

Management's Proposal and Annual and Extraordinary General Stockholder' Meeting Manual

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April 30, 2024, 11:00 am

ITAÚSA

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1. Message from the Chairperson of the Board of Directors and the CEO

São Paulo, March 28, 2024.

The macroeconomic scenario in Brazil in 2023 brought in expectations on the rise in view of the positive reviews in economic growth, SELIC rate reductions and slowdown in inflation. On the other hand, interest rates were still high, concerns about the fiscal scenario and the need for structural reforms still called for caution in business.

In this still adverse context, our strategy of having in our portfolio companies from sectors relevant to the Brazilian economy, which lead their markets, with good cash flow generation and recognized brands, has proved to be even more fundamental for us to continue creating value for our stakeholders and reporting solid results and profitability indicators.

In 2023, we made progress in our efficient capital allocation and financial discipline strategy with the sale of the full equity interest in XP Inc. We used these proceeds for cash increase and deleveraging by making a prepayment of R\$2.5 billion worth of debts. We also refinanced the 1st series of the 4th issuance of debentures, in the amount of R\$1.25 billion, which, alongside the debt prepayment, has resulted in the reduction of gross debt by 41%, the extension of the average debt term to 6.5 years from 4.6 years, the elimination of maturity of principal amounts in the next four years (up to 2027), and preservation of liquidity.

In line with our commitment to creating value for stockholders, we distributed net earnings for FY 2023 in the total amount of R\$8.0 billion, a 100% increase from 2022, a 62% payout and an 8.4% dividend yield. In addition to these earnings, we carried out another share bonus for our stockholders, capitalizing R\$8.8 billion in reserves, which allowed the delivery of five shares for every 100 shares held by our stockholders.

Throughout 2023, we made progress in the implementation of our Sustainability Strategy announced in 2022. Accordingly, we created the ESG Intelligence department, trained employees on material topics of the ESG agenda, discussed global ESG trends at Board meetings, reviewed the corporate risk matrix to incorporate ESG aspects, started Itaúsa's decarbonization journey, and developed indicators and metrics to monitor Itaúsa's and investees' ESG performance. Finally, we also joined the United Nations Global Compact, strengthening our commitment to prioritizing Sustainable Development Goals (SDGs).

The year was also marked by the launch of Instituto Itaúsa (Itaúsa Institute), whose purpose is to support Brazil's transformation towards a more productive economy and positive for the climate, nature and people, which will then lead to reduced emissions, conservation of biodiversity and tackling of social inequalities. In its first year of operation, the Institute supported 10 projects in the environmental conservation and productivity & sustainability areas and from 2024 onwards it will have a budget of up to R\$50 million per year, which will boost its capacity to create positive impact.

Another significant move was the evolution of our Culture, which we revisited together with our employees, addressing recent business transformations with the expansion of our portfolio, changes in work models, our environmental and social responsibility, and the look to the future. The revitalization of our institutional culture brings pillars that are fundamental for the ongoing progress in our purpose and the Company's objectives.

We are confident that we are on the right track in conducting our business, remaining focused on creating sustainable value for society, investees and our more than 900,000 stockholders, and increasingly progressing towards transparency, engagement with our stakeholders and governance.

Aimed at holding an open dialogue with our stockholders (direct and indirect via investment funds) to discuss the path our business is moving forward, we invite you to attend the upcoming Annual and Extraordinary General Stockholders' Meeting to debate and vote on the matters listed in the call notice on pages 9 and 10 of this Manual. The Meeting will take place on April 30, 2024, at 11:00 a.m., on a virtual-only format. We strongly recommend that stockholders make use of the distance voting ballots to exercise their voting right. To learn more about how to attend the Meeting please see pages 4 and 6 of this Manual.

Very truly yours,

Henri Penchas
Chairperson of the Board of Directors

Alfredo Egydio Setubal
CEO and Investor Relations Officer

2. Information about the Annual and Extraordinary General Stockholders' Meeting

a) Date, time and format

The Annual and Extraordinary General Stockholders' Meeting ("Meeting") of **Itaúsa S.A.** ("Itaúsa", "Company" or "Issuer") will be held on **April 30, 2024 at 11:00 a.m.** for the examination, discussion and voting of the matters contained in the Call Notice (item 3 of this report).

The Company informs that the Meeting will be held in an **exclusively digital form** (without prejudice to the use of the distance voting ballots for the exercise of the voting right) and, for this reason, it will be recorded in full, in compliance with the determinations in Article 28, paragraph 1, II, of CVM Resolution No. 81/22.

The Call Notice for this Meeting is available on the Company's Investor Relations website (www.itausa.com.br) and on the websites of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br) and it will be published on **April 2, 3 and 4, 2024** in the "O Estado de S. Paulo" newspaper and on its website (<https://estadaori.estadao.com.br/publicacoes/>).

b) Opening and approval quorums

The Annual General Stockholders' Meeting will be declared open upon a first call with the attendance of Stockholders representing at least one fourth of the voting capital (common shares), in accordance with Article 125 of Brazilian Corporate Law ("Brazilian Corporate Law").

