



CNPJ 61.532.644/0001-15
A Publicly Listed Company

TRANSACTIONS WITH RELATED PARTIES POLICY

(Approved at the meeting of the Board of Directors held 02.19.2018 and revised at the meeting held 08.09.2021)

1. PURPOSE

The purpose of this Transactions with Related Parties Policy ("Policy") is to establish the rules and consolidate procedures with which Itaúsa S.A. ("Itaúsa" or "Company") must comply in the event of Transactions with Related Parties, ensuring equality and transparency of the operations and guaranteeing to shareholders, investors and other stakeholders that the transactions between Itaúsa and its Related Parties are based on the best Corporate Governance practices.

The meaning of "Related Parties" shall be as provided in CVM Resolution No. 642/10 or any other that may supersede it.

A "Transaction with a Related Party" shall be a transfer of resources, services or obligations between the Company and a Related Party irrespective of a price in consideration having been agreed.

"Correlated Transactions" shall be a set of similar transactions logically related among themselves by virtue of the purpose thereof or parties thereto, such as: (a) subsequent transactions arising from a transaction formerly executed, as long as such a former transaction the main clauses and conditions of the succeeding ones, including any amounts involved; and (b) ongoing transactions involving periodic obligations, as long as any amounts involved are known beforehand.

2. APPLICABILITY

The policy shall apply to Itaúsa, its controlling shareholders, managers (Officers and Directors), members of the Fiscal Council, and employees.

Itaúsa-controlled entities shall abide by the principles of equality and transparency when executing their own Transactions with Related Parties.

3. RULES

3.1. Formalization of Transactions with Related Parties

All Transactions with Related Parties, as herein defined, shall abide by the following:

- a) arm's-length clauses and conditions, and in line with the contents hereof, as well as with other practices as embraced by the Company and the guidelines as provided in the Itaúsa's Code of Conduct; and
- b) execution in writing, specifying their principal clauses and conditions, such as, without limitation: total price, unit price, guarantees, conditions for termination, tax payment, fees payment, licensing, etc.

To make sure that Transactions with Related Parties are at all times executed in the best

interest of the Company and in a fully independent manner, the present policy shall forbid granting loans to a controlling shareholder, Manager, or Fiscal Councilor of the Company.

Furthermore, Itaúsa shall make sure that the compensation of advisors, consultants or intermediaries deemed to be Related Parties as provided herein, and that may be retained by the Company, shall not result in a conflict of interests with the Company itself, its Managers or shareholders.

The Administration and Finance Department shall maintain due registration and control over all Transactions with Related Parties. As concerns material transactions approved by the Board of Directors and/or the Related Parties Committee, as defined in item 3.2, the contents of item 4 hereof shall also apply.

3.2. Material Transactions

The department responsible for execution of a Transaction with a Related Party shall determine whether or not the transaction or set of Related Transactions are characterized as a **relevant transaction**, in line with the criteria below, by submitting them to the applicable procedures as set forth:

- (i) where a transaction or set of Related Transactions reaches, within a period of one (1) year, an amount equal to or in excess of R\$50 million, it shall submit the potential transaction to prior resolution of the Related Parties Committee; or
- (ii) where a transaction or set of Related Transactions **(a)** reaches, within a period of one (1) year, an amount equal to or in excess of R\$50milhões, or **(b)** is material by virtue of its characteristics, the nature of the Related Party's connection with the Company, and/or the nature and extent of the Related Party's interest in the operation, it shall submit the potential transaction to prior resolution of the Board of Directors, after review by the Related Parties Committee.

Where a Transaction with a Related Party fits any of the foregoing criteria, the Department in charge shall submit to the Corporate Affairs Area and the Compliance and Corporate Risks Area documentation containing substantiation, justification, and sufficient supporting material for fitting the criteria, as well as other market quotes, adjusted for the risk factors involved, wherever feasible.

It shall be incumbent upon the Corporate Affairs Area to provide the relevant materials to the Board of Directors and/or the Related Parties Committee, as the case may be, which shall review the matter and resolve on whether or not a Transaction with a Related Party may be executed, pursuant to the criteria set forth in the present item 3.2.

Where the Board of Directors and/or the Related Parties Committee, as the case may be, approves execution of a Transaction with a Related Party, the Corporate Affairs Area shall report the decision to the respective department responsible for executing the Transaction with a Related Party, to the Finance and Administration Department and to the Compliance and Corporate Risks Area.

