

INTERNAL CHARTER OF THE BOARD OF OFFICERS

1. PURPOSE. This Internal Charter (“Charter”) governs the functioning and operation of the Board of Officers of **Itaúsa S.A.** (“Itaúsa” or “Company”), in accordance with the Bylaws (“Bylaws”), Shareholders’ Agreements, applicable laws and regulations, and best corporate governance practices.

2. COMPOSITION. The Board of Officers will be composed of from three (3) to ten (10) members, with a unified annual term of office, who may be reelected, elected by the Company’s Board of Directors (“Board of Directors”) within 10 business days from the date of the General Shareholders’ Meeting that elects the Board of Directors, comprising the positions of Chief Executive Officer, Executive Vice President, General Director and Managing Officer, as established by the Board of Directors when providing for these positions. The Board of Directors shall also appoint, from among the elected Officers, the Investor Relations Officer, who will be responsible for providing all of the information required by the law and regulations governing the securities market.

The Board of Officers may be composed of up to one-third of the members of the Board of Directors, and it is certain that the position of Chief Executive Officer (or main executive of the Company) may not be concurrently held by the Chairman of the Board of Directors.

The Chief Executive Officer, Executive Vice Presidents and the General Director shall compose the Executive Committee.

No individual who is seventy (70) years of age on the date of their election may be elected for the position of Officer. The Officer who reaches this age limit after the election date may continue in the position until the end of the term of office for which they were elected.

2.1. Replacement and Vacancy. In the absence or temporary impediment of any officer, the Board of Officers shall appoint an interim substitute from amongst its members, while the Chief Executive Officer shall be replaced by one of the Executive Vice Presidents. Should any position become vacant, the Board of Directors may appoint a substitute officer to complete the term of office of the replaced officer. One and the same officer may be elected or appointed, either permanently or temporarily, to concurrently hold more than one position.

2.2. Vesting. Officers shall be vested in their positions within 30 days, through the signature of the instrument of investiture in the Board of Officers’ minutes’ register.

Officer’s investiture shall be contingent upon the completion/signature of the following documents, among others:

- (i) instrument of acceptance of the Listing Regulations for Level 1 Corporate Governance of B3 S.A. – Brasil, Bolsa, Balcão;
- (ii) statement of adherence to the Company’s Policies on Securities Trading and Disclosure for the Disclose or Material Information, and Anti-Corruption Policy; and
- (iii) statement of adherence to Itaúsa Code of Conduct.

3. SCOPE OF OPERATIONS. The Board of Officers is Itaúsa’s representative body, responsible for carrying out all business management actions. Among other duties, it shall:

- a) ensure the values, purposes and longevity of the Company and the interests of shareholders, without diminishing the importance of other stakeholders; and

- b) adopt an agile organizational structure made up of skilled professionals of unblemished reputation.

3.1. Duties. The Board of Officers shall be responsible for the operating and executive duties relating to Itaúsa's management and representation, and the Executive Committee shall be responsible for:

- a) resolving upon: (i) the set-up of branches or offices in any location in Brazil or abroad; (ii) the disposal, acquisition or encumbrance of assets (except for equity interests), with powers to settle claims and waive rights, in individual or a set of related transactions, considering a twelve-month period, at an amount of up to 5% of the latest parent company equity disclosed by Itaúsa; (iii) investments or divestments in equity interests to be made in a single operation or a set of related operations, considering a 12-month period, at an amount of up to 5% of the latest parent company equity disclosed by the Company, except for divestments in Itaúsa's subsidiaries or jointly-controlled companies, which must be approved at all times by the Board of Directors, at any amount and number; (iv) the pledge of guarantees on third-party obligations; and (v) the issue of promissory notes and securities in Brazil and/or abroad in accordance with legislation in force;
- b) carrying out: (i) the implementation and monitoring of the Integrity Program, with the advisory of the councils, and reviewing it, at least twice a year, or whenever necessary, and (ii) the monitoring of indicators of the Itaúsa Whistleblowing Channel, at least twice a year, or whenever necessary, by receiving reports of material misconduct incidents;
- c) implementing the Risk Management Policy and, at least annually, propose to the Audit Committee any revision to this policy, mainly due to changes in the risks to which the Company is exposed, while this Committee shall be responsible for recommending any amendments to the Board of Directors, should it deem such amendments necessary;
- d) implementing and maintaining effective mechanisms, processes and programs to monitor and disclose the Company's financial and operating performance and the impacts of its activities on society and the environment;
- e) proposing to the Board of Directors: (i) the buyback of Itaúsa shares in order to cancel or keep them in treasury for later disposal; (ii) investments or divestments in equity interests to be carried out in a single transaction or in a set of related transactions, considering a twelve-month period, in an amount above 5% of the latest parent company equity disclosed by the Company; (iii) divestments in the Company's subsidiaries or jointly controlled entities, in any amount and number; and (iv) the disposal, acquisition or encumbrance of assets (except for equity interests), in a single transaction or a set of related transactions, considering a twelve-month period, in an amount above 5% of the latest parent company equity disclosed by the Company.

