraction is equal to or higher than 0.5 (five tenths); and

**b)** To the whole number immediately lower when the fraction is lower than 0.5 (five tenths).

**IV.** The Minister of Finance will appoint the independent members of the Board of Directors, if the other shareholders fail in doing so, in order to ensure the percentage provided for in subitem I of this paragraph.

**Paragraph 8** - When the deadline provided for in the caput, the member will only be allowed to resume the Board of Directors after a period equivalent to a term of office has span.

**Paragraph 9** - The Chairman and Vice-Chairman of the Board of Directors will be chosen by the Board itself, pursuant to the existing law, as provided in Paragraph 3 of article 11 of this Bylaws.

**Paragraph 10** - After the end of the term of office, former members of the Board of Directors are subject to the impediments provided for in paragraph 7 of article 24 of this Bylaws, observing, where applicable, paragraphs 8 to 13 of the same article.

**Multiple vote**

**Art. 19.** Should they comply with the minimum percentage set out by the CVM, the minority shareholders shall submit a written request to the President of the Board of Directors of the Bank up to 48 hours before the General Shareholders Meeting for the adoption of the multiple voting process to elect members to the Board of Directors.

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**Sole Paragraph** - With the multiple vote adopted, at the General Shareholders' Meeting, the following rules apply:

I. for all intents and purposes, the vacancy allocated to the representative elected by the employees, pursuant to article 18, paragraph 4, of these Bylaws, shall not be taken into account.

II. minority shareholders shall be guaranteed the right to elect one (1) member of the Board of Directors, by means of a separate vote, in lieu of the prerogatives of paragraph 2 of article 18 of these Bylaws.

III. the remaining six (6) vacancies on the Board of Directors will be subject to the multiple voting process, provided that:

a) the shares used in the separate voting process cannot be used in the multiple voting process.

b) the panel conducting the General Shareholders Meeting shall inform in advance to shareholders, considering the Attendance Book, the number of votes required to elect each member to the Board of Directors.

c) shareholders may cumulate votes for the same candidate or distribute them among several;

d) if the multiple voting process is adopted, in addition to the separate vote, the controlling shareholder is guaranteed the right to elect the same number of directors as those elected by the minority shareholders, plus one (1) member, regardless of the number of members established in the caput of article 18 of these Bylaws; and

e) a record will be kept with the identification of the shareholders that exercise the prerogative referred to item II of this sole paragraph.

### **Vacancy and replacements**

**Art. 20.** Except for the hypothesis of dismissal of a member of the Board of Directors elected by the multiple vote process, when there is a Board member position vacant, remaining members will nominate an alternate to serve until the next General Shareholders Meeting observing the provisions of impairments, prohibitions and membership of articles 11, 13 and 18 herein. If the majority of positions are vacant, whether or not occupied by appointed substitutes, the General Shareholders Meeting will be convened to hold a new election.

**Sole Paragraph.** The Chairman of the Board will be replaced by the Vice Chairman and, in the latter's absence, by another director appointed by the Chairman. In case of vacancy, the replacement will continue until the choice of the new incumbent of the Board, which shall occur at the first subsequent meeting of the Board of Directors.

### **Duties**

**Art. 21.** Among the competencies defined by Laws # 6,404/1976, Law # 13,303/2016 and the regulatory Decree, remainder application rules and its Internal Regulation, the Board of Directors has the following duties:

I. approve the policies, Code of Ethics, Annual Chart of Public Policies and Corporate Governance, the Report on the Brazilian Corporate Governance, Regulations on Tendering, Corporate Strategies, Investment Plan, Master Plan and General Budget of the Bank, the Management Report and the Compliance Program;

II. decide on:

a) distribution of interim dividends, including to the account of retained earnings or of revenue reserves existing in the last annual or semi-annual balance sheet;

b) payment of interest on own capital;

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- c) acquisition of its own shares, on a temporary basis;
  - d) holdings of the Bank in companies, in the country and abroad;
  - e) fundraising through instruments eligible to the core capital; and
  - f) change of values defined in items I and II of article 29 of Law # 13,303/2016.
- III. approve, at least on a quarterly basis, the accounting statements, and other financial statements, with no damage to the work of the Supervisory Board;
- IV. express opinion about the proposals to be submitted to the shareholders' decision during the Meeting;
- V. supervise the risks management systems and internal controls;
- VI. define subjects and values to its own decision scope and that of the Executive Board, upon proposal by the Board of Officers.
- VII. identify the existence of properties that are not of the Bank's own use and evaluate the need for keeping these, according to the information provided by the Board of Officers.
- VIII. define the duties of the Internal Audit department, regulate its operation and appoint and dismiss its head;
- IX. choose and remove the independent auditors, whose names may be subject to appropriately grounded veto of the member(s) of the Board elected pursuant to articles 18, paragraph 2, and 19, sole paragraph, item II, of these Bylaws, if any;
- X. fix the number and elect the members of the Executive Board, define its duties, and supervise their managerial performance, in compliance with article 24 of these Bylaws and the provisions of article 21 of Law # 4,595/1964;
- XI. approve its Internal Rule and decide on the creation, discontinuation, and operation of non-statutory advisory committees within the sphere of the actual Board of Directors;
- XII. approve the Internal Rules of the advisory committees bound to it;
- XIII. decide on the profit sharing or gain sharing of the Bank's employees;
- XIV. present the General Shareholders Meeting with a triple list of specialized companies to determine the fair price of the company, for the purposes provided for in the Paragraph 1 of article 10;
- XV. establish a profitability target that guarantees the adequate remuneration of own capital;
- XVI. elect and dismiss the members of committees within the sphere of the actual Board;
- XVII. formally appraise at least at the end of each year, its own performance, that of the President of the Bank, the Executive Board, the Executive Secretariat, the committees linked to it and of the General Auditor;
- XVIII. formally express its position upon performance of public offerings for the acquisition of shares issued by the Bank;
- XIX. decide on the omissions in these Bylaws, restricted to issues of strategic nature under its competence; and
- XX. approve the terms and conditions of the Indemnity Contracts eventually entered by the Bank, observing the provision of article 58 of this Bylaws.

**Paragraph 1** - The Bank's corporate strategy will be fixed for a period of five (5) years and shall be reviewed annually. The Investments Plan will be fixed for the following year.

**Paragraph 2** - To advise the Board of Directors in its decisions, the proposals of establishment of duties and of regulation of the operation of the Internal Audit department, referred to in

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subsection VIII, shall contain a prior opinion from the technical areas involved and from the Audit Committee.

**Paragraph 3** - the supervision of the managerial performance of the members of the Executive Board, referred to in sub-item X of this article, may be exercised individually by any board member, who will have access to the Bank's books and papers and to information about the contracts signed or in the process of being signed and any other acts that he considers necessary for the performance of his role, and may request them, ensured the availability of documents and information to the other members of the Board. The arrangements arising therefrom, including proposals for hiring of external professionals, will be submitted to the decision of the Board of Directors.

**Paragraph 4** - The favorable opinion or misgivings referred to in section XVIII shall be by means of a reasoned prior opinion, aimed at the shares issued by the Bank, released within up to fifteen (15) days from the publication of the notice of the public share offering, and addressing, at least:

I. the convenience and opportunity of publicly offering shares in relation to the interests of the Bank and of the shareholders set, including as regards price and potential impacts on the liquidity of shares;

II. the repercussions of the public offer of share purchase on the Bank's interests;

III. the strategic plans disseminated by the bidder regarding the Bank;

IV. the alternatives to accept the public offer to purchase shares available in the market;

V. other issues the Board of Directors deems pertinent, as well as the information required by the applicable rules set forth by the Securities and Exchange Commission (Comissão de Valores Mobiliários - CVM);

VI. warn to shareholders responsible for the final decision about the acceptance of the public offer of shares purchase.

**Paragraph 5** - For managers and members of committees, the performance appraisal process referred to in item XVII of this article will be both individual and collective, according to the procedures previously defined by the Board of Directors and should be appraised as provide for by law.

**Operation**

**Art. 22.** The Board of Directors shall meet with the attendance of at least the majority of its members in office:

I. ordinarily, at least eight (8) times a year; and

II. extraordinarily, whenever it is convened by its Chairman, or at the request of at least two (2) board members.

**Paragraph 1** - The meetings of the Board of Directors shall be called by its Chairman.

**Paragraph 2** - Extraordinary meetings requested by directors, as provided for in item II of this article, shall be called by the Chairman over the seven (7) days subsequent to the request. In the event the Chairman has not called it over this period, any director may do so.