3.3. Approval of Material Transactions with Related Parties

It shall be incumbent upon the Board of Directors and/or the Related Parties Committee to resolve in advance on the execution of a potential Transaction with a Related Party, pursuant to the criteria set forth in item 3.2.

The Board of Directors and the Related Parties Committee may invite other managers, business managers and employees of the Company, as well as outside advisors, to attend the meetings whose agenda of the day may include a resolution on a Transaction with a Related Party.

It shall be incumbent upon the Board of Directors and the Related Parties Committee:

- a) to review counterparty selection process and the clauses and conditions of the Transaction with a Related Party submitted to review and resolution; and
- b) as concerns the Related Parties Committee, to report on a quarterly basis to the Board of Directors any transactions approved thereby.

Transactions with Related Parties executed with entities whose equity capital is fully held, whether directly or indirectly, by the Company need not be submitted to either the Board of Directors or the Related Parties Committee.

Where the applicable law requires a valuation report to substantiate a certain Transaction with a Related Party, or if such a report is requested by the Board of Directors and/or the Related Parties Committee, such a report shall be prepared without the involvement of the party involved in the operation at hand, whether such a party may be a bank, an attorney, a specialized consultancy firm, or others, based on realistic assumptions and third party-certified information.

Furthermore, corporate restructuring processes involving Related Parties shall ensure equitable treatment to the respective shareholders.

Where a member of the Board of Directors or the Related Parties Committee is barred from resolving on a transaction by virtue of a potential conflict of interests, such a member shall declare themselves barred and shall not be given access to information, or attend meetings, concerning the matter. They shall also explain their involvement and provide details on the transaction and the parties thereto. This barring shall be entered into the minutes of the meeting that resolves on the transaction.

The Company's management shall abide by the regularly established flow of negotiation, review and approval of Transactions with Related Parties, and shall not intervene to influence the retainer of Related Parties in a manner not compliant with such a flow.

3.4. Related Parties Report

The Finance and Administration Department shall draft a quarterly report providing information on all Transactions with Related Parties executed in the period and associated with Itaúsa, as well as with any entities whose financial statements are reported in consolidated manner with Itaúsa's. Such a report shall reflect the assets and liabilities position, profits/losses, and appropriated expenses for the period, as well as any other relevant information.

The Finance and Administration Department shall submit the quarterly report to the Related Parties Committee and submit it to the Fiscal Council, with a copy provided to the Compliance and Corporate Risks Area.

3.5. Related Parties Identification Form

The Corporate Affairs Area shall, on an annual basis, provide to the Company's managers (Officers and Directors), as well as to its controlling shareholders, the "Related parties Identification Form" (**Attachment A**) for completion, identification of bound persons and

execution, so that the report referenced in item 3.4 may be drafted.

Any changes to the information provided shall be immediately disclosed by the managers and controlling shareholders to that area.

4. DISCLOSURE

For the purposes of the disclosure of the Transactions with Related Parties Announcement, pursuant to the applicable regulations, the Finance and Administration Department, with the support of the Legal, Compliance and Corporate Risks Department, shall notify the Investor Relations Officer (IRO) in the event of a transaction or set of Related Transactions with Related Parties that **(a)** exceeds the lowest of the following amounts: **(i)** R\$50 million, or **(ii)** one (1) percent of the Company's total assets, or **(b)** is deemed material for its characteristics, the nature of the Related Party, and/or the nature and extent of the Related Party's interest in the operation.

In addition to making the Announcement, the Company shall abide by all other legal and regulatory duties in connection with Transactions with Related Parties, such as disclosure with the annual and quarterly financial statements and with the Reference Form.

5. RESPONSIBILITIES

5.1. The Board of Directors shall:

- formally approve the present Policy, as well as any future revisions hereof;
- review and resolve in advance on the feasibility of Transactions with Related Parties as provided in item 3.2;
- review any omissions hereof or exceptions hereto; and
- resolve on sanctions in the event of noncompliance with the present Policy.

5.2. The Fiscal Council shall:

- become cognizant if Transactions with Related Parties reported by means of the quarterly report, as per item 3.4.

5.3. The Related Parties Committee shall:

- review and resolve in advance on the feasibility of Transactions with Related Parties as provided in item 3.2; and
- report quarterly to the Board of Directors on transactions it may have approved.

5.4. The Sustainability and Risk Committee shall:

- recommend potential sanctions to the Board of Directors in the event of noncompliance with the present Policy, reporting to the Related Parties Committee.