3.2. Duties and Powers of officers. In addition to the legal duties inherent in the position, it is the duty of every officer to act in accordance with high ethical standards and abide by and encourage best corporate governance practices in the Company.

The Chief Executive Officer is responsible for: (i) coordinating the implementation of the strategic planning drawn up by the Board of Directors; (ii) organizing and steering the Company's business and setting the necessary rules; and (iii) calling and chairing the meetings of the Board of Officers to oversee the work of the officers in the diverse operation departments.

Executive Vice Presidents, General Director and Managing Officers are responsible for collaborating with the Chief Executive Officer in the management of the Company's business and running its services.

4. REPRESENTATION OF THE COMPANY. Itaúsa shall be represented:

- a) by two officers together, and 1 of them must be a member of the Executive Committee, who will have powers to: (i) assume obligations or exercise rights in any act, contract or document that implies responsibility on the part of the Company, including the granting of pledges, sureties or any other guarantees; and (ii) appoint attorneys-in-fact, except for judicial powers of attorney, for periods not exceeding 1 year; or
- b) jointly by any two officers who will have powers to: (i) negotiate, enter into and execute non-disclosure or similar agreements; (ii) negotiate, enter into and execute memorandum of understanding and letters of intent, provided they are non-binding; and (ii) take on obligations or exercise rights in any act, contract or document implying a liability against the Company up to the limit of R\$1 million in a single transaction or a set of related transactions carried out within a twelve-month period.

The Company may also be represented: (i) jointly, by 1 officer and 1 attorney-in-fact or by 2 attorneys-in-fact with powers established in the related power of attorney; (ii) individually, by 1 officer or 1 attorney-in-fact in acts not implying acceptance of liabilities or waiver of rights, including before any direct or indirect public administration body, or at general meetings or meeting of shareholders or unitholders or investment funds in which the Company holds investments; and (iii) in court, by attorneys-in-fact with powers and modes of action (jointly or individually) established in a power of attorney.

The Company's representation by a single member to enter into or execute any document implying the acquisition and/or disposal of assets shall be barred.

5. RULES OF OPERATION. The Board of Officers' decision-making shall be made by the Executive Committee at meetings called by the Chief Executive Officer, held ordinarily at least six times and at the most 12 times a year and extraordinarily as required, attended by a simple majority of their acting members. Managing Officers may be invited to attend such meetings.

Meetings can be held via conference call, videoconference, telepresence, email, or any other means of communication. In such cases, for the purposes of checking for the quorum to open the meeting and pass resolutions, an Officer shall be deemed in attendance at the meeting and their vote shall be deemed valid for all legal intents and purposes. The meeting minutes shall be signed by all members attending the meeting, 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 applicable legal and regulatory requirements.

Meetings with the attendance of all officers forming the Executive Committee shall be deemed regularly convened, even in the absence of a prior call notice.

6. ADVISORY BODIES. The Board of Officers may create councils and/or working groups and define their composition and roles to support its operations.

Members, who may be Company's officers, employees or consultants, will serve one-year terms, with reelection permitted.

The provisions of this Internal Charter shall be applicable to the Board of Officers' advisory bodies, without prejudice to legal and statutory provisions.

6.1. Councils. The Board of Officers shall be advised by seven councils, the main duties of which are as follows:

- (i) Audit and Risk Council: (a) advise the Board of Officers on risk management and monitoring of internal controls; (b) monitor the work of the Compliance and Corporate Risks Department; (c) monitor indicators of the Integrity Program and the Whistleblowing Channel; (d) monitor the stage of completion of outlined risk mitigation actions; (e) assess the Company's risk consolidation and prioritization report; (f) periodically assess the effectiveness of the risk management and internal control policies and systems; and (g) report its activities to the Audit Committee;
- (ii) Finance Council: a) on a quarterly basis, examine and recommend the financial statements for review by the Audit Committee and Supervisory Council and approval by the Board of Directors; (b) propose the allocation of the annual profit and the distribution of compensation to shareholders; (c) when required, propose the amount of capital increase to pay holding company's expenses and maintain an adequate level of liquidity; (d) examine and recommend annual budgets for approval by the Board of Directors; (e) review alternatives for funding, refinancing, debt prepayment or hedge programs; (f) monitor leverage and liquidity indicators; (g) propose a minimum cash and risk profile for the investment portfolio and, when required, recommend, to the Audit Committee, a proposal to readjust limits and/or definitions established in the Financial Policy; and (h) monitor the performance of investees.
- (iii) Investment Council: (a) propose key guidelines for prospecting new investment opportunities and negotiate with other investors; (b) assess Itaúsa's positioning relative to various capital allocation opportunities; (c) assess information and analyses related to investment opportunities; (d) decide on the engagement of advisors to assist in investment processes; (e) review and discuss the materials prepared in investment processes in progress, such as due diligence, business valuation reports, contracts, and advisors' reports; and (f) discuss strategic issues of investees. If required and according to established governance, the Investment Council recommends investment opportunities to the Board of Officers, which in turn submits them to the Strategy and New Business Committee, which recommends them for approval by the Board of Directors;
- (iv) Personnel and Ethics Council: (a) define main guidelines on the Company's personnel and human resources policies and practices, including compensation policies, target approval, and provision of training in general; (b) review and recommend the Company's compensation strategies; (c) encourage the talent pipeline to improve performance through employee development, retention and motivation; (d) investigate possible breaches of Itaúsa Code of Conduct and propose corrective measures; (e) analyze the Whistleblowing Channel indicators, the work performed and material misconduct incidents; (f) assist the Governance and Personnel Committee in matters involving (i) the officers evaluation and compensation policy, (ii) succession rules, and (iii) identification of experts for Committees, when required;
- (v) Corporate Governance Council: support the Corporate Governance and Personnel Committee in issues involving: (a) evolution of the Company's participation in corporate governance and sustainability initiatives and indexes encompassing corporate governance aspects; (b) trends and benchmarks; (c) regulations and self-regulations applicable to the Company and investees; (d) evolution of Itaúsa's corporate governance system; (e) independence criteria for