According to Articles 135 and 136 of Brazilian Corporate Law, the proposals to amend the Bylaws shall be resolved upon at an Extraordinary General Stockholders' Meeting, which will be declared open upon a first call with the attendance of Stockholders representing at least two thirds of the voting capital (common shares).

We note that, should there not be sufficient quorum for declaring the General Stockholders' Meeting open upon a first call, a new call will take place by means of a notice to be disclosed in a timely manner, and the period for holding the Meeting may not be shorter than eight days, according to Article 124 of Brazilian Corporate Law. Upon a second call, the above mentioned Meeting will be declared open with any number of common Stockholders.

According to Article 129 of Brazilian Corporate Law, the resolutions of the Meeting will be made by an absolute majority of votes and blank votes will not be computed. Each share entitles the Stockholder to one vote at the Meeting.

c) Documents made available to Stockholders

The Management Report on the business and major administrative facts, together with the Financial Statements, the Reports of the Independent Auditors and of the Audit Committee, and the Opinion of the Supervisory Council for 2023 were made available by the Company on its Investor Relations website (www.itausa.com.br) and on the websites of B3 (www.b3.com.br) and the Brazilian Securities and Exchange Commission (www.cvm.gov.br) on March 18, 2024, and published on March 27, 2024 in the "O Estado de S. Paulo" newspaper and on its website (<https://estadaori.estadao.com.br/publicacoes/>).

d) Attendance at the General Stockholders' Meeting

The Meeting will be held in an exclusively digital form and, for this reason, the participation of Stockholders may only be:

- (i) via **Distance Voting Ballot** ("Ballot"), in accordance with the guidance described below; and
- (ii) via **Digital Platform** to be made available by the Company for access on the day and time of the Meeting, as described below.

Stockholder's identification and representation documents ("Documents")

We list below the supporting documents for the identification and representation of the Stockholder:

- (i) Individuals: identity document of the Stockholder or their legal representative (in this case, together with the proxy evidencing related powers);

2. Information about the Annual and Extraordinary General Stockholders' Meeting

- (ii) Legal Entities: corporate documents substantiating legal representation of the Stockholder and an identity document of the representative;
- (iii) Investment Fund: documents listed in the previous item and fund regulations.

In this General Meeting, the Company (i) will dismiss the presentation of a notarized copy of the Documents; and (ii) will not require the notarization of the signature on the proxies and on the Distance Voting Ballots to be directly forwarded to the Company and/or the consularization or apostille annotation of the proxies or even the sworn translation of the documents drafted or translated into Portuguese, English or Spanish.

Guidance on representation by proxies

Stockholders may be represented in the General Stockholders' Meetings by a proxy who has been appointed no longer than one year before the meeting and is a stockholder or management member of Itaúsa, a lawyer or financial institution, in which case the investment fund manager will represent the co-owners. Corporate stockholders may be represented in the General Stockholders' Meetings by their legal representatives or duly appointed proxies, and such proxy is not required to be a stockholder or management member of Itaúsa or a lawyer.

To assist Stockholders who wish to participate in the Meeting by means of proxies, we present a proxy template (Attachment VI – Template "A"). Alternatively, the Company will make available proxies who can represent the Stockholder at the Meeting and who will vote in strict conformity with the voting guidance presented by the Stockholder in accordance with the templates in Attachment VI – Template "B".

In order to make the work at the Meeting easier, the Company suggests that the Stockholders represented by proxies send a copy of the proxy and the other Documents mentioned above **by 11:00 a.m. of April 28, 2024**, preferably, to the email address assembleia@itausa.com.br or, also, via mail or courier to:

Itaúsa S.A. - Gerência de Relações com Investidores
C/O: Assembleia de Acionistas
Avenida Paulista, 1938, 18º andar – Bela Vista – São Paulo / SP – CEP 01310-200

Guidance on attendance through the forwarding of the Distance Voting Ballot ("Ballot")

The Stockholder that decides to exercise their remote voting right should do so using one of the alternatives described below:




- (i) Forwarding of the Ballot by the Stockholder to the custodian/brokerage

The holder of shares deposited at B3 S.A. – Brasil, Bolsa, Balcão (B3 – Brazilian Exchange and OTC) should send the voting instruction to their custodian/brokerage **by April 24, 2024**, unless a different timeframe is indicated, and in accordance with the procedures and documents required by the respective custodian.

- (ii) Forwarding of the Ballot by the Stockholder to the Company's underwriter (Itaú Corretora de Valores S.A.)

In this case, Itaú Corretora de Valores S.A. has set up the Digital Meeting website, a safe solution for remote vote casting. To vote via website you must register and have a digital certificate. Information on registration and the step-by-step procedure for issuing the digital certificate are provided on the website: <https://assembleiadigital.certificadodigital.com/itausecuritieservices/artigo/home/assembleia-digital>

The channels available for Client Service are as follows:

-  3003.9285 (Whatsapp)
-  3003.9285 (Capital Cities and Metropolitan Regions)
-  0800.720.9285 (Other locations)

Business day from 9:00 a.m. to 6:00 p.m.