5.5. The Finance and Administration Department shall:

- duly disclose Transactions with Related Parties where thus required by the applicable law and as internally approved;
- submit to the Related Parties Committee the quarterly report referenced in item 3.4, as well as to submit it to the Fiscal Council, with a copy provided to the Compliance and Corporate Risks Area;
- take steps to cause information on Transactions with Related Parties to be properly included in the annual and quarterly financial statements and in the Reference Form;

and

- maintain appropriate registration and control of all Transactions with Related Parties, pursuant to item 3.1 hereof.

5.6. The Legal, Compliance and Corporate Risks Department shall:

- monitor compliance with the present Policy, reporting any noncompliance found to the Sustainability and Risk Committee, along with all information required for said Committee to take a resolution.

5.7. The Compliance and Corporate Risks Area shall:

- carry out an advance review of the documentation provided by the Department responsible for executing a Transaction with a Related Party, pursuant to item 3.2.

5.8. The Corporate Affairs Area shall:

- submit the materials referenced in item 3.2 for prior approval of a Transaction with a Related Party by the Board of Directors and/or the Related Parties Committee, as the case may be;
- report to the department responsible for execution of a Transaction with a Related Party, to the Finance and Administration Department and to the Compliance and Corporate Risks Area on approval of a Transaction with a Related Party by the Board of Directors and/or the Related Parties Committee, as the case may be;
- keep the list of identified Related Parties current and make it available to the relevant internal areas; and
- draft the Transactions with Related Parties Announcement based on inputs provided by the Finance and Administration Department and the Legal, Compliance and Corporate Risks Department.

6. RELATED DOCUMENTS

- Itaúsa's Code of Conduct;
- Law 6.404/76 – articles 247 and 248;
- Accounting Pronouncement CPC 5 (R1), issued by the Brazilian Accounting Pronouncements Commission and approved by the Brazilian Securities and Exchange Commission - CVM, pursuant to Resolution 642/10;
- CVM Guidance Opinion 35;
- Attachment 30-XXXIII to CVM Instruction 480/09;
- CVM Instructions 358/2002, 457/2007 and 480/2009;
- Corporate Governance Level 1 Listing Regulations – B3.

Attachment A

RELATED PARTIES IDENTIFICATION FORM

The Form provided next is intended to list all natural persons and legal persons bound thereto, for the purposes of identification of Related Parties with **Itaúsa S.A.**

To ensure correct completion, special attention is requested to the following concepts, prepared in accordance with CVM Resolution 642, dated October 7, 2010 (CPC 05 - R1), as amended.

RELATED PARTIES IDENTIFICATION FORM		Page 01
	NAME	CPF (INDIVIDUAL TAXPAYER ID)
Manager/Controlling Shareholder		

PERSON(S) BOUND TO THE MANAGER/CONTROLLING SHAREHOLDER

The following shall be deemed to be bound persons ("**Bound Persons**"):

- spouse or partner of the person;
- children of the person or their spouse or partner;
- dependents of the person, their spouse or partner;
- any other kin that may be expected to (a) exert influence on the person or (b) be influenced by the person in their dealings with Itaúsa.

NAME OF BOUND PERSON(S)	KINSHIP	CPF (INDIVIDUAL TAXPAYER ID)

Date: _____ Signed: _____

* By means of execution of the present form, the legal guardian of a minor under the age of sixteen (16) years old authorizes collecting the minor's personal information for the purposes of regulatory compliance with CVM Instruction 480/09, as amended, and CVM Resolution 642/10.

RELATED PARTIES IDENTIFICATION FORM		Page 02
Name of the Manager/Controlling Shareholder:		

COMPANY(IES) OR ENTITY(IES) BOUND TO THE MANAGER/CONTROLLING SHAREHOLDER OR TO BOUND PERSON(S)

List entities/societies where the following conditions apply:

- the entity/society is fully or jointly controlled by a controlling shareholder, manager or Bound Persons thereto.
- a person holding full or joint control of Itaúsa (a) has significant influence over the entity/society or (b) is a member of the key management staff of the entity/society (or of the entity's/society's controlling entity).

Key management staff shall be persons with authority and responsibility for planning, directing and controlling an entity's activities, whether directly or indirectly, including any manager (executive or otherwise) of this entity.

NAME OF THE BOUND PERSON(S)	NAME OF THE SOCIETY(IES) OR ENTITY(IES)	CNPJ (CORPORATE TAXPAYER ID)	CONNECTION WITH THE SOCIETY(IES) OR ENTITY(IES)

Date: _____ Signed: _____
