



CNPJ 61.532.644/0001-15  
A Publicly Listed Company

## **INTERNAL CHARTER OF THE FISCAL COUNCIL**

(Approved at the Meeting of the Fiscal Council of May 9, 1995, amended on May 12, 2003, May 5, 2006, August 13, 2018, August 7, 2020 and November 6, 2020)

**Article 1** - This Internal Charter ("Charter") governs the operations of the Fiscal Council ("Council") of ITAÚSA S.A. ("ITAÚSA" or "Company").

### ***Composition***

**Article 2** – The Council work on a permanent basis, composed of three (3) to five (5) effective members and an equal number of alternates, elected by the General Stockholders' Meeting, being 1 (one) a Chairman and his replacement to be chosen by the Councilors from among their peers.

**Paragraph 1** - The Councilors shall exercise their positions until the first Annual General Meeting which shall follow their election, reelection being permitted.

**Paragraph 2** – Investiture to the positions shall be through the signing of the instrument of investiture in the specific register.

**Paragraph 3** – In the act of investiture, the Councilor shall (i) declare his awareness of the conditions of eligibility, duties and responsibilities pursuant to articles 162 and 165 of Law 6.404/76; and (ii) sign (a) the instruments of adherence to the Internal Charter of the Council and the Policies for Disclosure of a Material Act or Fact and for Trading the Securities of ITAÚSA; and (b) the term of adhesion to the ITAÚSA Code of Conduct.

**Paragraph 4** – In the event of absence, incapacity, resignation or decease, the sitting member shall be substituted by his respective alternate.

**Paragraph 5** – The function of a Council member may not be delegated.

### ***Responsibilities of the Council***

**Article 3** – It is incumbent upon the Council to perform the responsibilities set forth in Article 163 of Law 6.404/76, as well as (i) to evaluate the performance of operations set forth in the Transactions with Related Parties Policy of ITAÚSA, reporting them to the Board of Directors;

and (ii) to previously approve any hiring of other services rendered by the independent auditor responsible for auditing the Company's Account Statements, in accordance with the Policy for Appointing an Independent Auditor of the ITAÚSA.

### ***Meetings: Convening, Installation and Decisions***

**Article 4** - The Council shall meet ordinarily 4 (four) times per year and extraordinarily, whenever deemed necessary.

**Paragraph 1** – It is incumbent on the Chairman to convene and preside at the meetings of the Council and to represent it at meetings with the other management bodies of the Company, including attending the General Shareholders' Meetings to present the Council's opinion and representations and provide replies to requests for information and clarifications on behalf of the shareholders, without prejudice to the presence and opinion of any of the other Councilors.

**Paragraph 2** – The Council's meetings shall be convened through notification sent at least 2 (two) business days prior to the meeting by e-mail or by any other means of communication.

**Article 5** – The Council's meetings may be validly installed when there is a minimum quorum present of an absolute majority of the Council's members, decisions being adopted by the majority of the members present, the Chairman having the deciding vote in the event of a tie.

**Sole Paragraph** - The Councilor dissenting from any of the Council's decisions may register his dissenting opinion in the minutes of the meeting as well as notifying such to the management bodies or the General Shareholders' Meeting.

**Article 6** – The meetings may be held by telephone, videoconference, telepresence, e-mail or any other means of communication. In these cases, the Councilor shall be deemed as present at the meeting for verification of the quorum for installation and decision, and his vote considered as valid for all legal purposes. The minutes of the meeting shall be signed by all the Councilors who have participated in the meeting whether through personal attendance or remotely.

**Sole Paragraph** - The Councilors who have participated in the manner described above shall certify that the matters discussed at the meeting shall not have been accompanied by unauthorized persons.

**Article 7** – The minutes of the meetings and the Council's opinions shall be transcribed in the "Fiscal Council's Meetings and Opinions Register", which shall be held together with other corporate registers at the Company's head office.

### ***Secretary of the Council***

**Article 8** – The Chairman of the Council shall appoint a Secretary, who may or may not be a Councilor, with the following responsibilities:

- (i) monitor the matters to be included on the agenda of the meetings in the light of the annual calendar of ordinary meetings, the requests of the Councilors and eventual pending matters;
- (ii) arrange for the convening and sending of support materials for the meetings of the Council with prior notice of at least 2 (two) business days, in order that the Councilors may be fully informed to ensure fruitful collaboration in the debates;
- (iii) take the minutes of the meetings, record the discussions and decisions and prepare and formalize the respective minutes, opinions and other documents in the specific register; and
- (iv) circulate a copy of the minutes of the meetings, reports and opinions to the Fiscal Councilors and the Chairman of the Board of Directors.

### ***Request for Information, Clarifications and Statements***

**Article 9** – Any one Councilor may request clarifications or information, conditional on such being relative to their supervisory function, in addition to the preparation of special-purpose financial statements, through a written and substantiated request to the Council to be addressed to the management bodies or the Company's independent auditors, together with the Councilor's manifestation on the matter.

### ***Duties***

**Article 10** - The Council members, besides performing the legal duties inherent in their positions, shall conduct themselves based according to the highest ethical standards and also comply with the Code of Conduct and the policies of ITAÚSA, as well as the norms issued by the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) and B3 S.A. – Brasil, Bolsa, Balcão, and foster good corporate governance practices in the Company.

**Sole Paragraph** – Any material information related to the Company shall be kept rigorously confidential by the Councilors while it has not been officially disclosed to the market.

### ***Conflict of Interests***

**Article 11** – The Council member shall declare, prior to the beginning of discussions and/or decisions on a given matter that, for whatever reason, he has a private or conflicting interest with the Company with respect to the issue at hand, consequently therefore abstaining from its examination and voting.

**Sole Paragraph** – Until the conflict of interests ceases, the Councilor under conflict shall not in any way, directly or indirectly, interveve. The statement of conflict and subsequent temporary removal shall be entered into the minutes. If a Councilor under conflict fails to state their status, those that are aware of any such conflict shall report it to the Chairman of the Council.

### ***Omissions and Duration***

**Article 12** – Any omissions shall be resolved by the Chairman, *ad referendum* of the Council.

**Article 13** – This Charter becomes effective on the date of its approval by the Council and shall remain on file at the Company's headquarters.

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