E-mail: atendimentoescrituracao@itau-unibanco.com.br

2. Information about the Annual and Extraordinary General Stockholders' Meeting

(iii) Forwarding of the Ballot by the Stockholder directly to the Company

The Stockholder should send the Ballot **by April 24, 2024** duly filled out and signed, together with a copy of the Documents mentioned above, preferably, to the email address assembleia@itausa.com.br or, also, via mail or courier to:

Itaúsa S.A. - Gerência de Relações com Investidores
C/O: Assembleia de Acionistas
Avenida Paulista, 1938, 18º andar – Bela Vista – São Paulo / SP – CEP 01310-200

Any Ballot or Documents received after this date will be disregarded.

Once the documents mentioned above have been received, the Company will notify the Stockholder as to their receipt and acceptance in accordance with CVM Resolution No. 81/22.

Should the Ballot sent to the Company fail to be fully filled out or be accompanied by the supporting Documents described above, it will be disregarded and this information will be sent to the Stockholder through the email indicated in the Ballot.

Stockholders with shares held in custody at more than one institution must send voting instructions to one institution only and the vote will be deemed as representing the Stockholder's total number of shares.

During the established voting period, the Stockholder may change their voting instructions as many times as they deem necessary so that the last voting instruction presented will be the one considered in the Company's voting map.

Once the voting period elapses, the Stockholder will not be able to change the voting instructions already sent. Should the Stockholder understand that the change is necessary, they should remotely attend the Meeting and request that the voting instructions sent via Ballot be disregarded.

In accordance with CVM Resolution No. 81/22, should there be any discrepancy between the Ballot received directly by the Company and the voting instruction contained in the consolidated voting map sent by B3 with respect to the same tax number of enrollment under the Individual Taxpayer's Registry (CPF) or Corporate Taxpayer's Registry (CNPJ), then the voting instruction contained in the voting map will prevail and the Ballot received directly by the Company will be disregarded.

Guidance on attendance via digital platform (Zoom)

The request for virtual participation of the Stockholder at the Meeting by means of the digital platform shall be forwarded to the Company via the email assembleia@itausa.com.br, together with the respective identification and representation Documents previously described **by 11:00 a.m. of April 28, 2024**.

In view of the need to adopt security measures for the virtual participation in the Meeting, only after the request is received and the Stockholder's identification and representation Documents are verified will the Company forward, via e-mail, the guidance and the link and access password for the Stockholder's participation via the digital platform.

The link received will contain personal access information and must not be shared under penalty of the Stockholder being held accountable. The Stockholder that participates by means of the digital platform may express their interest and, if they so wish, exercise their voting right, and they will be considered present at the Meeting and undersigned of the respective minutes under the terms of Article 47, III, paragraph 1 of CVM Resolution No. 81/22.

The Company (i) recommends that Stockholders requesting their attendance become familiar in advance with the use of the digital platform, as well as ensure the compatibility of their electronic devices with the use of the aforementioned platform; and (ii) requests that, on the date of the Meeting, qualified Stockholders access the platform 30 minutes prior to the time set for the beginning of the work in order to allow validation of access and the attendance of all Stockholders using it.

The Stockholder that requests participation at the Meeting via the digital platform and has not received the respective access authorizations **by 11:00 a.m. of April 29, 2024**, should contact the Company via the email assembleia@itausa.com.br or telephone at +55 11 3543-4177.

2. Information about the Annual and Extraordinary General Stockholders' Meeting

The Stockholder that has already sent the Ballot may register via digital platform to (i) merely participate in the work of the Meeting; or (ii) participate in the work and exercise their voting right at the Meeting, in which case all previously submitted instructions for voting via Distance Voting Ballot will be disregarded by the Company.

The Company is not responsible for any technical or connection issues that the Stockholder may face or for any other event that may hinder or prevent their attending the Meeting via the digital platform made available by the Company. Should there be any questions strictly related to the access to or use of the digital platform, Stockholders may count on the technical support via the email assembleia@itausa.com.br providing their contact phone number.

Any requests for attending the Meeting via digital platform submitted after the aforementioned deadline will be disregarded by the Company.

e) Information on the election of members for the Board of Directors

In accordance with Brazilian Corporate Law, the election of the members of the Board of Directors may be carried out based on the majority of votes, multiple voting or separate voting. Since the different voting processes may affect the determination of the number of effective and alternate members of the Board of Directors, for a better understanding of the dynamics of this election, the voting processes are described below:

Majority Voting

As a rule, the members of the Board of Directors will be elected by an absolute majority of votes and blank votes will not be computed, and the elected members will be those with the highest number of votes from the attending Stockholders.

Multiple Voting

According to CVM Resolution No. 70/22, the Stockholders interested in requesting the adoption of multiple voting in the election of the members of the Company's Board of Directors must represent at least five per cent (5%) of the voting capital.