**Paragraph 3** - The resolutions of the Board of Directors are taken by majority of votes, being necessary:

I. the favorable vote of five (5) Directors for the approval of the subject matters addressed by subsections I, VIII, IX and XI of article 21; or

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II. the favorable vote of the majority of board members present, for the approval of the other subject matters, with the vote of the Chairman of the Board, or of his or her substitute in the performance of roles, prevailing in case of a tie.

**Paragraph 4** - From time to time, the directors are allowed to take part in the meeting, by phone, teleconference or other media capable of guaranteeing effective participation and the authenticity of their vote, which will be considered valid for all legal intents and purposes and incorporated to the minutes of said meeting.

**Paragraph 5** - During the Board of Directors meetings, any member not unrelated to the matter under discussion must manifest their conflict of interests or private interest, and abstain from participating in the discussions and deliberations, subject to the provisions of the Internal Regulations.

**Paragraph 6** - If the provision set forth in Paragraph 5 above is not observed, any other participant of the meeting may manifest the conflict, should the person be aware of it, and the Board of Directors must discuss the event pursuant to its Bylaws, and the applicable laws.

### Appraisal

**Art. 23.** The Board of Directors will perform an annual formal appraisal of its performance.

**Paragraph 1** - The appraisal process mentioned in the caput of this article will be carried out according to procedures previously defined by the Board of Directors itself and that shall be described in its Internal Rule.

**Paragraph 2** - It will be incumbent upon the Chairman of the Board to conduct the appraisal process.

### Section III - Executive Board

#### Composition and term of office

**Art. 24.** The Bank's management will be the responsibility of the Executive Board which will have between ten (10) and thirty-seven (37) members, as follows:

- I. the President of the Bank, appointed and dismissed at the discretion of the President of the Republic, as set forth in the law;
- II. up to nine (9) Vice Presidents elected as set forth in the law; and
- III. up to twenty-seven (27) Officers elected as set forth in the law.

**Paragraph 1** - Within the Executive Board, the President and Vice Presidents shall form the Board of Officers.

**Paragraph 2** - The position of Officer is peculiar to active employees of the Bank.

**Paragraph 3** - Those elected to the Executive Board will have a unified 2-year term of office, being allowed up to three (3) consecutive reelections observing, in addition to the provisions of Law and other applicable rules, that:

- I. the election of a member to work in another area of the Executive Board is not considered reelection;
- II. after election, the management period will last up to the investiture of the new members.
- III. if the term provided for in this Paragraph 3 is reached, the return of the member to the same area of the Executive Board will only occur after a period equivalent to one term of office is span.

**Paragraph 4** - In addition to the requirements provided for in articles 11 and 13 of these bylaws, a requirement to hold office in the Bank Executive Board of Directors is to hold a

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university degree and, in the last five (5) years, have at for at least two (2) years leadership or high management offices in:

- I. business society part of the Brazilian Financial System; or
- II. business society whose activities are governed or supervised by the Brazilian Central Bank, by the Securities and Exchange Commission or by the Private Insurances Superintendence; or
- III. entities bound to the Banco do Brasil S.A., comprising its directly or indirectly controlled and colligated companies, or companies directly or indirectly administered or sponsored by it, as well as its foundations; or
- IV. business society performing activities similar to the duties of the office to which the person was appointed; or
- V. public administration body or entity performing activities similar to the duties of the office to which the person was appointed; or,

**Paragraph 5** - To the hypotheses object of sub-items I, II and IV of paragraph 4 of this article, the business society must evidence share capital equal to or higher than 1% (one percent) of the share capital of Banco do Brasil S.A.

**Paragraph 6** - Excepting, in relation to the conditions provided for in subsections I to V of Paragraph 4 of this article:

- I. Active members of the Bank Board of Directors; or,
- II. former administrators who held for more than five (5) years office as statutory Executive Officer or CEO in other institutions of the Brazilian Financial System, observing the provisions of paragraph 5 of this article.

**Paragraph 7** - Once the term of office has come to an end, former members of the Executive Board are prevented, for a period of six (6) months from the end of the term of office, if a longer period is not set in the regulations, from:

- I. pursuing activities or rendering any service to competing companies or entities that compete with the companies from the Banco do Brasil Group;
- II. accepting the position of director or board member, or establishing a professional relationship with an individual or legal entity with whom or which they have maintained a direct and relevant official relationship in the six (6) months prior to the end of the term of office, if a longer period is not set in the regulations; and
- III. sponsoring, directly or indirectly, interested of an individual or legal entity, before an agency or entity of the Federal Public Administration with whom or which They have maintained a direct and relevant official relationship in the six (6) months prior to the end of the term of office if a longer period is not set in the regulations.

**Paragraph 8** - During the period of impediment object of Paragraph 7 of this article, former members of the Executive Board are entitled to compensatory remuneration equivalent to that of the position that They held on this body, in compliance with the provisions of Paragraph 9 of this article.

**Paragraph 9** - Former members of the Board of Officers that are not on the Bank's staff who, in compliance to Paragraph 8 of this article, opt to resume, prior to the end of the period of impediment, the performance of the permanent or high-level job or duty, which they held in public or private administration prior to their investiture, shall not be entitled to the compensatory remuneration referred to in Paragraph 7 of this article.

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**Paragraph 10** - Once the management has finished, the former members of the Executive Board originating from the Bank's staff are subject to the internal rules applicable to all the employees, in compliance with the provisions of Paragraph 8 of this article.

**Paragraph 11** - Unless released by the Board of Directors, as set forth in Paragraph 13, the non-performance of the obligation referred to in Paragraph 7, implies, besides loss of compensatory remuneration established in Paragraph 8, the return of the amount already received for this purpose and the payment of a fine of twenty percent (20%) of the total compensatory remuneration that would be due in the period without prejudice to the redress of damages possibly caused thereby.

**Paragraph 12** - The configuration of impairment situation depends on previous manifestation by the Commission of Public Ethics of the Presidency of the Republic.

**Paragraph 13** - The Board of Directors may, upon request from the former member of the Executive Board, release him from the performance of the obligation provided for in Paragraph 7, without prejudice to the other legal obligations to which this individual is subject. In this case, the payment of the compensatory remuneration alluded to in Paragraph 8, as of date on which the application is received, is not due.

### Prohibitions

**Art. 25.** The position of a member of the Executive Board requires full time dedication, and its members are prohibited, under penalty of losing their position, from exercising any activity in other companies with profit purposes, except:

- I. In subsidiary or controlled companies of the Bank, or in companies in which the Bank holds direct or indirect interest, pursuant to Paragraph 1 of this article; or
- II. in other companies, as assigned by the President of the Republic, or with prior and express authorization from the Board of Directors.

**Paragraph 1** - Further, any Executive Board member is not allowed to exercise any activity in an institution or company related to the Bank whose objective is asset management, except in the capacity of a Board of Directors.

**Paragraph 2** - For the purposes of the previous Paragraph provisions, the institutions or companies related to the Bank are those that meet such definition set out by the National Monetary Council.

### Leaves of Absence, Vacancy and Replacements

**Art. 26.** Without impairing to other applicable authorizations, under the terms of the applicable legislation, leaves of absence of up to thirty (30) days will be granted:

- I. to the Vice Presidents and Officers, by the President of the Bank; and
- II. to the President of the Bank, by the Board of Directors.

**Paragraph 1** - Leaves of absence exceeding the period set out in the caput, in cases of maternity, paternity, adoption, and health treatment, for Vice Presidents and Officers, will be granted by the Board of Officers, in accordance with the provisions of the Internal Regulations of that Collegiate Body.

**Paragraph 2** - The individual duties of the Bank's President will be performed, during his/her absences:

- I. up to thirty (30) consecutive days by one of the Vice Presidents assigned by him/her; and,
- II. over thirty (30) consecutive days, by whoever, as provided for by law, is temporarily appointed by the President of the Republic.

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**Paragraph 3** - In the event of a vacancy, the President position will be taken, until its successor takes office, by the Vice President appointed by the Board of Directors.

**Paragraph 4** - The individual duties of the Vice Presidents and of the Officers will be performed on a temporary basis by another Vice President or Officer, respectively, in cases of leaves of absence, and in that of vacancy, upon appointment of the President.

