

Itaúsa - Investimentos Itaú S.A.

CNPJ. 61.532.644/0001-15 A Publicly Listed Company

Notice to the Stockholders

INCREASE OF THE CAPITAL STOCK

We announce to the Stockholders that at the Extraordinary and Annual General Meeting of April 26, 2012, the increase in the Company's capital stock from R\$ 13,678,405,254.19 to R\$ 17,000,000,000.00 was approved:

I - STOCK DIVIDEND (10%)

Stock dividend (10%) as a result of the capitalization of revenue reserves of R\$ 2,821,594,740.81, as follows:

- **Issue:** 440,678,158 new book entry shares with no par value, being 169,662,686 common and 271,015,472 preferred shares, which shall be attributed to the stockholders free of charge as a stock dividend in the proportion of 1 (one) new share to each lot of 10 (ten) shares of the same type held at the close of business on April 26, 2012;
- **Cost of the Stock Dividend:** R\$ 6.402847 per share for the purposes of the provision in paragraph 1, Article 47 of RFB Normative Instruction 1.022/10;
- **Rights:** the new shares shall be included in the stockholders position on May 3, 2012 and shall have the right to the share subscription (item II below) and be entitled to receive dividends and/or interest on capital in full, corresponding to the fiscal year 2012, that may be declared as from April 27, 2012;
- **Share Fractions:** the stock dividend shall always be effected in whole numbers; remaining unsubscribed stock arising from share fractions shall be sold on the BM&FBOVESPA and the net recorded value placed at the disposal of stockholders who, as of the record date, were enrolled as owners of the share.

II - PRIVATE SUBSCRIPTION IN SHARES

Increase of capital stock in R\$ 500,000,005.00, through issue of new shares for subscription in the following conditions:

- **Issue:** 58,823,530 new book entry shares with no par value, being 22,647,272 common and 36,176,258 preferred shares, to be subscribed by the stockholders in the proportion of the common and preferred shares representing the capital stock following the stock dividend above;
- **Price:** the shares will be issued for subscription at the price of R\$ 8.50 per share;
- **Preemptive Rights :** the stockholders may exercise preemptive rights to the subscription in the period from May 2 to May 31, 2012, in the proportion of 1.2134919% on the shares of the same type held on April 26, 2012, following the stock dividend above;
- **Assignment of Preemptive Rights:** the preemptive right to subscription of the new shares may be assigned in accordance with the law;
- **Subscription Bulletin :** the stockholders with shares registered in book entry form with Itaú shall receive pre-completed forms through which they may subscribe shares, as well as opt to subscribe any remaining unsubscribed shares, by signing and delivering the forms to any branch of Itaú. For greater convenience, Itaú account holders with shares registered in book entry form with Itaú may also exercise their subscription rights by using the *internet 30 horas* system (business days from 9:00 a.m. to 6:00 p.m.);
The stockholders with shares deposited in the *Central Depositária de Ativos* (Central Depository Securities Services) of BM&FBOVESPA shall exercise their respective rights through their custody agents (Broker) and in accordance with the rules and terms established by the BM&FBOVESPA Central Depository Securities Services itself;
- **Paying in of the Shares :** the shares shall be paid in upon subscription in cash or by offsetting credits originating from "IOC - interest on capital" declared by ITAÚSA on February 28, 2012 in the amount of R\$ 0.13482 per share, which shall be paid out on June 8, 2012 with the retention of 15% withholding tax at source, the exception from this retention being those corporate stockholders able to substantiate their immunity or exemption as at the close of business on the record date of February 29, 2012;
- **Reserve of Remaining Unsubscribed Shares :** the stockholders who elect to subscribe the remaining unsubscribed shares may do so on June 14, 2012, proportional to the subscriptions made, at the same price and under the same conditions; given that (i) the stockholders with shares registered in book entry form with Itaú may use any branch of Itaú, the account holders using the *internet 30 horas* system (from 9:00 a.m. to 6:00 p.m.); and (ii) the stockholders who hold shares registered with the BM&FBOVESPA Central Depository Securities Services shall subscribe them through their custody agents. The balance of unsubscribed shares remaining shall be sold on the Exchange pursuant to Article 171, Paragraph 7, "a" of Law 6404/76;
- **Rights of Unsubscribed Shares :** the subscribed shares shall be entitled to receive full dividends and/or interest on capital, corresponding to fiscal year 2012, that may be declared as from July 2, 2012;
- **Trading of New Shares:** the subscribed shares shall be authorized for trading on the first business day subsequent to the date of the General Stockholders Meeting that verifies this subscription and ratifies the increase in the capital stock.

São Paulo (SP), April 26, 2012.

HENRI PENCHAS

Investor Relations Officer