In accordance with Article 141, paragraph 1, of Brazilian Corporate Law, the option provided for in said Article addressing the adoption of multiple voting must be exercised by Stockholders at least forty-eight (48) hours before the General Stockholders' Meeting, and the presiding officers of said Meeting must inform the Stockholders in advance, based on the "Attendance Book", of the number of votes required for the election of each member of the Board of Directors.

After the multiple voting process is adopted for electing the members to the Board of Directors, the votes cast by Stockholders who, via Distance Voting Ballot, have opted to "ABSTAIN" for item distribution in advance of votes cast in the candidates informed in that Ballot, will be deemed as abstention for the respective resolution at the Meeting. Therefore, these votes cast by such Stockholders will not be included in the resolution quorum and thus these Stockholders will not take part in the election of members to the Board of Directors.

Separate Voting

Article 141, paragraph 4, of Brazilian Corporate Law ensures the right to elect, in a separate voting process, one (1) member of the Board of Directors for the following groups of Stockholders, excluding Controlling Stockholders:

a) holders of at least 15% of the common shares (this nomination is unavailing because the common shares outstanding in the market represent less than 10% of the voting capital); b) holders of preferred shares representing at least 10% of the total capital; or c) if the previous quorums are not reached, minority common and preferred stockholders that together hold at least 10% of total capital).

Only the Stockholders that can prove the uninterrupted ownership of the investment required for a period of at least three months prior to the date of the General Stockholders' Meeting may exercise the right to separate voting.

Holders of 0.5% or more of the common or preferred shares that intend to nominate candidates for the Board of Directors by separate voting must forward a letter to the Company **by April 5, 2024** (assembleia@itausa.com.br), so that the nominees can be included in the Distance Voting Ballot, containing the full qualification and a summarized curriculum vitae of the candidates together with the necessary evidence

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proving that the minimum applicable requirements for eligibility for the position provided in Brazilian Corporate Law and CVM Resolution No. 80/22, amended by CVM Resolution No. 168/22, are met.

If there is a request for the adoption of multiple voting and separate voting at the same Stockholders' Meeting, the Stockholder must choose to which process they will allocate their shares but they may use part of the shares for the multiple voting process and the other part for the separate voting process.

f) Information on the election of members for the Supervisory Council

In accordance with Brazilian Corporate Law, the following conditions must be observed in the election of the members of the Supervisory Council:

- a) the holders of preferred shares will be entitled to elect, in separate voting, one (1) effective member and their respective alternate;
- b) Minority stockholders will have equal rights as long as they represent at least 10% of the Company's common shares; and
- c) the other Stockholders may elect the effective and alternate members who, in any case, will be in equal number to those elected according to the previous items, plus one (1).

Holders of 1.0% or more of capital stock that intend to nominate candidates for the Supervisory Council must forward a letter to the Company **by April 5, 2024** (assembleia@itausa.com.br), so that the nominees can be included in the Distance Voting Ballot, containing the full qualification and a summarized curriculum vitae of the candidates together with the necessary evidence proving that the minimum applicable requirements for eligibility for the position provided in Brazilian Corporate Law are met.

g) Conflicts of interest

Any Stockholder aware of a conflicting situation involving another Stockholder and the subject matter to be resolved upon must also make this known.

When a conflict of interest is brought into light, the conflicted Stockholder must abstain from taking part in the resolution of the related matter. If the conflicted Stockholder refuses to abstain from the resolutions, the Chairperson of the Meeting will determine the annulment of the pronounced conflicted votes even if it is after the Meeting.

h) Communication channel with the Board of Directors

We note that the Stockholders may send suggestions, criticisms or questions directly to the Board of Directors by means of the email assembleia@itausa.com.br and, in the subject field, they must inform that it is related to "Recommendations to the Board of Directors for the General Meeting."

3. Call Notice of the Annual and Extraordinary General Stockholders' Meeting

The Stockholders of **Itaúsa S.A.** are invited to participate in the Annual and Extraordinary General Stockholders' Meeting to be held on **April 30, 2024 at 11:00 a.m.**, in the **exclusively digital** form, in order to:

Agenda of the annual general meeting:

1. take cognizance of the Management Report and the Report of the Independent Auditors, the Opinion of the Supervisory Council and the Audit Committee Report, and examine, discuss and resolve upon the Financial Statements for the fiscal year ended December 31, 2023;
2. resolve on the proposal of allocation of profit for the year 2023;
3. establish the number of members of the Board of Directors for the next annual term of office;
4. elect the members of the Board of Directors;
5. resolve whether the candidates meet the criteria for independent member of the Board of Directors, in accordance with the independence criteria set forth in the applicable regulation and in the Company's Nomination Policy for the Members of the Board of Directors and Supervisory Council;
6. elect the members of the Supervisory Council for the next annual term of office;
7. resolve on the overall annual amount to be allocated for the compensation of management members; and
8. resolve upon the monthly compensation of the members of the Supervisory Council.

