



CNPJ 61.532.644/0001-15  
A Publicly Listed Company

## CORPORATE BYLAWS

Approved at the Ordinary and Extraordinary General Stockholders' Meeting of April 30, 2021

Article 1 – NAME, TERM AND HEAD OFFICE – The publicly listed corporation governed by these Bylaws, named ITAÚSA S.A. (“ITAÚSA”), incorporated for an indefinite period of time, has its head office and legal address in the city and state of São Paulo, at Avenida Paulista, 1938, 5th. floor, CEP 01310-200, Bela Vista, and it may establish branches or offices in any marketplaces in Brazil or abroad upon a resolution of its Board of Directors.

1.1. Corporate Governance Level 1 Listing Regulation – With the admission of ITAÚSA to the special listing segment denominated Corporate Governance Level 1 of B3 S.A. – Brasil, Bolsa, Balcão (B3 - Brazilian Exchange and OTC) (“B3”), the company, its stockholders, management members and members of the Fiscal Council are subject to the provisions of the Corporate Governance Level 1 Listing Regulation of B3 (“Level 1 Regulation”).

Article 2 – PURPOSE – The corporate purpose of ITAÚSA is to hold equity interests in other companies, in Brazil or abroad, for investment in any sectors of the economy, including through investment funds, disseminating among its investees its principles of appreciation of human capital, governance, and ethics in business and stockholder value creation on a sustainable basis.

Article 3 – CAPITAL AND SHARES – Subscribed and paid-up capital is forty-three billion, five hundred fifteen million, two hundred eighty-six thousand, three hundred forty-four Brazilian reais and fifteen cents (R\$43,515,286,344.15) represented by eight billion, four hundred ten million, eight hundred fourteen thousand, nine hundred thirty (8,410,814,930) book-entry shares, with no par value, of which two billion, eight hundred eighty-nine million, eight hundred thirty-seven thousand, seven hundred seventy (2,889,837,770) are common shares and five billion, five hundred twenty million, nine hundred seventy-seven thousand, one hundred sixty (5,520,977,160) are preferred shares, the latter with no voting rights but with the following advantages: I - priority in the receipt of a non-cumulative minimum annual dividend of one cent of the Brazilian real (R\$0.01) per share, which shall be adjustable in case of share split or reverse share split, and a dividend at least equal to that paid to common stockholders is assured; and II - the right to tag along, in the event of a sale of control, at a

price equal to eighty percent (80%) of the price paid for each share with voting right that is part of the controlling group.

3.1. Authorized Capital – By means of a resolution of the Board of Directors, the company is authorized to increase its capital stock irrespective of any statutory reform, up to the limit of twelve billion (12,000,000,000) shares, of which four billion (4,000,000,000) in common shares and eight billion (8,000,000,000) in preferred shares. The issues of shares for sale on a stock exchange, public subscription or barter for our shares in a public offering for acquisition of control, may be carried out without observing the preemptive right of former stockholders (Article 172 of Law No. 6,404/76).

3.2. Book-Entry Shares – Without any change in the rights and restrictions that are inherent therein, under the terms of this Article, all company shares will be book-entry shares and remain in deposit accounts at Itaú Corretora de Valores S.A. on behalf of their holders, without the issue of share certificates, in accordance with Article 34 and 35 of Law No. 6,404/76, for which a remuneration may be charged to stockholders in accordance with paragraph 3 of Article 35 of the aforementioned law.

3.3. Changes in Share Type – With the exception of the provision in sub item 3.3.1, shares may not have their type altered from common to preferred shares or vice versa.

3.3.1. The Board of Directors may authorize, whenever it deems necessary, the conversion of common into preferred shares (reconversion being forbidden) on the basis of a conversion ratio established by itself or through an auction at a stock exchange auction, in both cases, for periods and quantities of shares to be determined.

3.3.1.1. This conversion ratio may not exceed one (1) preferred share for each common share presented for conversion, subject to the legal limit. Should the common shares to be converted result in a final number of preferred shares exceeding the limit of two thirds (2/3) of preferred shares, the company shall carry out an apportionment among common stockholders interested in the conversion proportionally to the quantity of common shares presented for conversion, and the conversion that results in share fractions is forbidden.

