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A Publicly Listed Company

INTERNAL CHARTER OF THE FISCAL COUNCIL

Article 1 - This Internal Charter ("Charter") governs the operations of the Fiscal Council ("Council") of **Itaúsa S.A.** ("Company"), pursuant to the Company's Bylaws and applicable laws and regulations.

Composition

Article 2 – The Council work on a permanent basis, composed of three (3) to five (5) effective members and an equal number of alternates, elected by the General Stockholders' Meeting, of whom one (1) a Chairperson and his or her alternate to be chosen by the Councilors from among their peers.

Paragraph 1 - The Councilors shall exercise their positions until the first Annual General Meeting which shall follow their election, reelection being permitted. No one who is 75 years of age or more on the election date can be elected to the Fiscal Council; however, those who reach this age limit after the election date may continue in office until the end of the term for which he or she was elected.

Paragraph 2 – Investiture to the positions shall be through the signing of the instrument of investiture in the specific register.

Paragraph 3 – In the act of investiture, the Councilor shall (i) declare his awareness of the conditions of eligibility, duties and responsibilities pursuant to articles 162 and 165 of the Brazilian Corporate Law (Law No. 6.404/76); and (ii) sign (a) the instruments of adherence to the Council's Internal Charter and the Policies on the Disclosure of Material Act or Fact and for Itaúsa Securities Trading; and (b) the submission to the Itaúsa's Code of Conduct.

Paragraph 4 - In the event of absence, incapacity, resignation, or decease, the sitting member shall be substituted by his or her alternate.

Paragraph 5 - In the event of a vacancy in the Chairperson's position, a new Chairperson and his or her alternate shall be appointed, chosen by the Councilors, whose duties shall be exercised until the end of the current term.

Paragraph 6 -the duties of a Councilor may not be delegated.

Responsibilities of the Council

Article 3 – It is incumbent upon the Council to perform the duties set forth in Article 163 of Law 6.404/76.

Meetings: Convening, Installation, and Decision-making

Article 4 - The Council shall meet ordinarily four (4) times per year and extraordinarily, whenever deemed necessary.

Paragraph 1 - It is incumbent on the Chairperson or his or her alternate to call and chair the Council meetings and represent the Council at meetings with the other management bodies of the Company, including attending the General Stockholders' Meetings to present the Council's opinion and representations, as well as to reply to requests for information and clarifications made by stockholders, without prejudice to the attendance and intervention of any other Councilor.

Paragraph 2 – The Council's meetings shall be convened through notification sent at least two (2) business days prior to the meeting by email or any other means of communication. Notwithstanding the formalities provided for in this Charter, any Meeting attended by all members shall be considered regular.

Article 5 – The Council's meetings may be validly installed when at least the majority of the Council's members are in attendance, and decisions are made by the majority of the attendees, and the Chairperson or, in his or her absence, his or her alternate shall have the casting vote in the event of a tie.

Sole Paragraph - A Councilor dissenting from any of the Council's resolutions may register his or her dissenting opinion in the minutes of the Council's meeting, as well as notify it to the management bodies or General Stockholders' Meeting.

Article 6 - Meetings may be held by conference call, videoconference, telepresence, email, or any other means of communication. In such cases, a Councilor shall be deemed in attendance at the meeting for the purposes of determination of the quorum for convening and decisions, and his or her vote shall be deemed valid for all legal intents and purposes. The minutes of the meeting shall be signed by all members in attendance, whether in person or remotely, and may be signed digitally or electronically, without the need for authentication by means of certificates issued according to the parameters of the Brazilian Public Key Infrastructure ("PKI Brazil"), in compliance with the applicable legal and regulatory requirements.

Sole Paragraph - The Councilors who have attended in the manner described above shall certify that the matters discussed at the meeting shall not have been accompanied by unauthorized persons.

Article 7 – The minutes of the Council's meetings and the Council's opinions shall be transcribed into the "Fiscal Council's Meetings and Opinions Register", which shall be held together with other corporate registers at the Company's head office.

Secretary of the Council

Article 8 - The Chairperson of the Council shall appoint a Secretary, who may or may not be a Councilor, with the following duties:

- (i) monitor the matters to be included on the agenda of the meetings in the light of the annual calendar of ordinary meetings, the requests of Councilors and possible pending matters;
- (ii) arrange for the convening and sending of support materials for the meetings of the Council with prior notice of at least two (2) business days, in order that the Councilors may be fully informed to ensure fruitful collaboration in the debates;

- (iii) take the minutes of the meetings, record the discussions and decisions and prepare, and formalize the respective minutes, opinions and other documents in the specific register; and
- (iv) circulate a copy of the minutes of the meetings, reports and opinions to the Fiscal Councilors and the Chair of the Board of Directors.

Request for Information, Clarifications and Statements

Article 9 - Any one Councilor may request clarifications or information, conditional on such being relative to their supervisory function, in addition to the preparation of special-purpose financial statements, through a written and substantiated request to the Council to be addressed to the management bodies or the Company's independent auditors, together with the Councilor's manifestation on the matter.

Duties

Article 10 - The Council members, besides performing the legal duties inherent in their positions, shall conduct themselves based according to the highest ethical standards and also comply with the Itaúsa Code of Conduct and the Company's policies, as well as the norms issued by the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários) and B3 S.A. – Brasil, Bolsa, Balcão, and foster good corporate governance practices in the Company.

Sole Paragraph - Any material information related to the Company shall be kept rigorously confidential by the Councilors while it has not been officially disclosed to the market.

Conflict of Interests

Article 11 - The Council member shall declare, prior to the beginning of discussions and/or decisions on a given matter that, for whatever reason, he has a private or conflicting interest with the Company with respect to the issue at hand, consequently therefore abstaining from its examination and voting.

Sole Paragraph - Until the conflict of interests ceases, the Councilor under conflict shall not in any way, directly or indirectly, intervene. The statement of conflict and subsequent temporary removal shall be entered into the minutes. If a Councilor under conflict fails to state his or her status, those that are aware of any such conflict shall report it to the Chairperson of the Council.

General Provisions

Article 12 - Any omissions and questions in the application of the is Charter shall be resolved by the Chairperson, ad referendum of the Council.

Article 13 - This Charter becomes effective on the date of its approval by the Council and shall remain on file at the Company's headquarters.