Agenda of the extraordinary general meeting:

1. approve the following amendments to the Bylaws to:
 - a) in the head provision of Article 3, record the new composition of capital stock, after the private subscription of shares and capitalization of reserves with bonus shares, approved by the Board of Directors at the meetings held on August 14, 2023 and November 22, 2023;
 - b) in item 5.4, provide for the execution of indemnity contracts for Advisory Board nominees;
 - c) In item 6.1, update the reference to the Nomination Policy for the Members of the Board of Directors and Supervisory Council;
 - d) in item 6.5, simplify the wording of items X and XI by excluding the expression "subject to the approval from the General Stockholders' Meeting"; and
 - e) exclude Article 15 – Temporary Provision, as it has already fulfilled its purpose.
2. approve the resulting consolidation of the Bylaws.

General information:

Attendance at the General Stockholders' Meeting: Stockholders, their legal representatives or proxies may participate in the Meeting in any of the manners below:

- (i) Distance Voting: The Distance Voting Ballots may be submitted by means of the Stockholders' custodian agents or the booking agent for the Company's shares, or directly to the Company, in accordance with the instructions provided in the General Stockholders' Meeting Attendance Manual. For submission of the ballots directly to the Company, we suggest using the email address assembleia@itausa.com.br and the subsequent submittal of the physical counterpart is not necessary;
- (ii) Electronic System for Virtual Participation: Stockholders may also choose to just participate in the Meeting or to participate and also vote virtually, and the guidance and data for connection, will be forwarded to the Stockholders that show their interest by means of the email assembleia@itausa.com.br by **11 a.m. of April 28, 2024**, by attaching to this email the identification and representation documents, as described in the General Stockholders' Meeting Attendance Manual;

Multiple Voting: Stockholders interested in requesting the adoption of the multiple voting process in the election of members of the Board of Directors must represent at least 5% of the voting capital in accordance with CVM Instruction No. 70/2022;

Separate Voting: Minority stockholders and preferred Stockholders may elect, in separate voting, members to the Board of Directors and the Supervisory Council in accordance with the conditions in Articles 141 and 161 of Law No. 6,404/76 and, in the election for the Board of Directors, only the votes related to the shares held by the Stockholders that can substantiate uninterrupted ownership of the investment since January 31, 2024 will be considered; and

3. Call Notice of the Annual and Extraordinary General Stochholders' Meeting

Documents and Information: the legal documents and additional information necessary for analysis and the exercise of the voting right are available at the head office and on the Company's website (www.itausa.com.br) and on the websites of CVM (www.cvm.gov.br) and of B3 (www.b3.com.br).

São Paulo (SP), March 28, 2024.

BOARD OF DIRECTORS

Henri Penchas
Chairperson

4. Agenda of the Annual General Stockholders' Meeting

Nos termos da proposta apresentada pelo Conselho de Administração, serão submetidas à aprovação dos Acionistas as seguintes matérias:

a) Approval of Management Accounts and Financial Statements for the fiscal year ended December 31, 2023:

The Management Report and the Financial Statements were approved by the Board of Directors at the meeting held on March 18, 2024. These documents, accompanied by the Report of Independent Auditors and of the Audit Committee and the Opinion of Supervisory Council, were made available on March 18, 2024 on the websites of the Company's (www.itausa.com.br), of B3 S.A. – Brasil, Bolsa, Balcão (www.b3.com.br) and of the Brazilian Securities and Exchange Commission ("CVM") (www.cvm.gov.br), and published on March 27, 2024 in the "O Estado de S. Paulo" newspapers and its website (<https://estadaori.estadao.com.br/publicacoes/>).

b) Allocation of Profit for fiscal year 2023:

Taking into consideration that Itaúsa's profit for the year ended December 31, 2023 was R\$13,465,504,514.10, the Board of Directors submits for the analysis and resolution of the General Stockholders' Meeting the proposal for its allocation as follows:

- (i) R\$ 673,275,225.71 to the Legal Reserve;
- (ii) R\$ 3,936,817,559.39 to the statutory reserves, of which: R\$1,968,408,779.69 to the Reserve for Dividend Equalization, R\$787,363,511.88 to the Reserve for Working Capital Increase, and R\$1,181,045,267.82 to the Reserve for the Increase of the Capital of Investees; and
- (iii) R\$ 8,855,411,729.00 for the payment of dividends and interest on capital, attributed to total dividends for 2023.

The distribution of additional dividends will not be proposed.

The information required in Attachment A "Allocation of Profit" of CVM Instruction No. 81/22 is disclosed in Attachment II to this Manual.

c) Definition of the number of members of the Board of Directors for the next annual term of office and election of effective and alternate members, as well as resolution on whether candidates to become independent members are met:

In accordance with Brazilian Corporate Law, the election of members of the Board of Directors may be carried out based on majority of votes, multiple voting or separate voting.

Since these different voting procedures may affect the definition of the number of effective and alternate members to the Board of Directors, the participation and voting processes are described on pages 4 and 6 of this Manual for a better understanding of this election's dynamics.

The Company's Bylaws provides that the Board of Directors will be composed of a minimum of three (3) and a maximum of ten (10) effective members and up to four (4) alternate members, elected at the General Stockholders' Meeting, being one (1) Chairperson and one (1) to three (3) Vice Chairpersons, chosen by the Board members from among their peers. Within these limits, at least one-third (1/3) must be independent members. The unified term of office of each member is one (1) year and reelection is permitted.