**Paragraph 5** - The temporary nature referred to in Paragraph 4 of this article shall be exercised until the date of return of the absent Executive Board member, in cases of leaves of absence, or until the election of a new member by the Board of Directors in cases of vacancy.

**Paragraph 6** - In the hypotheses provided for in Paragraphs 1 to 5 of this article, the Vice president or Director will accumulate his/her functions with those of the President, Vice President or Director, as assigned, without increase in remuneration.

**Paragraph 7** - The accumulation of functions by the Vice-President or Director does not imply the accumulation of the right to vote in the decisions of collegiate bodies in which he/she participates.

**Representation and constitution of representatives**

**Art. 27.** The judicial and extrajudicial representation and the constitution of proxies of the Bank are incumbent, individually, upon the President or any of the Vice Presidents and, within the limits of their duties and powers, upon the Officers. The grant of writ of mandate is incumbent upon the President, the Vice Presidents and the Legal Officer.

**Paragraph 1** - The power of attorney shall state the acts or operations that shall be carried out as long as it is effective and may be separately conferred by any member of the Executive Board, pursuant to the provisions of Paragraph 2 of article 29 of these Bylaws. The power of attorney may be valid for an indefinite term.

**Paragraph 2** - Power of attorneys shall remain valid even though its signatory retires from the Bank's Executive Board, except if such document is expressly revoked.

**Duties of the Executive Board**

**Art. 28.** It is incumbent upon the Executive Board to comply and enforce compliance with these Bylaws, the decisions of the General Shareholders Meeting and of the Board of Directors and to perform the duties defined therefore by this Board, always observing the principles of good banking technique and good practices of corporate governance, in addition to the provisions of Law # 6404/1976, Law # 13,303/2016 and the respective regulatory Decree, other applicable rules and its Bylaws.

**Competences of the Board of Officers**

**Art. 29.** The following are competences of the Board of Officers:

**I.** to submit to the Board of Directors proposals for its decision, especially about the matters listed in subsections I, II, XII and XIII of article 21 of these Bylaws;

**II.** to enforce execution of the Policies, the Corporate Strategy, the Investment Plan, the Master Plan and the General Budget of the Bank;

**III.** to approve and enforce execution of the Work Agreement;

**IV.** to approve and ensure the execution of the allocation of funds to operating activities and for investments;

**V.** to authorize the disposal of items of the non-current assets, the recording of actual burden, the granting of collaterals for third-party liabilities, the waiver of rights, the transaction and the business rebate, with option of granting these powers with express limitation;





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- VI.** to decide on the career plans, salaries, advantages and benefits, and approve the Personnel Rules of the Bank, observing the legislation in force;
- VII.** to distribute and apply profits, as approved at the General Meeting or by the Board of Directors, observing the legislation in force;
- VIII.** to decide on the creation, installation and suppression of branches or agencies, offices, premises and other points of service in Brazil and abroad, with option of granting these powers with express limitation;
- IX.** to approve its own Internal Rule and the Executive Boards' Internal Rule;
- X.** to decide on the internal organization of the Bank, the administrative structure of the directorates remainder units and the creation, discontinuation and functioning of committees in the sphere of the Executive Board;
- XI.** to fix the levels of authority of the Executive Board and of its members and the duties and levels of authority of the committees and of the administrative units, of the regional bodies, of the distribution networks and of the other bodies of the internal structure, besides those of the Bank employees, allowing the granting of these powers with express limitation;
- XII.** to authorize, provided that the security and proper compensation in each case has been formerly verified, the granting of loans to social assistance entities and to communication companies, as well as the financing of public service work, with option of granting these powers with express limitation;
- XIII.** to decide on the granting of contributions for social purposes to foundations created by the Bank, limited, every year, to 5% (five per cent) of the operating result;
- XIV.** to approve the criteria for selection and appointment of directors, executive officers and committee members, observing the applicable legal and regulatory provisions, to compose the boards, executive boards and committees of companies and institutions in which the Bank, its subsidiaries, controlled or affiliated companies participate or have right to indicate a representative; and
- XV.** to decide on situations not included in the assignments of another management body and on extraordinary cases within its competence.

**Paragraph 1** - Board of Officers' decisions bind the entire Executive Board.

**Paragraph 2** - The grants of powers provided for in subsections V, VIII, X and XI of this article, when designed to produce effects before third parties, will be formalized by means of a power of attorney signed by the President and one (1) Vice President or by two (2) Vice Presidents.

### **Individual duties of the members of the Executive Board**

**Art. 30.** Each Executive Board member shall comply with and cause compliance with these bylaws, the resolutions of General Meetings and Board of Directors' meeting and joint decisions of the Board of Officers and the instructions by the Executive Board, as well as assess the recommendations by the Supervisory Board, observing the principles of good banking practices and good corporate governance practices, as well as the provisions of Law # 6,404/1976, Law # 13,303/2016 and the respective Ruling decree, other applicable rules, and its Bylaws. They also have the following duties:

**I.** of the President:

- a)** to call and preside the meetings of the Board of Officers and of the Executive Board and supervise their performance;
- b)** to propose to the Board of Directors the number of members of the Executive Board, indicating for election the names of the Vice Presidents and Executive Officers;

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c) to propose to the Board of Directors the assignments of the Vice Presidents and Executive Officers, as well as any possible change;

d) to supervise and coordinate the work and activity of the Vice Presidents, of the Officers and heads of units that are under his direct supervision;

e) to appoint, remove, assign, promote, commission, punish and dismiss employees, with the ability to grant these powers with express limitation;

f) to appoint, among the Vice Presidents, a coordinator with the purpose of convening and presiding over the meetings of the Management Board and of the Executive Board in his/her absence or impediment.

g) to authorize leaves of absences up to 30 days to the Vice Presidents and Directors, as well as to define who is responsible for the temporary exercise of the duties of the absent member and may grant these powers with expressed limitation.

#### II. of each Vice President:

a) administer, supervise and coordinate the areas that are assigned thereto and the performance of the Officers and Units that are under his/her direct supervision;

b) coordinate the meetings of the Executive Officers and of the Executive Board, when requested by the Chairman;

#### III. of each Officer:

a) manage, oversee and coordinate the activities of the executive office and units under his or her responsibility;

b) advise on works of the Management Board, in the sphere of the respective attributions; and

c) execute other tasks that are assigned thereto by the member of the Management Board to whom s/he is related.

**Paragraph 1** - The Coordinator assigned by the President to summon and chair Board of Directors' and Executive Board's meetings will not pass a quality vote while exercising this function.

### Operation

**Art. 31.** The operation of the Executive Board and of the Board of Officers will be regulated by means of their internal regulations, in compliance with this article.

**Paragraph 1** - The Executive Board shall meet on a regular basis once every three (3) months and on extraordinary basis whenever convened by the Bank's President or by the Coordinator designated by it.

**Paragraph 2** - The Board of Officers:

I. is the body that takes joint resolutions and meet on a regular basis at least twice a month and extraordinarily, whenever convened by the President or by the Coordinator designated hereby, requiring, in any case, the presence of at least the majority of its members;

II. the decisions require at least, the approval of the majority of members present; in case of a tie, the vote of the President will prevail; and

III. once a decision is made, the Board of Officers members shall take measures to implement it;

**Paragraph 3** - The Board of Officers shall be assisted by an executive secretariat, the President being responsible for assigning its holder.

**Paragraph 4** - During the meetings of the Board of Officers and Executive Board, any member that is not independent regarding the matter under discussion, must manifest his/her conflict

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of interests or private interest, and abstain from participating in the discussions and deliberations, subject to the provisions of the Internal Regulations.

**Paragraph 5** - Should the provision in Paragraph 4 above be not observed, any other person attending the meeting and aware about the conflict can manifest the conflict, and the Board of Officers or Executive Board, as the case may be, must discuss the conflict pursuant to its Internal Bylaws and the applicable law.

**Section IV - Segregation of Duties**

**Art. 32.** Management bodies must, within their respective duties, follow the following duty segregation rules:

I. The executive offices or units responsible for functions related to corporate risk management and to internal controls cannot be under the direct oversight of the Vice President to whom the executive offices or units responsible in charge of business activities are bound.

II. The executive offices or units responsible for risk assessment cannot be under the direct oversight of the Vice President to whom the Executive Officer of units responsible for credit granting or guarantee pledging is bound, except for the credit recovery cases; and

III. Vice Presidents, Executive Officers or any party responsible for the management of the Bank's own assets cannot manage the assets of third parties.