members of the Board of Directors; (f) improvement of the Company's Bylaws, Internal Charter of the Board of Directors, Nomination Policy for Members of the Board of Directors and Supervisory Council, Report on Brazilian Corporate Governance Code, Reference Report and other corporate governance-related policies;

- (vi) Sustainability Council: support the Sustainability Council in issues involving: a) monitoring of the Company's sustainability strategy, including Instituto Itaúsa's activities; b) recommendation of actions and initiatives that apply sustainability intelligence, with a focus on generating direct positive impact for the Company and investees; c) monitoring of the progress of the investees' sustainability agenda; d) assistance in decision-making on new investments, considering sustainability criteria; e) improvement of the Company's governance to enhance its sustainability strategy; and f) monitoring of representation and advocacy activities in sustainability; and
- (vii) Capital Markets Council: a) advise the Investor Relations Officer; (b) review the Policies on (i) Disclosure of Material Information, and (ii) Company's Securities Trading ("Policies"), recommending to the Board of Directors any relevant changes, which could be recommended to the Governance and Personnel Committee, which, if it deems them as adequate, will recommend these changes to the Board of Directors; (c) resolve any questions regarding the interpretation of the text of these Policies; (d) determine the actions required for disclosure and dissemination of these Policies, including to the Company's employees; (e) review and approve, with the participation of at least two members of this Council, one of them necessarily being the Investor Relations Officer, information disclosed to the market, prior to publication, except for information that is the exclusive responsibility of other Company's bodies; (f) review in advance the content of materials for meetings with investors and analysts (roadshows), conference calls, and public presentations that contain information about the Company not yet disclosed to the market; (g) review in advance the content of replies to official inquiries from regulatory and self-regulatory bodies; (h) investigate cases of violation of said Policies; and (i) propose solutions for omissions and exceptional cases.

7. SECRETARY. The Chief Executive Officer may appoint a Secretary, who may or may not be an Officer, and who shall be subject to the same duty of confidentiality applicable to members of the Board of Officers, with the following duties:

- (i) organize the agenda to be addressed according to the Officers' requests, and submit it to the Chief Executive Officer for subsequent distribution;
- (ii) arrange for the call for Board of Officers' meetings, informing the officers and any other participants of the place, date, time and agenda;
- (iii) send, no less than 2 days prior to each meeting, the supporting information on the matters to be decided, so that each officer may become suitably cognizant and be prepared to make a valuable contribution to the discussion;
- (iv) act as secretary to the meetings, prepare and draft the corresponding clearly drafted minutes to record the decisions made in the appropriate register. The Secretary shall also collect the signatures of all the Executive Committee members in attendance, whether in person or remotely, and record the attendance of any guests, as well as any dissenting votes or abstentions from voting; and

- (v) file and/or disclose the minutes and decisions made by the Board of Officers with proper authorities, as provided in applicable law or regulations in force, and publish them in a mass circulation newspaper, if required.

8. CONFLICTS OF INTEREST. Officers shall act free from bias. The following rules shall apply to prevent conflicts of interest.

Officers may not make decisions related to certain matters with which their interests conflict with those of the Company. Each member is responsible for abstaining from discussing or becoming involved in matters related to the conflicting matter and must temporarily withdraw from the meeting until the closure of the matter.

Until the conflict of interest ceases to exist, no direct or indirect intervention will be made by the conflicted officer, whose declaration of conflict of interest and subsequent withdrawal will be recorded in the minutes.

If the conflicted officer fails to declare the conflict, any member who is aware of the conflict must report it to the Chief Executive Officer. If the Chief Executive Officer is in conflict, this must be reported to one of the Executive Vice Presidents.

9. ANNUAL EVALUATION. In compliance with the best corporate governance practices, the annual officer reelection process shall take into account the good performance during the period, the experience, their regular attendance and effective contribution to the meetings during the preceding term of office.

10. GENERAL PROVISIONS. Any omissions at this Internal Charter, questions on interpretation and any amendments to its provisions shall be decided by the Board of Officers.

This Internal Charter becomes effective on the date of its approval by the Board of Directors, and shall be kept on file at the Company's headquarters.