3.3.1.2. After each conversion period, the Board of Directors will be responsible for specifying the new division of the number of shares by type and the first General Stockholders' Meeting will make the necessary statutory amendment.

3.4. Preferred Shares – The number of preferred shares with no voting rights shall not exceed two thirds (2/3) of the total number of shares issued.

3.5. Share Buybacks – The company may buy back its own shares for the purposes of cancelling or holding them in treasury for subsequent sale, subject to authorization by the Board of Directors.

3.6. Obtainment of Voting Rights by the Preferred Shares - Preferred shares will obtain voting rights in accordance with the provisions in Article 111, paragraph 1 of Law No. 6,404/76, if the company fails to pay the priority dividend for three consecutive years.

Article 4 – GENERAL STOCKHOLDERS’ MEETING – The work of the General Stockholders’ Meeting shall be presided by a Chairman and a secretary chosen by attending stockholders, with the selection process to be conducted by a company’s management member.

Article 5 – MANAGEMENT – ITAÚSA shall be managed by a Board of Directors and a Board of Officers. As provided for in legislation and these Bylaws, the Board of Directors shall play a guiding, elective and supervisory role, whereas the Board of Officers shall be responsible for operating and executive duties.

5.1. Term of Office – The unified term of office of the members of the Board of Directors and the Board of Officers shall be one (1) year as from the date of the General Stockholders’ Meeting or the meeting of the Board of Directors that elects such members, as applicable, renewable up to the date of investiture of the current members' successors, with reelection permitted.

5.2. Investiture – The members of the Board of Directors and Executive Officers shall be invested in their positions upon the signing of terms of office in the book of minutes of the Board of Directors or the Board of Officers, as the case may be. The investiture of the members of the Board of Directors and Executive Officers shall be contingent upon their signing the Instrument of Agreement of Management Members under Level 1 Regulation, as well as their compliance with applicable internal and legal requirements.

5.3. Management Compensation – Management members shall receive both compensation and profit sharing, subject to legal limits. The General Stockholders’ Meeting shall determine the overall annual amount for payment of compensation and the Board of Directors shall be responsible for regulating the use of this amount and the pro rata distribution of profit sharing due to the members of the Board of Directors and Board of Officers.

Article 6 – BOARD OF DIRECTORS – The Board of Directors shall be composed of at least three (3) and at the most twelve (12) effective members elected by the General Stockholders’ Meeting. It shall have one (1) Chairman and one (1) to 3 (three) Vice Chairmen chosen by the members from among their peers.

6.1. Within the limits established in main paragraph, it shall be incumbent upon the General Stockholders’ Meeting that elects the Board of Directors to initially establish the number of members that shall sit on this body for each term of office. The same General Stockholders’ Meeting shall elect:

a) one (1) alternate member to the member representing minority stockholders, if elected, in accordance with Article 141, paragraph 4, subsection I, of Law No. 6,404/76;

b) one (1) alternate member to the member representing preferred stockholders, if elected, in accordance with Article 141, Paragraph 4, subsection II, of Law No. 6,404/76;

c) two (2) alternate members to the members elected by controlling stockholders.

6.2. In the case of vacancy, absence or incapacity in office of the Chairman, they shall be replaced by one of the Vice Chairmen appointed by the Board of Directors.

6.3. Should there be a vacant position in the Board of Directors, the remaining members may appoint a substitute to complete the term of office of the replaced member.

6.4. The Board of Directors, which is convened by the Chairman, shall meet ordinarily six (6) times a year and extraordinarily whenever necessary, and its resolutions shall be valid only where there is at least the absolute majority of its acting members present.

6.4.1. Meetings can be held via telephone, videoconference, telepresence, email, or any other means of communication. In these cases, the member shall be considered present in the meeting for the purpose of checking the opening and resolution quorum and their vote shall be considered valid for all legal purposes. The minutes of the meeting shall be signed by all members attending the meeting either in person or remotely.