**Section V - Committee with Board of Directors****Audit committee**

**Art. 33.** The Audit Committee, with the prerogatives, attributions and functions assigned by the Law # 13,303/2016 and respective regulatory Decree, other applicable rules and its Internal Regulations, will be formed by no less than three (3) and no more than five (5) members, all independent, with 3-year annual terms respecting the rule that the substitution of all members should not occur simultaneously.

**Paragraph 1** - Members can be reelected one (1) single time, complying with the following conditions:

I. up to 1/3 (one third) of the Audit Committee members are eligible to be reelected for the 3year term of office;

II. the remaining Audit Committee members are eligible to be reelected for the 2-year term of office.

**Paragraph 2** - The members of the Audit Committee will be elected by the Board of Directors, in compliance with the provisions of these Bylaws, the applicable laws and regulations, minimum conditions of eligibility, and prohibitions to hold the duties provided for in the Policy of Appointment and Succession of Administrators of the Bank, as well as the following criteria:

I. at least one (1) member shall be chosen among those appointed by the members of the Board of Directors elected by the minority shareholders;

II. the other members shall be chosen by the Board of Directors, appointed by the Federal Government;

III. the members must have proven knowledge and professional experience in the areas of the Committee's activities.

IV. at least 1 (one) of the members must have proven knowledge and experience in the area of corporate accounting; and

V. at least one (1) of the members shall have an Independent Board of Director member, as defined in article 18, paragraph 7, Item I of these Bylaws.

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**Paragraph 3** - The same member may accumulate the characteristics referred to in items IV and V of paragraph 2 of this article.

**Paragraph 4** - The Audit Committee member may Only participate in the Audit Committee again after a minimum period of three (3) years has lapsed since the end of the previous term of office, observing the provisions of Paragraph 1 herein.

**Paragraph 5** - The role of Audit Committee member is not delegable.

**Paragraph 6** - A member of the Audit Committee that fails to appear, with or without justification, at three (3) consecutive ordinary meetings or at four (4) alternate meetings in the period of twelve (12) months will be removed from office, except in cases of force majeure or acts of God, and at any time, by decision of the Board of Directors.

**Paragraph 7** - The Audit Committee is a permanent body in charge of advising the Board of Directors regarding the performance of its auditing and supervising duties.

**Paragraph 8** - The Audit Committee is in charge of permanently supervising the activities and appraising the works by the independent audit, and also performs its duties and responsibilities before the controlled companies that adopt the unified Audit Committee regime.

**Paragraph 9** - Moreover, the Audit Committee is tasked with the duty, is also responsible for other duties established in current legislation and in its Internal Regulation:

- I. monitoring and appraising the internal audit activities;
- II. valuate and monitor the Bank's exposure to risks in cooperation with the Committee of Risks and Capital;
- III. monitor the accounting practices and information transparency;
- IV. as well as advise the Board of Directors on the decisions about matters under its competence, notably those related with the Bank management supervision and strict compliance with the principles and rules of conformity, corporate accountability and governance;
- V. assess the quarterly information, interim statements and financial statements;
- VI. monitor the activities of the Company's Internal Control Area;
- VII. give an opinion on the hiring and dismissal of independent audit services; and
- VIII. assess, monitor and recommend to management the correction or improvement of the company's internal Policies, including the Policy on Transactions with Related Parties, within its scope of action.

**Paragraph 10** - The Audit Committee shall have a Coordinator chosen by the Board of Directors and its duties shall be set out in the Committee's Internal Regulation.

**Paragraph 11** - The operation of the Audit Committee will be regulated through its Internal Rules, observing that:

I. it will meet at least quarterly with the Board of Officers, with the Internal Audit Department and with the Independent Auditors, jointly or separately, at its sole discretion; and with the Board of Directors or Supervisory Board whenever requested by them, in order to discuss policies, practices and procedures identified in the scope of their respective competences, and so that accounting information can always be appraised before disclosure.

II. the Audit Committee shall hold at least four (4) Monthly meetings, and may invite the following individuals to take part, without the right to vote:

- a) Supervisory Board members and the Committee Risk and Capital members;

- b) The incumbent and other representatives of the Internal Audit; and
- c) Any member of the Executive Officers' Board or employees of the Bank.

**Paragraph 12** - The remuneration of the members of the Audit Committee, to be defined by the General Shareholders Meeting, will be compatible with the work plan approved by the Board of Directors, observing that:

I. the remuneration of the Committee members will be no higher than the average fee received by the Officers,

II. in the case of public officials, their remuneration for participation in the Audit Committee will be subject to the provisions established in the pertinent legislation and regulation;

III. the members of the Audit Committee that are also members of the Board of Directors or other advisory committees to that Board shall receive remuneration only from Audit Committee.

**Paragraph 13** - At the end of the term of office, the former members of the Audit Committee are subject to the impediments provided for in Paragraph 7 of article 24 of this Bylaws, in compliance with Paragraphs 8 to 13 of the same article if applicable.

**Paragraph 14** - The Audit Committee will have channels to receive denouncements, including secret ones, internal and external to the Bank, on matters related to the scope of its activities, as established in the proper instrument.

**Paragraph 15** - The members of the Audit Committee will be sworn in the office regardless the signature of the instrument of investiture, as of the date of the respective election.

#### **Humans, Eligibility, Succession and Remuneration Committee**

**Art. 34.** The Humans, Eligibility, Succession and Remuneration Committee, whose prerogatives, duties and responsibilities are provided for by the Law # 13,303/2016 and respective regulatory Decree, other applicable rules and its Internal Regulations, shall be composed of no less than three (3) and no more than five (5) members, who will serve for a 2-year term of office, which can be extended for no longer than three (3) consecutive times, pursuant to the rules in force.

**Paragraph 1** - The members of the Humans, Eligibility, Succession and Remuneration Committee will be elected by the Board of Directors, in compliance with the provisions of these Bylaws, complying with the minimum requirements of eligibility and prohibitions to hold the duties provided for in the Policy of Appointment and Succession of Administrators of the Bank and the applicable rules, as well as the provisions herein and in the Internal Regulations.

**Paragraph 2** - At least one of the members of the Humans, Eligibility, Succession and Remuneration Committee shall not be a member of the Board of Directors.

**Paragraph 3** - The members of the Humans, Eligibility, Succession and Remuneration shall possess the qualifications and the experience necessary to independently evaluate the persons management policies, director remuneration policy and the appointment and succession policy.

**Paragraph 4** - A member of the Humans, Eligibility, Succession and Remuneration Committee that fails to appear, with or without justification, at three (3) consecutive meetings or at four (4) alternate meetings in the period of twelve (12) months will be removed from office, except in cases of force majeure or acts of God, and at any time, by decision of the Board of Directors.

**Paragraph 5** – The members may only return to join the Humans, Eligibility, Succession and Remuneration Committee after a period of at least three (3) years of the end of their previous term.

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**Paragraph 6** - The Humans, Eligibility, Succession and Remuneration Committee shall have the following duties, in addition to other provided for by its own legislation:

- I. asses the Bank's persons management policies and practices;
- II. advise the Board of Directors in the establishment of the Persons Management Policy, Remuneration Policy for Directors and the Policy of Appointment and Succession of Administrators of Banco do Brasil;
- III. carry out its duties and take on its responsibilities related to managers' remuneration before companies controlled by Banco do Brasil that choose the practice of a single Remuneration Committee.
- IV. issue opinion to assist the shareholders in the appointment of members of the Board of Directors and of the Supervisory Board regarding the fulfillment of the requirements and inexistence of prohibitions to the respective elections;
- V. to provide an opinion, in order to assist the members of the Board of Directors in the election of members of the Executive Board, of the advisory committees to the Board itself, and in the appointment of the General Auditor and the Ombudsman, regarding the fulfillment of the requirements and the absence of prohibitions for the respective elections and appointments, in accordance with the provisions of article 24, item I, of this Bylaws; and
- VI. check the conformity of the evaluation process and training carried out by managers, members of the advisory committees to the Board of Directors and Supervisory Board members, and the appointment of the General Auditor and the Ombudsman.