At the General Stockholders' Meeting of April 30, 2024, the controlling Stockholders will propose eight (8) effective positions and two (2) alternate positions in the Company's Board of Directors for the next annual term of office. This number of Board members may be increased upon a decision to be made by the Stockholders at the General Stockholders' Meeting itself if minority stockholders and/or preferred stockholders exercise their right to elect one (1) effective member and their respective alternate to the Board of Directors in a separate voting session, provided that the requirements in Article 141, paragraphs 4 to 6, of Brazilian Corporate Law are met.

Under the terms of the Company's Nomination Policy for the Members of the Board of Directors, the controlling stockholders propose:

- **As effective members:**

- ♦ the reelection of current Board members Alfredo Egydio Setubal, Ana Lúcia de Mattos Barretto Villela, Roberto Egydio Setubal and Rodolfo Villela Marino; and of Patrícia de Moraes, Raul Calfat and Vicente Furlletti Assis as **independent members**.

- **As alternate members:**

- ♦ the reelection of current Board members Ricardo Egydio Setubal and Ricardo Villela Marino.

In addition to these candidates, the stockholder Fundação Antonio e Helena Zerrenner Instituição Nacional de Beneficência (FAHZ), in accordance with the Stockholders' Agreement entered into with the Controlling Stockholders of the Company on February 1, 2018, nominated the following candidate to be reelected for Itaúsa's Board of Directors:

- **As an effective independent member:**

- ♦ the reelection of current Board member Edson Carlos De Marchi.

According to the opinion of the Board of Directors, with the support of the Governance and Personnel Committee, and after due analysis, the following are considered:

- as External Members, nominees Ana Lúcia de Mattos Barretto Villela, Roberto Egydio Setubal and Ricardo Villela Marino, for meeting the criteria defined at the Company's Nomination Policy for the Members of the Board of Directors and Supervisory Council, namely not currently having a commercial, employment or relationship or serving as an officer with the Company, regardless of being considered independent members; and
- as Independent Members, nominees Edson Carlos De Marchi, Patrícia de Moraes, Raul Calfat and Vicente Furlletti Assis, for meeting the independence criteria defined in the Company's Nomination Policy for the Members of the Board of Directors and Supervisory Council, notably, not having a commercial or any other type of relationship with the Company, its investees, subsidiaries or affiliates, with a controlling stockholder or a member of the Company's management body that might (i) give rise to a conflict of interest or (ii) affect their capacity and impartiality of analysis and assessment.

All nominees for the Company's Board of Directors have represented that they meet prior eligibility conditions provided for in Articles 146 and 147 of Law No. 6,404/76 and Attachment K to CVM Instruction No. 80/22, as amended by CVM Instruction No. 168/22, and that they are not considered to be politically exposed persons. Additionally, those nominated as independent members have represented that they meet the independence criteria provided for in applicable regulation and in the Company's Nomination Policy for the Members of the Board of Directors.

In order to comply with the requirement in Article 11 of CVM Instruction No. 81/22, the information in items 7.3 to 7.6 of the Reference Form provided for in Attachment C to CVM Instruction No. 80/22, as amended, is presented in Attachment III to this Manual.

d) Election of members for the Supervisory Council for the next annual term of office:

The Company's Bylaws provide for the implementation of a Supervisory Council composed of three (3) to five (5) effective members and an equal number of alternate members, in accordance with the provisions in Articles 161 to 165 of Brazilian Corporate Law for the election of its members.

Preferred stockholders will be entitled to elect, in a separate voting process, one (1) effective member and their respective alternate member. An equal right is given to Minority stockholders, provided that they represent, together, 10% or more of the common shares.

Accordingly, the preferred Stockholder Caixa de Previdência dos Funcionários do Banco do Brasil - PREVI has nominated the following candidates for the Supervisory Council, **in the capacity of representatives of Preferred Stockholders:**

Effective member:

Maurício Nogueira

Alternate member:

Olivier Michel Colas

As for the Minority Stockholders, the Stockholder Fundação Antonio e Helena Zerrenner Instituição Nacional de Beneficência (FAHZ), holder of more than 15% of common shares, nominated the following candidates for Itaúsa's Supervisory Council:

Effective member:

Eduardo Rogatto Luque

Alternate member:

Gustavo Amaral de Lucena

In order to complete the composition of the Supervisory Council, the controlling Stockholders propose the following candidates to be elected:

Effective members:

Guilherme Tadeu Pereira Júnior

Marco Tulio Leite Rodrigues

Elaine Maria de Souza Funo

Alternate members, respectively:

José Carlos de Brito e Cunha

Felício Cintra do Prado Junior

Valdir Augusto de Assunção

All nominees for the Company's Supervisory Council have represented that they (i) meet prior eligibility conditions provided for in Article 162 of Brazilian Corporate Law; and (ii) are not considered to be politically exposed persons, except for nominee Maurício Nogueira, as he held public office from 2019 to 2021 and is considered a politically exposed person for up to five (5) years from the date he no longer qualifies as such.