6.5. It is incumbent upon the Board of Directors to:

I) establish the company's general business guidelines;

II) elect and remove the company's officers and establish their duties;

III) elect and remove the company's advisory board members;

IV) oversee the management work of officers, examine at any time the company's books and documents, request information on contracts already signed or to be signed and any other acts;

V) call the General Stockholders' Meeting at least fifteen (15) days before the date it will be held, and this period shall be counted as from the publication of the first call notice;

VI) express an opinion on the management report and on the accounts of the Board of Officers;

VII) appoint and remove independent auditors;

VIII) resolve upon the set-up of committees to address specific matters within the scope of the Board of Directors;

IX) resolve upon the distribution of dividends according to the provisions in article 12, subject to the approval from the General Stockholders' Meeting;

X) resolve upon the payment of interest on capital, as provided for in item 12.6, subject to the approval from the General Stockholders' Meeting;

XI) resolve upon the conversion of common shares into preferred shares, in accordance with sub item 3.3.1;

XII) resolve upon: (i) the issue of simple non-convertible debentures; and (ii) the issue of shares or convertible debentures, within the limit of authorized capital, according to the provisions in item 3.1 hereof;

XIII) issue opinions on any public offering of shares, the subject matter of which being securities convertible into or that can be bartered for company shares, which must contain, among other material information, the management's opinion on a possible acceptance of the public offering and the company's economic value deemed fair;

XIV) evaluate and disclose the names of the independent members of the Board of Directors on an annual basis, and indicate and justify any circumstances that might compromise their independence;

XV) resolve upon investments or divestitures to be made in a single operation or jointly in the form of correlated operations at an amount higher than 5% of the last equity as published by the company; and

XVI) resolve upon transactions with related party or a set of correlated transactions with related parties that total, in a one (1) year period, an amount equal to or higher than fifty million Brazilian reais (R\$50,000,000.00), or any other transactions with related parties in accordance with ITAÚSA's Policy on Transactions with Related Parties.

Article 7 – BOARD OF OFFICERS – The Board of Officers shall be composed of three (3) to ten (10) members elected by the Board of Directors within ten (10) business days from the date of the General Stockholders' Meeting that elects this Board, comprising the positions of Chief Executive Officer, General Director, Executive Vice President, Executive Officer, and Managing Officer, as established by the Board of Directors when providing for these positions.

7.1. The members of the Board of Directors can be appointed to hold up to one third of the Board of Officers' positions. The positions of Chairman of the Board of Directors and Chief Executive Officer (or company's main executive) may not be concurrently held by the same person.

7.2. The Chief Executive Officer, the General Director, the Executive Vice Presidents and the Executive Officers shall make up the Executive Committee.

7.3. In the event of the absence or incapacity of any officer, the Board of Officers shall choose a temporary substitute from among its members.

7.3.1. The Chief Executive Officer and the General Director shall mutually replace each other in the performance of their duties, including when one of these positions is not filled or a vacancy occurs during the term of office.

7.4. Should any position become vacant, the Board of Directors may appoint a substitute officer to complete the term of the replaced officer.

7.5. One and the same officer may be elected or appointed, either permanently or temporarily, to concurrently hold more than one position.

7.6. No individual who is seventy-five (75) years of age on the date of their election may be elected for the position of officer.

7.7. The resolutions of the Board of Officers shall be taken by the Executive Committee at meetings convened by the Chief Executive Officer, held ordinarily six (6) times a year and extraordinarily whenever necessary, with the presence of the absolute majority of its acting members, and participation of the Managing Officers as invitees in these meetings being permitted.

7.7.1. Meetings can be held via telephone, videoconference, telepresence, email, or any other means of communication. In these cases, the officer shall be considered present at the meeting for the purpose of checking the opening and resolution quorum and their vote shall be considered valid for all legal purposes. The minutes of the meeting shall be signed by all members attending the meeting either in person or remotely.

7.8. It is incumbent upon the Board of Officers to: a) resolve upon: (i) the disposal and encumbrance of assets, including permanent assets, with powers to settle or waive rights, in individual or joint transactions, within a twelve-month (12) period, in amounts not exceeding two percent (2%) of equity determined in the latest financial statements approved by the General Stockholders' Meeting; (ii) the provision of guarantees on third-parties' liabilities; and (iii) the issue of promissory notes and bonds in Brazil and/or abroad, in accordance with current legislation; and b) propose to the Board of Directors: (i) the acquisition of shares issued by the company, in order to cancel or hold them as treasury shares for subsequent sale; and (ii) investments or divestitures to be made in a single operation or jointly in the form of correlated operations in an amount above 5% of the latest equity as published by the company.