**Paragraph 7** - The operation of the Humans, Eligibility, Succession and Remuneration Committee will be regulated by means of its Internal Regulation, approved by the Board of Directors, observing that the Committee will meet:

- I. at a minimum semiannually to evaluate and propose to the Board of Directors the fixed and variable pay of the directors of the Bank and of its subsidiaries that have adopted the single remuneration committee system;
- II. in the first three (3) months of the year to evaluate and propose the annual total amount of pay to be set for the members of the management bodies, to be submitted to the General Shareholders Meetings of the Bank and of the companies that have adopted the single Remuneration Committee system.
- III. convened by the coordinator, to issue opinion about the fulfillment of requirements and inexistence of prohibitions to those nominated to hold office at the administration bodies, the Supervisory Board, advisory committees to the Board of Directors, General Auditor and Ombudsman;
- IV. convened by the coordinator, whenever any of the members deems it necessary, or upon request of one of its members or of Banco do Brasil's Board of Directors.

**Paragraph 8** - The members of the Humans, Eligibility, Succession and Remuneration Committee that are also members of the Board of Directors or other advisory committees to that Board shall not earn any additional remuneration.

**Paragraph 9** - At the end of the term of office, the former members of the Humans, Eligibility, Succession and Remuneration Committee are subject to the impediments provided for in Paragraph 7 of article 24 of the Bylaws, in compliance with Paragraphs 8 to 13 of the same article, if applicable.

**Paragraph 10** - The members of the Humans, Eligibility, Succession and Remuneration Committee will be sworn in the office regardless the signature of the instrument of investiture, as of the date of the respective election.

**Committee of Risks and Capital**

**Art. 35.** The Committee of Risks and Capital, whose duties and obligations are provided for applicable rules and regulations and in its Internal Rules, shall be composed of no less than three (3) and no more than five (5) members with 2-year term of office, being allowed up to three (3) consecutive reelections, pursuant to the existing rules.

**Paragraph 1** - The members of the Committee of Risks and Capital will be elected and dismissed by the Board of Directors in compliance with the minimum conditions of eligibility and prohibitions to exercise the office provided for in the Policy of Appointment and Succession of Administrators of the Bank and applicable rules, as well as provisions of these Bylaws and Internal Rules.

**Paragraph 2** - Following are the duties of the Committee of Risks and Capital, in addition to other duties provided for in the applicable law and its Internal Rules:

- I. advise the Board of Directors regarding the management of risks and of capital;
- II. evaluate and submit to the Board of Directors reports dealing with processes of management of risks and of capital.

**Paragraph 3** - The members of the Committee of Risks and Capital will be sworn in the office regardless the signature of the instrument of investiture, as of the date of the respective election.

**Paragraph 4** - At the end of the term of office, the former members of the Committee of Risks and Capital are subject to the impediments provided for in Paragraph 7 of article 24 of the Bylaws, in compliance with Paragraphs 8 to 13 of the same article if applicable.

**Paragraph 5** - The members of the Risk and Capital Committee who are employees of the Bank or members of the Executive Board will not receive additional compensation.

**Paragraph 6** - The members of the Risk and Capital Committee who are only members of the Board of Directors or of another advisory committee must opt remuneration related to only one of these positions.

**Technology and Innovation Committee**

**Art. 36.** The Technology and Innovation Committee has the prerogatives, duties and tasks provided for in the rules and regulations applicable and its Internal Regulation and shall be composed of no less than three (3) and no more than five (5) members, holding 2-year mandates, with possibility of re-election for three (3) consecutive times, pursuant to the existing rules.

**Paragraph 1** - The members of the Technology and Innovation Committee will be elected and removed by the Board of Directors, complying with the minimum eligibility requirements and prohibitions to hold the office, as provided for in the Policy of Appointment and Succession of Administrators of the Bank, and the applicable rules, in addition to the provisions of these Bylaws and the Internal Regulation, noting that:

- I. at least one (1) member shall be chosen among those appointed by the members of the Board of Directors elected by the minority shareholders;
- II. the other members shall be chosen by the Board of Directors, appointed by the Federal Government;
- III. at least 2 (two) members shall not be members of the Board of Directors of Banco do Brasil; and
- IV. the participation of employees of the Bank is prohibited, except for those who are members of the Board of Directors elected by the employees in accordance with article 18, Paragraph

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4 of this Bylaws, while they are serving their term as a Board Member, if they are appointed as a member of the Committee.

**Paragraph 2** - The Technology and Innovation Committee is tasked with the following duties, in addition to those provided for in the applicable laws and its Internal Regulation:

- I. assess scenarios, technology trends and new business models, as well as their impacts on the consumer's behavior and on the Banco do Brasil businesses;
- II. support the Board of Directors in the discussions about strategies of technology and innovation, and issue opinions and recommendations to support the decisions of that Board;
- III. assess projects, initiatives, and proposals of investment in technology and innovation, issuing recommendations to the Board of Directors; and
- IV. monitor the performance of indicators and strategic actions related to technology and innovation initiatives.

**Paragraph 3** - The members of the Technology and Innovation Committee will be sworn in the office regardless the signature of the instrument of investiture, as of the date of the respective election.

**Paragraph 4** - Members of the Technology and Innovation Committee who are members of the Executive Board will not receive additional compensation.

**Paragraph 5** - Members of the Technology and Innovation Committee who are only members of the Board of Directors or of another advisory committee to the Board of Directors must opt for the compensation relating to only one of the positions.

**Paragraph 6** - At the end of the term of office, the former members of the Technology and Innovation Committee are subject to the impediments provided for in Paragraph 7 of article 24 of the Bylaws, in compliance with Paragraphs 8 to 13 of the same article if applicable.

### **Corporate Sustainability Committee**

**Art. 37.** The Corporate Sustainability Committee, whose duties and obligations are provided for applicable rules and regulations and in its Internal Rules, shall be composed of no less than three (3) and no more than five (5) members, with 2-year term of office, being allowed up to three (3) consecutive reelections.

**Paragraph 1** - The members of the Corporate Sustainability Committee will be elected and removed by the Board of Directors, complying with the minimum eligibility requirements and prohibitions to hold the office, as provided for in the Appointment and Succession Policy of Administrators of the Bank, and the applicable rules, in addition to the provisions of these Bylaws and the Internal Regulation, noting that:

- I. at least one (1) member shall be chosen among those appointed by the members of the Board of Directors elected by the minority shareholders;
- II. the other members shall be chosen by the Board of Directors, appointed by the Federal Government;
- III. at least 2 (two) members shall not be members of the Board of Directors of Banco do Brasil; and
- IV. the participation of employees of the Bank is prohibited, except for those who are members of the Board of Directors elected by the employees in accordance with article 18, Paragraph 4 of this Bylaws, while they are serving their term as a Board Member, if they are appointed as a member of the Committee.

**Paragraph 2** - The Corporate Sustainability Committee is tasked with the following duties, in addition to those provided in its Internal Regulation:



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I. advise the Board of Directors on the incorporation of sustainability in the Company's business strategy and in administrative practices and monitor their evolution;

II. propose and monitor the execution of initiatives that improve the Bank's performance in the social, environmental and climate areas; and

III. evaluate and monitor Bank's sustainable performance and the effectiveness of the actions provided for in Banco do Brasil's Sustainability Plan.

**Paragraph 3** - The members of the Corporate Sustainability Committee will be sworn in the office regardless the signature of the instrument of investiture, as of the date of the respective election.

**Paragraph 4** - Members of the Corporate Sustainability Committee who are members of the Executive Board will not receive additional compensation.

**Paragraph 5** - Members of the Corporate Sustainability Committee who are only members of the Board of Directors or of another advisory committee to the Board of Directors must opt for compensation relating to only one of the positions.

**Paragraph 6** - At the end of the term of office, the former members of the Corporate Sustainability Committee are subject to the impediments provided for in Paragraph 7 of article 24 of the Bylaws, in compliance with Paragraphs 8 to 13 of the same article if applicable.

### Section VI - Internal Audit

**Art. 38.** The Bank will have an Internal Audit department, bound to the Board of Directors and responsible for checking the internal control appropriateness, effectiveness of risks management and governance processes, and the reliability of the process of collection, measurement, ranking, accumulation, registration and dissemination of events and transactions, aiming at the elaboration of financial statements, also observing the other competences imposed by Law # 13,303/2016 and respective regulatory Decree, and other applicable rules.

**Paragraph 1** - The incumbent of the Internal Audit department, chosen from among active employees of the Bank, will be appointed and dismissed by the Board of Directors, in compliance with the provisions of article 22, Paragraph 3, I, of these Bylaws, complying with the minimum eligibility requirements and prohibitions to hold the office, as provided for in the Appointment and Succession Policy of Administrators of the Bank, and the applicable legislation.

