

Itaúsa - Investimentos Itaú S.A.

CNPJ. 61.532.644/0001-15 A Publicly Listed Company

Notice to Stockholders

INCREASE IN CAPITAL STOCK

We wish to announce to Stockholders that at the Ordinary and Extraordinary General Meeting held on April 29, 2008, an increase in the capital stock of ITAÚSA from R\$ 7,500,000,000.00 to R\$ 10,000,000,000.00 was approved by:

I - BONUS SHARES(10%)

Bonus shares (**10%**) arising from the capitalization of profit reserves of R\$ 2,500,000,000.00, as follows:

- 1)** issue of 350,421,388 new book entry shares, with no par value, being 134.464.943 common and 215.956.445 preferred shares, which shall be granted to the stockholders, free of cost, in the form of bonus shares, on the basis of 1 (one) new share for each lot of 10 (ten) shares of the same type held by the said stockholders at the close of business on April 29 2008;
- 2)** the cost attributed to the bonus shares is **R\$ 6.42084** per share, for the purposes of the provisions in Paragraph 1 of Article 25 of Normative Instruction 25/2001 of the Brazilian Internal Revenue Service;
- 3)** the bonus shares shall enjoy share subscription rights (item II below) and shall be entitled in full to the distribution of profits which may be declared as from July 1st 2008, including quarterly dividends which were increased from R\$ 0.012 to R\$ 0.014 per share, pursuant to the meeting of the Board of Directors of April 10 2008, **for the stockholders, equivalent to an increase of approximately 28%**;
- 4)** the bonus shall always be granted in round numbers; the fractions shall be sold on the São Paulo Stock Exchange and the resulting net value shall be fully credited in the Capital Reserves account, for use in future capital increases, benefiting all stockholders, without distinction, in view of the high operational costs of their distribution and the insignificant value that these fractions would represent to each stockholder;
- 5)** as from April 30 2008, the shares shall be traded "ex-bonus" rights;

II - PRIVATE SUBSCRIPTION OF SHARES

Increase in the capital stock by R\$ 250,000,000.00 through the issue of new shares for subscription according to the conditions described below:

- 1)** 31,250,000 book entry shares shall be issued with no par value, being 12,005,080 common and 19,244,920 preferred shares, for private subscription at the price of **R\$ 8.00** per share, proportional to **0.811639734%** of the shares of the same type that they held on April 29 2008, after the bonus proposed above; the preferred shares issued by the company and acquired between April 10 to 29 2008 for holding as treasury stock have been excluded from these calculations;
- 2)** the term for exercising preemptive subscription rights shall run from **May 2 to June 2 2008** ; stockholders will receive pre-completed forms, through which they may subscribe the shares as well as opt to subscribe non-allocated shares, by signing the forms and delivering them to any Banco Itaú S.A. branch; Banco Itaú S.A. current account holders may exercise their subscription rights using the Bankline system;
- 3)** the subscribed shares must be paid in by June 9 2008, in cash or through the offsetting of credits originating from "interest on equity (JCP)" declared by ITAÚSA; in this case, any amount exceeding that used in the subscription shall be credited to the stockholders' current account according to registration information held;
- 4)** the stockholders choosing to subscribe unallocated shares, may do so on June 12 2008, proportional to the share subscription already effected, at the same price and conditions, and through any Banco Itaú S.A. branch, Banco Itaú current account holders having the option of using the Bankline system;
- 5)** the balance of unallocated shares above not subscribed will be sold through the Stock Exchange;
- 6)** as from April 30 2008, the company's shares will be traded "ex-subscription rights";
- 7)** subscribed shares will be entitled to full rights to dividends and/or interest on equity for the fiscal year 2008, that may be distributed as from July 1st 2008, inclusive.

Eventual doubts may be clarified through **Investfone** 55 11 5029-7780.

HENRI PENCHAS

Investor Relations Officer