7.9. Without prejudice to the provisions in item 7.8, ITAÚSA shall be represented by: a) two officers together, and one of them must be a member of the Executive Committee, with 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 proxies, except for powers of attorney with an ad judicia clause, for periods not exceeding one year; or b) jointly by any two officers who will have powers to: (i) negotiate, execute and sign non-disclosure agreements or similar contracts; (ii) negotiate, execute and sign offers, memorandums of understanding and letters of intent conditional on these being non-binding; and (iii) assume obligations or exercise

rights in any act, contract or document for which the company is responsible up to the limit of one million reais (R\$1,000,000.00) in a single operation or in a series of correlated operations executed within a term of twelve (12) months.

7.9.1. ITAÚSA may also be represented: (i) jointly, by one officer and one proxy or by two proxies with such powers to be stated in the related power of attorney; (ii) individually, by one officer or one attorney-in-fact in acts that do not imply the assumption of obligations or waving of rights, before any direct or indirect public administration body or at general stockholders' meetings or meetings of stockholders or quotaholders of companies or investment funds in which the company holds investments; and (iii) in court, by proxies with powers and modes of action (jointly or individually) set in a power of attorney.

7.10. It is the responsibility of the Chief Executive Officer to: (i) coordinate the execution of the strategic plan established by the Board of Directors; and ii) convene and chair the meetings of the Board of Officers, supervising the work of officers in the various areas of activity.

7.11. The General Director is responsible for structuring and steering the Company's services and set operating rules.

7.12. The Executive Vice Presidents, the Executive Officers and the Managing Officers are responsible for assisting the Chief Executive Officer and the General Director in managing business and steering the company's services.

Article 8 – ADVISORY BOARD – The Board of Directors may set up an Advisory Board as its advisory body, to be composed of up to five (5) members elected by the Board of Directors, with a one (1) year term of office, reelection being permitted.

8.1. The amount allocated to the compensation of the Advisory Board members shall be set by the Board of Directors and shall be included in the overall compensation amount for management members set by the General Stockholders' Meeting.

Article 9 – FISCAL COUNCIL – Under Articles 161 to 165 of Law No. 6,404/76, the company will have a Fiscal Council, which shall work on a permanent basis, composed of three (3) to five (5) effective members and an equal number of alternate members elected by the General Stockholders' Meeting, subject to the following provisions:

- a) preferred stockholders shall be entitled to elect, in a separate voting process, one (1) effective member and their respective alternate member;
- b) minority stockholders that jointly represent ten percent (10%) or more common shares shall be entitled to elect, in a separate voting process, one (1) effective member and their respective alternate member; and

c) the other common stockholders may elect effective members and respective alternate members that, in any case, shall make up a number equal to the number of members elected according to items a) and b) above, plus one (1) effective member and respective alternate member.

9.1. The effective members of the Fiscal Council and their alternate members shall hold office until the first Ordinary General Stockholders' Meeting is held after their election, reelection being permitted.

9.2. The members of the Fiscal Council shall be invested in their offices by signing an instrument of investiture in the Fiscal Council's book of minutes and opinions.

9.3. The compensation of Fiscal Council members shall be set by the General Stockholders' Meeting that elects them and cannot be lower, for each acting member, than ten percent (10%) of the average compensation paid to each officer, excluding benefits, representation allowances, and profit sharing.

9.4. The Fiscal Council shall have one (1) Chairman, chosen from among their peers, and meet ordinarily four (4) times a year and extraordinarily whenever necessary, and its resolutions shall be valid only with the presence of at least the absolute majority of its acting members.

9.4.1. Meetings can be held via telephone, videoconference, telepresence, email, or any other means of communication. In these cases, the Fiscal Council member shall be considered present at the meeting for the purpose of checking the opening and resolution quorum and their vote shall be considered valid for all legal purposes. The minutes of the meeting shall be signed by all members attending the meeting either in person or remotely.

Article 10 – FISCAL YEAR – The fiscal year ends on December 31 of each year and the preparation of interim balance sheets on any date is optional.