**Paragraph 2** - The incumbent of the Internal Audit will have a 3-year term of office, which may be extended for an equal period. Once the extension has been extended, the Board of Directors may, by means of a reasoned decision, extend it for another 365 days.

### Section VII - Ombudsman Office

**Art. 39.** The Bank will have an Ombudsman Office that will ultimately serve the demands of customers and users of products and services that have not been resolved in Banco do Brasil's primary service channels, and act as a communication channel with these customers and users of products and services, including conflict mediation through filling of demands.

**Paragraph 1** - In addition to other functions provided for by the law, Ombudsman Office's functions are as follows:

I. answer, record, instruct, analyze and give formal and proper treatment to the demands of clients and users of products and services;

II. provide necessary clarifications to the claimants and inform the progress of their demands, informing the estimated deadline for response;

III. submit the final response to the demand in time;

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**IV.** propose to the Board of Directors, corrective measures, and steps for the refinement of procedures and routines of the institution and keep the Board informed about the problems and deficiencies found in the performance of their duties, as well as about the result of the measures adopted by the institution's directors to solve them.

**Paragraph 2** - The Ombudsman office will act based on transparency, independence, impartiality, and fairness, and is endowed with proper conditions for effective operation.

**Paragraph 3** - Access to information necessary to their work will be assured to the Ombudsman Office that may request information and documents to exercise their activities, in conformity with the laws on bank confidentiality.

**Paragraph 4** - The role of Ombudsman will be performed by an active employee, holder of a post compatible with the duties of the Ombudsman office, designated and removed, at any time, by the Board of Directors, complying with the minimum eligibility requirements and prohibitions to hold the office, as provided for in the Appointment and Succession Policy of Administrators of the Bank and the applicable rules, as well to the provisions of these Bylaws.

**Paragraph 5** - The Ombudsman will have a term of office of thirty-six (36) months, renewable for equal periods. After the extension, the Board of Directors may, by means of a reasoned decision, extend it for a further twelve (12) months.

**Paragraph 6** - The employee appointed to perform the role of Ombudsman must be skilled in topics related to ethics, rights and defense of consumer, and conflicts mediation.

**Paragraph 7** - The following can lead to the Ombudsman dismissal:

**I.** loss of the employment links with the institution or change to the labor regimen provided for in the Paragraph 4 of this article;

**II.** practice of acts that extrapolate his/her competence as defined in this article;

**III.** ethical conduct incompatible with the role's dignity;

**IV.** other discrediting practices and conducts that justify the dismissal.

**Paragraph 8** - In the dismissal procedure referred in items II, III and IV of the Paragraph 7 above, the incumbent will have his/her rights to appeal and to full defense ensured.

**Paragraph 9** - The employee appointed to perform the duties of ombudsman will not receive any remuneration other than that established for the commission that s/he originally occupies.

**Paragraph 10** - The Director responsible for the Ombudsman Office shall prepare and forward to the Internal Audit, the Audit Committee, and the Board of Directors, on the base dates of June 30 and December 31, a quantitative and qualitative report on the activities carried out by the Ombudsman in the fulfillment of its duties.

## **Section VIII - Management of Risks and Internal Controls**

**Art. 40.** The Bank will have areas devoted to the corporate risk management and internal controls under the leadership of a statutory Vice President and independence of action, according to mechanisms set forth in article 32 of these Bylaws and reporting to the Bank's President.

**Paragraph 1** - In addition to other duties provided for in its own legislation and in the normative instructions of the Bank, the area accountable for corporate risk management, with the support of other departments or units, is in charge of: identifying, measuring, assessing, monitoring, reporting, controlling and mitigating potential risks to the Bank's businesses and processes, as well as improving risk management.

**Paragraph 2** - In addition to other duties provided for in its own legislation and in the normative instructions of the Bank, the area responsible for internal controls is in charge of the evaluation and monitoring of the efficacy of internal controls and the corporate conformity status.

**Paragraph 3** - The area in charge of the internal control processes will report directly to the Board of Directors in situations of suspected involvement of a member of the Executive Board in irregularities or when a member fails in adopting the required measures related to the irregularities reported to him/her.

## **Chapter VI - Supervisory Board**

### **Composition**

**Art. 41.** The Supervisory Board, with the prerogatives, duties and charges provided for in Law # 6,404/1976, Law 13,303/2016 and respective regulatory Decree, other applicable rules and regulations, and its Internal Rule shall operate on a permanent basis and be composed of five (5) effective members and their respective alternates, who shall be elected by the Annual General Meeting for a 2-year term of office subject to up to two (2) consecutive reelections, pursuant to the applicable law and regulations. Minority shareholders can elect two (2) members.

**Paragraph 1** - Natural persons residing in Brazil, with academic background compatible with the performance of the duty and that have held for at least three (3) years leadership or advisory offices in the federal government as supervisory board member or business manager, also observing the provisions of Law # 6,404/1976, Law 13,303/2016 and the respective regulatory Decree, other applicable rules and the Policy of Appointment and Succession of the Administrators of the Bank are eligible to be a member of the Supervisory Board.

**Paragraph 2** - The Federal Government representatives in the Supervisory Board shall be appointed by the Ministry of Finance, among which one shall be a representative of the National Treasury, who shall be a civil servant with permanent labor link to the federal public administration.

**Paragraph 3** - The remuneration of the Supervisory Board members will be fixed by the General Shareholders Meeting that elects them.

**Paragraph 4** - In addition to the individuals to which article 13 of these bylaws refers, management body members and employees of the Bank or controlled company, as well as their spouses and relatives up to the third kindred are not eligible for the Supervisory Board.

**Paragraph 5** - The members of the Supervisory Board will be invested in their positions regardless from the date of their election by the General Shareholders' Meeting, by signing the respective instrument of investiture.

**Paragraph 6** - The term of investiture mentioned in paragraph 5 of this article shall be subject to the arbitration clause referred to in article 55 of these Bylaws, in accordance with the B3's Novo Mercado Regulation.

**Paragraph 7** - When the term referred to in the caption of this article, the Supervisory Board member can only return after a time interval equivalent to one term of office.

**Paragraph 8** - The members of the Supervisory Board will be replaced in their absences or eventual impediments by the respective alternates until the new incumbent takes office.

**Paragraph 9** - In the event of a vacancy, the Chairman of the Supervisory Council will call the respective alternate, who will replace until the election of the new incumbent by the Shareholders Meeting.

**Operation**

**Art. 42.** Pursuant to the provisions of these bylaws, the Supervisory Board shall elect its President and approve its Internal Rules by favorable vote of at least four of its members.

**Paragraph 1** - The Supervisory Board shall meet on a regular basis once a month and on extraordinary basis whenever considered necessary by any of its members or on the proposal of the Bank's management.

**Paragraph 2** - Except for force majeure or fortuitous event, a member of the Supervisory Board who fails to attend without justification three (3) consecutive monthly meetings or four (4) alternate monthly meetings during its term of office shall be removed from office.

**Paragraph 3** - Except for the events provided for in the head of this article, the matters submitted to the Supervisory Board shall be approved upon the favorable vote of at least three (3) of its members.

**Paragraph 4** - During the Supervisory Board meetings, any member not unrelated to the matter under discussion, must manifest their conflict of interests or private interest, and abstain from participating in the discussions and deliberations, subject to the provisions of the Internal Regulations.

**Paragraph 5** - If the provision set forth in Paragraph 4 above is not observed, any other participant of the meeting may manifest the conflict, should the person be aware of it, and the Supervisory Board must discuss the event pursuant to its Bylaws, and the applicable laws

**Art. 43.** The Supervisory Board members shall attend the Board of Directors meetings in which matters that require their opinion shall be resolved.

**Sole Paragraph.** The Supervisory Board shall be represented by at least one of its members at General Shareholders Meetings and shall provide information requested by shareholders.

**Disclosure and other requirements**

**Art. 44.** The members of the Supervisory Board who hold shares of the Bank must also meet the duties provided for in article 17 of these Bylaws.

**Chapter VII - Fiscal Year, Profit, Reserves and Dividends****Fiscal year**

**Art. 45.** The fiscal year shall be the same of the calendar year, ending on December 31 of each year.

**Financial statements**

**Art. 46.** Financial statements shall be prepared at the end of each six-month period and interim balance sheets shall be prepared as of any date whenever considered necessary, including for purposes of payment of dividends, pursuant to legal requirements.