In order to comply with the requirement in Article 11 of CVM Instruction No. 81/22, the information in items 7.3 to 7.6 of the Reference Form provided for in Attachment C to CVM Instruction No. 80/22, as amended, is presented in Attachment III to this Manual.

e) Definition of the overall amount allocated for compensation of management members, as well as the monthly individual compensation of members of the Supervisory Council

Annual overall compensation of management members (Board of Directors and its Advisory Committees, Advisory Board and Board of Officers)

In accordance with the Company's Bylaws, management members will receive both compensation and profit sharing, in accordance with the Company's compensation policy, subject to legal limits. The General Stockholders' Meeting will determine the overall annual amount for payment of compensation and the Board of Directors will 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.

In the definition of the general parameters of management member compensation, Itaúsa takes into account the amounts adopted in the market, in line with the Company's strategy to attract, reward, retain and encourage management members to run the business. These values are in line with the Company's management members' broad experience and high commitment level.

Fiscal year 2023 (January to December)

In 2023, the General Stockholders' Meeting approved the amount of up to **R\$55 million** for total compensation (fixed and variable and any types of benefits, excluding social charges borne by Itaúsa in compliance with the guidance of the Joint Body of the Brazilian Securities and Exchange Commission at the meeting held on December 8, 2020) of the Company's management members (members of the Board of Directors and Board of Officers), regardless of the year when these amounts were effectively attributed or paid. Due to this limit, **R\$44.6 million** was effectively paid, of which R\$10.8 million to the Board of Directors and R\$33.8 million to the Board of Officers.

Proposal for the fiscal year 2024 (January to December)

For FY 2024, it is proposed that the General Stockholders' Meeting approve the amount of up to **R\$55 million** for the total compensation (fixed and variable, including any types of benefits, **except for social charges borne by Itaúsa**, in accordance with the understanding of the Joint Body of the Brazilian Securities and Exchange Commission at the meeting held on December 8, 2020), of the Company's management members (Board of Directors and its Advisory Committees, Advisory Board and Board of Officers).

The aforementioned proposal takes into account: (i) the re-alignment of the individual compensation, based on market competition in accordance with salary surveys conducted by an external consulting firm to reflect the

executives' performance; (ii) the inflation adjustment of the 2023/2024 period; and (iii) the proper proportion of variable compensation between short-term and long-term, in accordance with the stock-based Long-Term Incentive Plan, approved by the General Stockholders' Meeting on April 28, 2023.

Monthly individual compensation of the members of the Supervisory Council

Article 162, paragraph 3, of Brazilian Corporate Law sets forth that the compensation of Supervisory Council members may not be less than, for each member in office, 10% of the average that is allocated to each officer, excluding benefits, representation fees and profit sharing.

With regard to the members of Itaúsa's Supervisory Council, it is proposed that the General Stockholders' Meeting approve the monthly individual compensation of R\$22,000.00 for effective members and R\$10,000.00 for alternate members.

The proposal for Management Compensation, as specified in Item 8 of the Reference Form provided for in Attachment C to CVM Instruction No. 80/22, as amended, is presented in Attachment IV to this Manual.

5. Agenda of the Extraordinary General Stockholders' Meeting

Under the terms of the proposal submitted by the Board of Directors and in compliance with the provisions of item I of Article 12 of CVM Resolution No. 81/22, the following will be submitted for approval from Stockholders:

- a) the amendments to the Bylaws set out in the table below with their respective justifications, the proposals of which do not have material economic and legal effects for the Company; and
- b) the resulting consolidation of the Bylaws, as Attachment V to this Manual.

Current Wording	Proposed Wording	Justification
<p>Article 3 - CAPITAL AND SHARES - Subscribed and paid-up capital is sixty-three billion, five hundred million Brazilian reais (R\$63,500,000,000.00) represented by nine billion, seven hundred one million, four hundred nine thousand, seven hundred fifteen (9,701,409,715) book-entry shares, with no par value, of which three billion, three hundred thirty-three million, nine hundred twenty-one thousand, and ninety-five (3,333,921,095) are common shares and six billion, three hundred sixty-seven million, four hundred eighty-eight thousand, six hundred twenty (6,367,488,620) 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 block.</p>	<p>Article 3 - CAPITAL AND SHARES - Subscribed and paid-up capital is seventy-three billion, one hundred eighty-nine million Brazilian reais (R\$73,189,000,000.00) represented by ten billion, three hundred twenty-eight million, one hundred forty-nine thousand, four hundred thirty-one (10,328,149,431) book-entry shares, with no par value, of which three billion, five hundred forty-nine million, three hundred two thousand, two hundred forty-three (3,549,302,243) are common shares and six billion, seven hundred seventy-eight million, eight hundred forty-seven thousand, one hundred eighty-eight (6,778,847,188) 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 block.</p>	<p>Change in wording to record the new composition of capital stock, after the private subscription of shares and capitalization of reserves with 5% bonus shares, approved by the Board of Directors at the meetings held on August 14, 2023 and November 22, 2023.</p>
<p>5.4. Indemnity Contract - In addition to the civil liability insurance, the Company may enter into an indemnity contract in favor of its management members, members of the Supervisory Council and members of its committees, in order to guarantee the payment of expenses due to claims, inquiries, investigations, procedures and arbitration, administrative or judicial proceedings, in Brazil or in any other jurisdiction, in order to hold them harmless against liability for acts carried out in the performance of their managerial duties, construed as those carried out diligently and in good faith, in the interests of the Company and in compliance with their fiduciary duties. The payment of expenses under the indemnity contract must be submitted to the approval governance itself to ascertain the independence of the decision-making process and prevent any conflicts of interest.</p>	<p>5.4. Indemnity Contract - In addition to the civil liability insurance, the Company may enter into an indemnity contract in favor of its management members, members of the Supervisory Council, members of its committees, and members of the Advisory Board, in order to guarantee the payment of expenses due to claims, inquiries, investigations, procedures and arbitration, administrative or judicial proceedings, in Brazil or in any other jurisdiction, in order to hold them harmless against liability for acts carried out in the performance of their managerial duties, construed as those carried out diligently and in good faith, in the interests of the Company and in compliance with their fiduciary duties. The payment of expenses under the indemnity contract must be submitted to the approval governance itself to ascertain the independence of the decision-making process and prevent any conflicts of interest.</p>	<p>Change in wording to provide for the execution of indemnity contracts for Advisory Board nominees.</p>