Article 11 – ALLOCATION OF NET INCOME – Together with the financial statements, the Board of Directors shall submit to the Ordinary General Stockholders' Meeting a proposal for the allocation of net income for the year in accordance with Articles 186 and 191 to 199 of Law No. 6,404/76 and the following provisions:

11.1. before any other allocation, five percent (5%) shall be allocated to the recognition of a Legal Reserve, which may not exceed twenty percent (20%) of capital;

11.2. the amount to be allocated for the payment of dividends to stockholders shall be specified in accordance with Article 12, subject to the following provisions:

a) preferred shares shall be entitled to a priority minimum annual dividend in accordance with subsection I, Article 3 hereof;



b) the mandatory dividend amount that remains after the payment of dividends addressed in the previous item shall be firstly used to pay out common stockholders at a dividend amount equal to the priority dividend paid to preferred stockholders; and

c) the shares of both types shall share the net income to be distributed under equal terms and conditions once a dividend equal to the minimum amount paid to preferred stockholders is also attributed to common stockholders.

Article 12 – DIVIDENDS – Stockholders are entitled to receive as mandatory dividend an amount equivalent to twenty-five percent (25%) of the net income recorded in the same year, adjusted by the reduction or increase of the specific amounts under letters "a" and "b" of subsection I of Article 202 of Law No. 6,404/76, and in compliance with subsections II and III of the same law, without prejudice to the priority minimum annual dividend in accordance with subsection I, Article 3.

12.1. The mandatory dividend shall be distributed in four or more installments, quarterly or at shorter intervals over the course of the year and until the Ordinary General Stockholders' Meeting that approves the financial statements is held.

12.2. The Board of Directors shall set the interim payment amounts based on the provisional results for the year and these amounts will be charged to the "Reserve for Dividend Equalization". With respect to the allocation of net income (item 11.2), that portion of the mandatory dividend corresponding to the interim distributions will be credited to the same Reserve.

12.3. It shall be incumbent upon the Ordinary General Stockholders' Meeting that approves the financial statements for the year to resolve upon the payment of any portion needed to complete the mandatory dividend. The amount of this payment shall correspond to that part of the mandatory dividend that remains after the deduction of installments paid in advance.

12.4. Whenever justified, interim dividends may be declared according to any of the forms provided for in Article 204 of Law No. 6,404/76.

12.5. Based on a proposal of the Board of Directors, an additional dividend may be distributed.

12.6. By means of a resolution of the Board of Directors, interest on capital may be paid out, and the amount of the interest paid or received will be attributed to the mandatory dividend amount, in accordance with Article 9, paragraph 7 of Law No. 9,249/95.

Article 13 – STATUTORY RESERVES – Based on the proposal of the Board of Directors, the General Stockholders' Meeting may resolve upon the recognition of the following reserves: I – Reserve for Dividend Equalization; II – Reserve for Working Capital Increase; III – Reserve for Capital Increase of Investees.

13.1. The Reserve for Dividend Equalization shall be limited to 40% of capital stock and its purpose is to guarantee funds for the payment of dividends, including interest on capital (item 12.6), or interim distributions, so as to maintain the flow of remuneration to stockholders, comprising the following funds:

- a) equivalent to up to 50% of net income for the year, adjusted according to the provisions in Article 202 of Law No. 6,404/76;
- b) equivalent to up to 100% of the realized portion of Revaluation Reserves, credited to retained earnings;
- c) equivalent to up to 100% of the amount of prior years' adjustments, credited to retained earnings;
- d) arising from the credit corresponding to the payment of interim dividends (item 12.2).

13.2. The Reserve for Working Capital Increase shall be limited to 30% of capital stock and its purpose is to guarantee financial means for the company's operations, consisting of funds equivalent to up to 20% of net income for the year, adjusted in accordance with Article 202 of Law No. 6,404/76.

13.3. The Reserve for Capital Increase of Investees shall be limited to 30% of capital stock and its purpose is to guarantee the exercise of the preemptive right to subscribe capital increases in investees, consisting of funds equivalent to up to 50% of net income for the year, adjusted in accordance with Article 202 of Law No. 6,404/76.

13.4. By means of a proposal of the Board of Directors, portions of these reserves shall be periodically capitalized so that the related amounts do not exceed the limit of ninety-five percent (95%) of capital stock. The balance of these reserves, together with the balance of the Legal Reserve, may not exceed the capital stock amount.

13.5. These reserves shall break down the net income allocated to their set-up into different sub accounts, according to the years they were set up, and the Board of Directors shall specify the net income to be used in the distribution of interim dividends, which can be charged to different sub accounts according to the type of stockholder.

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