**Paragraph 1** - The quarterly, half-annual and annual financial statements shall contain the following, in addition to meet legal requirements and regulations:

- I. consolidated balance sheet, consolidated statement of operations and statement of cash flows;
- II. statement of added-value;
- III. comments on consolidated performance;
- IV. ownership interest of any and all shareholders who directly or indirectly hold more than 5% (five percent) of the Bank's capital stock;
- V. number and characteristics of securities issued by the Bank directly or indirectly held by the controlling shareholder, senior managers and Supervisory Board members;

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**VI.** change in the securities held by the individuals referred to in the previous item over the immediately prior twelve- month period; and

**VII.** number of shares outstanding and their percentage in relation to the total issued shares.

**Paragraph 2** - Indicators and information about the Bank's performance in the social, environmental and climate areas will also be presented in the financial statements of the year.

**Art. 47.** Quarterly, half-annual and annual financial statements will also be prepared in English and, at least annual financial statements will also be prepared in accordance with international accounting standards.

**Distribution of profit**

**Art. 48.** After offsetting any accumulated losses and deducting the provision for income tax from the result for the six-month period, the proceeds shall be used as follows, pursuant to the limits and conditions provided for in the law and other applicable rules:

**I.** Formation of legal reserve;

**II.** formation, if necessary, of the Reserve for Contingency and Unrealized Profit Reserves;

**III.** payment of dividends, in compliance with the provisions of articles 49 and 50 of these Bylaws;

**IV.** in relation to the balance remaining after the prior uses:

**a)** setting up of the following statutory reserves:

**1.** Reserve for operating margin with the purpose of guaranteeing an operating margin compatible with the development of the company's operations, at an amount from up to 100% of net income to 80% (eighty percent) of capital stock;

**2.** Reserve for Capital Payout Equalization with the purpose of guaranteeing funds for paying capital payout at an amount from up to 50% of net income to 20% (twenty percent) of the capital stock;

**b)** other reserves and retained profits provided for in the legislation.

**Sole Paragraph.** Upon setting up reserves, the following provisions shall be followed:

**I.** reserves and profit retention to which item IV refer cannot be approved with prejudice to the distribution of minimum mandatory dividend;

**II.** the revenue reserve balance, except contingencies and unrealized profit, cannot exceed the capital stock;

**III.** the uses of proceeds over the year shall be as proposed by the Board of Officers, approved by the Board of Directors and the Annual Shareholders Meeting dealt with in subparagraph 1 of article 9 of these bylaws, at which event the percentages adopted for setting up statutory reserves provided for in sub item (a) of item IV of the head of this article shall be explained.

**Compulsory dividend**

**Art. 49.** Shareholders are entitled to a minimum and mandatory dividend every six-month period at 25% (twenty-five percent) of adjusted net income, as provide for by law and these bylaws.

**Paragraph 1** - Dividends corresponding to each half-year will be stated by the Board of Officers, approved by the Board of Directors.

**Paragraph 2** - The amounts of the dividends due to the shareholders will incur incidence of financial charges as set forth in the legislation, from the closing of the semester or of the fiscal year in which they are determined up to the day of effective deposit or payment, without

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prejudice to the incidence of interest on arrears when this payment is not verified on the date stipulated by law, by the General Shareholders Meeting or by decision of the Board of Officers.

**Paragraph 3** - Interim dividends shall be distributed in periods shorter than that set out in the head of this article, pursuant to the provisions of articles 21, II, "a", 29, I and VII, and 49, Paragraph 1, of these Bylaws.

### Interest on own capital

**Art. 50.** Pursuant to the applicable law and as provided for by the Board of Directors resolution, the Board of Officers may authorize the payment or credit to shareholders of interest on own capital, as well as the addition of such amount to the mandatory minimum dividend.

**Paragraph 1** - The Board of Officers shall be responsible for setting the amount and date of payment or credit of each interest portion, authorized as provided for in the head of this article.

**Paragraph 2** - The amounts of interest due to the shareholders, as remuneration on own capital, will incur incidence of financial charges, as established in article 49, Paragraph 2, of these Bylaws.

### Chapter VIII - Relationship with The Market Art.

**51.** The Bank shall:

**I.** hold, at least once a year, the public meeting with Market analysts, investors, and other stakeholders, to disclose information about its economic/financial situation, as well as projects and outlooks;

**II.** in up to five (5) business days after the disclosure of the 3-month results, publicly present the information disclosed, either on-site or through teleconference, videoconference or any other means that allow for the remote participation of the stakeholders;

**III.** send to the stock exchange in which its shares are most traded, in addition to other documents required by law:

**a)** the annual calendar of corporate events;

**b)** call option programs involving shares or other securities issued by the Bank, intended for its employees and directors, if any; and

**c)** documents made available to shareholders based on General Shareholders Meeting Resolution;

**IV.** divulge at its Internet page the following information, among other:

**a)** referred to in articles 46 and 47 of these Bylaws;

**b)** divulged at the public meeting referred to in items I and II of this article; and

**c)** provided to the stock exchange as provided for in item III of this article;

**V.** adopt measures in order to dilute ownership when distributing new shares, such as:

**a)** assurance of access, to all the interested investors, or

**b)** distributing to individuals or non-institutional investors at least 10% (ten percent) of issued shares.

**Sole Paragraph.** The provision of sub-item V is not applicable to the public offers of shares distribution with restricted effort.

### Chapter IX - Special Provisions

**Admission to the Bank's staffs**

**Art. 52.** Only Brazilians will be granted admission to the Bank's staffs in the country.

**Sole Paragraph.** Portuguese citizens resident in Brazil may also be employed by the Bank, provided that they are entitled to equal rights and have equal civil obligations and enjoy legally recognized political rights.

**Art. 53.** Admission to the Bank's staffs will take place through approval in a public competitive examination test.

**Paragraph 1** - The Bank's employees are subject to labor legislation and to the internal regulations of the company:

**Paragraph 2** - Professionals may be hired, on a trial basis and dismissible "ad nutum", to perform the roles of special advisor to the President, observing the maximum allocation of three (3) Special Advisors to the President and one (1) Private Secretary to the President.

**Official publications**

**Art. 54.** The Board of Officers will arrange for publication, on the website of the company, of the Regulation of Bids of Banco do Brasil, observing the legal provisions and the best business practices of preferential hiring of the companies it holds shares.

**Arbitration**

**Art. 55.** The Bank, its shareholders, senior managers and Supervisory Board members and alternate members agree to resolve through arbitration, before the market's Arbitrage Chamber, pursuant to its regulations, any and all controversies that may arise among them, related to or originating from its condition as issuer, shareholders, directors and members of the Supervisory Board, notably ensuing from the provisions of Law # 6,385/1976, Law # 6,404/1976, the Bank bylaws, the rules issued by the National Monetary Council, the Brazilian Central Bank and the Securities and Exchange Commission, as well as other rules applicable to the security market's overall operation, those provided for by the B3's Novo Mercado Regulation, of the other B3 regulations and of the contract for participation in the Novo Mercado.

**Paragraph 1** - The provisions included in the head of this article are not applicable to the disputes or controversies related to the own activities of the Bank, as an institution that takes part of the National Financial System, and those activities provided for in article 19 of Law # 4,595/1964, and other laws that assign it roles of financial agent, administrator, or manager of public funds.

**Paragraph 2** - Also exclude from the caput, the disputes or controversies involving unavailable rights.

**Advocacy, insurance hiring and indemnity contract****Advocacy**

**Art. 56.** As provided for by the Board of Directors, the Bank shall guarantee to its current and former members of the Board of Directors and of the other technical or advisory bodies created in accordance with these Bylaws, as well as to their employees, defense in lawsuits, administrative and arbitral proceedings against them filed due to acts over the term of their offices, provided that, as defined by the Board of Directors, no fact is found that may conflict with the interests of the Banco do Brasil, its full subsidiaries or its controlled or affiliate companies.

**Insurance hiring**

**Art. 57.** The Bank shall hire civil liability insurance on behalf of the members and former members of the Board of Directors, Supervisory Board, Executive Board, and of the other

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technical advisory or consultative bodies established by these Bylaws, in compliance with the applicable laws and regulations.

**Sole Paragraph.** In addition, the Bank may hire:

- I. civil liability insurance in favor of members of the Board of Directors, the Supervisory Board, the Executive Board and technical advisory, consultative or equivalent bodies of the companies in which the Bank holds a stake and of the entities in which it has the right to appoint members, whose coverage, if there is an insurance policy of the same type already contracted by the company or entity, will apply only on a subsidiary basis;
- II. civil liability insurance for employees who hold senior management positions;
- III. coverage extensions, private clauses, and coverage additional to the basic coverage of the civil liability insurance, to the extent allowed by the applicable laws.

### Indemnity Contract

**Art. 58.** The Bank may enter Indemnity Contracts on behalf of the members of the Board of Directors, Supervisory Board, Executive Board, and of the other technical advisory or consultative bodies established by these Bylaws, as well as of its employees and representatives legally working upon delegation by the Bank, in order to cope with specific expenses related to arbitration, judicial or administrative proceedings involving acts performed in the exercise of their duties or powers, since the inauguration date or starting date of the contract relationship with the Bank.

**Paragraph 1** - The following acts performed by the individuals identified in the caption of this article are excluded from coverage by the Indemnity Contract:

- I. those considered illegal or harmful to the Bank, even in the performance of their duties and powers;
- II. in bad faith, deceitful, for serious fault, upon fraud or simulation, or in their own interest or of third parties' interests, or in detriment to the social interest of the Bank including, but not limited to, those of social action provide for in article. 159 of Law # 6,404/1976, or indemnification of losses object of article 11, paragraph 5, II of Law # 6,385/1976, in addition to the acts provided for in Law # 13,506/2017;
- III. out of the scope of the duties and powers inherent to the offices to which they were assigned, or in non-compliance with their fiduciary duties;
- IV. those who in the exercise of their duties and powers used, in their own benefit or third parties' interest, with damage to the Bank or not, business opportunities they become aware of by virtue of their office;
- V. those who in the exercise of their duties and powers failed in observing reasonable or fair conditions, according to the market practices;
- VI. that have not been previous and expressly informed to the Bank about the existence of any judicial demand that could lead to liability, either of the individual or of the Bank;
- VII. those who failed in keeping secrecy about the businesses and strategic and confidential information of the Bank, or failed in keeping secrecy about any information not yet disclosed to the market, to which they had access by virtue of their office, and that can reasonably influence the quotation of marketable securities issued by the Bank or referred to them, influence the investors' decision on the purchase, sale, or maintenance of such securities, and influence the investors' decision about exercising any right inherent to the condition of holder of securities issued by the Bank or referred to them; and,
- VIII. that resulted in their criminal conviction in final sentence.

**Paragraph 2** - The Indemnity Contract must be publicized and provide for, at least:



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- I. the exclusions of coverage object of paragraph 1 of this article;
  - II. the threshold value of the coverage offered;
  - III. the duration;
  - IV. the types of expenses that can be paid, advanced, or reimbursed based on the contract;
  - V. the hypotheses for contract settlement;
  - VI. the decision procedure regarding the coverage payment, which shall ensure independence of decisions, and ensure decisions are made in the best interest of the Bank; and
  - VII. the mandatory reimbursement to the Bank of any moneys paid in advance whenever, upon unappealable decisions, it is proved that the act performed by the beneficiary is not subject to indemnity, pursuant to the Indemnity Contract celebrated.

**Paragraph 3** - The Indemnity Contract object of the caption of this article can be entered with members of the Board of Directors, Supervisory Board, and members of technical advisory or consultative bodies appointed by the Bank on its controlled or affiliated companies, companies directly or indirectly administered, sponsored by the Bank, and foundations, provided the members and employees or administrators of the Bank, and have not entered specific Indemnity Contract with those entities.

**Paragraph 4** - The Indemnity Contracts entered into by the Bank may be activated after the end of the term of office or the contractual relationship with the beneficiaries listed in the head of this article, provided that they involve acts performed in the exercise of its attributions or powers.

## **Chapter X - Controlling Shareholder's Obligations**

### **Sale of controlling interest**

**Art. 59.** The direct or indirect sale of the Bank's controlling interest, both by means of a single operation, and by means of successive operations, can only be contracted under the suspensive or resolutive condition, that the acquirer undertakes to, in compliance with the conditions and terms provided for in the current legislation and in the B3's Novo Mercado Regulation, a public offering of acquisition of the shares aimed at the shares issued by the Bank and held by the other shareholders, in order to ensure them treatment equal to that provided to the selling controlling shareholder.

**Sole Paragraph.** In the event of indirect control sale, the purchaser must publicize the amount allotted to the Bank for the purposes of fixing the price of the public offer to purchase shares and disseminate the justified statement for that amount.

### **Going Private**

**Art. 60.** If the Bank goes private with consequent cancellation of publicly-held company registration, a minimum price shall be offered for the shares, corresponding to the fair price determined by a specialized company chosen by the General Shareholders Meeting, which has independence and proven experience, as established in the applicable laws and as provided for in the Paragraph 2 of article 10 of these Bylaws.

**Paragraph 1** - The costs arising from the engagement of the specialized company dealt in the head of this article shall be borne by the controlling shareholder.

**Paragraph 2** - The appraisal reports aimed to verify the Bank fair price shall be prepared by a specialized institution or company, with proven experience and independence in relation to the power of decision of the Bank, of its directors and/or of the controlling shareholder, besides meeting the requirements of Paragraph 1 of article 8 of Law # 6,404/1976, and contain the responsibility provided in Paragraph 6 of the same article.

**Exit from the Novo Mercado**

**Art. 61.** Observing the provisions set forth in the Novo Mercado Regulation, in the laws and regulations in force, the Bank may exit the Novo Mercado in the following events:

- I. in a voluntary way, as a result of the Bank's decision;
- II. in a compulsory way, as a result of incompliance to any obligation set forth in the Novo Mercado Regulation; or
- III. as a result of the cancellation of the registration open company of the Bank, or change of the registration category at the Securities and Exchange Commission (Comissão de Valores Mobiliários, CVM).

**Paragraph 1** - The exit of the Bank from the Novo Mercado will only be accepted by the B3 if it is preceded by public offer of purchase of shares observing the procedures provided for in the regulation edited by the Securities and Exchange Commission (Comissão de Valores Mobiliários, CVM) and in the provisions of the Novo Mercado Regulation.

**Paragraph 2** - The voluntary exit of the Bank from the Novo Mercado may take place regardless the public offer of acquisition of shares referred to in paragraph 1 of this article, in the hypothesis of waiver approved by the General Shareholders Meeting.

**Corporate reorganization**

**Art. 62.** In the event of corporate reorganization involving the transfer of the shareholder base of the Bank, the resulting corporations must apply to join the Novo Mercado in up to 120 (one hundred twenty) days as of the date of the General Shareholders Meeting that decided for such reorganization.

**Sole Paragraph.** If the reorganization involves resulting corporations that do not intend to apply for the Novo Mercado, the majority of holders of free-floating shares attending the General Shareholders Meeting must agree with this structure.

**Free-floating shares**

**Art. 63.** The controlling shareholder shall take measures to keep a free float of at least 25% (twenty-five percent) of the shares issued by the Bank.

**Chapter XI****Transitional Provisions**

**Art. 64.** Except for the provisions of article 24, Paragraph 2, the nominations to the offices of Executive Officer that meet the following cumulative requirements:

- I. Acting Executive Officer that requires complementary allowance to retirement benefits, including early retirement, to the Previ - Pension Fund of the Banco do Brasil Employees;
- II. The request for complementary allowance to retirement benefits shall be made as of December 09, 2020, inclusive.

**Paragraph 1** - The Executive Officer that fits into the hypothesis provided for in the head of this article may hold the office until the end of the term of office to which he/she was elected, being allowed up to two (2) consecutive term renewals to the office of Executive Officer, complying with the legal and statutory regulations applicable to the Bank managers.

**Paragraph 2** - The provisions of article 24, Paragraph 3, subparagraph I are not applicable to the term renewals provided for in Paragraph I of this article.

**Paragraph 3** - The election based on this article is a prerogative of the Board of Directors, upon nomination by the President of the Bank.

**Paragraph 4** - This provision is valid to the elections taking place until July 31, 2027.



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**Art. 65.** The member of the Technology and Innovation Committee and the Corporate Sustainability Committee who falls under the prohibition set forth in item IV of paragraph 1 of articles 36 and 37 of this Bylaws may remain in office until the end of the current term of office, with no additional remuneration.