5. Agenda of the Extraordinary General Stockholders' Meeting

<p>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. It is certain that at least one-third (1/3) shall be composed of independent members, as set forth in applicable regulation and in the Company's Nomination Policy for the Members of the Board of Directors. The same General Stockholders' Meeting may elect:</p>	<p>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. It is certain that at least one-third (1/3) shall be composed of independent members, as set forth in applicable regulation and in the Company's Nomination Policy for the Members of the Board of Directors and Supervisory Council. The same General Stockholders' Meeting may elect:</p>	<p>Change in wording to update the reference to the Nomination Policy for the Members of the Board of Directors and Supervisory Council, which, reviewed by the Board of Directors at the meeting held on October 16, 2023, had its nomenclature changed.</p>
<p>6.5. It is incumbent upon the Board of Directors to: (...) X) resolve upon the distribution of interim dividends according to the provisions in Article 13, subject to the approval from the General Stockholders' Meeting; XI) resolve upon the payment of interest on capital, as provided for in item 13.6, subject to the approval from the General Stockholders' Meeting;</p>	<p>6.5. It is incumbent upon the Board of Directors to: (...) X) resolve upon the distribution of interim dividends according to the provisions in Article 13; XI) resolve upon the payment of interest on capital, as provided for in item 13.6;</p>	<p>Simplification of the wording of this item by excluding the expression "subject to the approval from the General Stockholders' Meeting". Simplification of the wording of this item by excluding the expression "subject to the approval from the General Stockholders' Meeting".</p>
<p>Article 15 – TEMPORARY PROVISION – Any member of the Board of Directors who, on the date of approval of these Bylaws (April 29, 2022), has already reached the age limit of seventy-five (75) years of age, may be reelected until the term of office that will end at the Ordinary General Stockholders' Meeting of 2024.</p>		<p>Exclusion of this Article, as it has already fulfilled its purpose.</p>

2.1. Executive officers should comment on

a) Financial and equity positions in general

Itaúsa S.A. is an investment holding company that invests in other corporations and operating companies. Its investment portfolio comprises equity interests in important companies that stand out in their economic sectors.

The financial statements of the parent company Itaúsa basically portray the holding company’s equity positions, whereas the Consolidated Financial Statements also include the investee Dexco S.A. and other non-operating companies (such as Itaútec S.A.). Therefore, the comments presented in this chapter are broken down, when applicable, into those concerning the Parent Company, as management believes Itaúsa’s positions and results are better portrayed, and those concerning the Consolidated information, to allow for the reconciliation with the consolidated financial statements.

As a reference and for the purpose of identifying the companies in this item, the term “Subsidiary/Subsidiaries” refers only to the Subsidiaries Dexco S.A. (“Dexco”); Itaútec S.A. – Itaútec Group (“Itaútec”); and ITH Zux Cayman Ltd. (“ITH Zux Cayman”).

On the other hand, the term Investees refers to all investees that make or made up Itaúsa’s portfolio in 2023: Itaú Unibanco Holding S.A. (“Itaú Unibanco”), IUPAR – Itaú Unibanco Participação S.A. (“IUPAR”), XP Inc. (“XP”), Alparagatas S.A. (“Alparagatas”), Dexco S.A. (“Dexco”), CCR S.A. (“CCR”), Aegea Saneamento e Participações S.A. (“Aegea”), Copa Energia Distribuidora de Gás S.A. (“Copa Energia”) and Nova Transportadora do Sudeste S.A. – NTS (“NTS”).

The table below shows the change in the Company’s main financial indicators, comprising both the Parent Company and Consolidated financial statements:

	Parent company		Consolidated	
	2023	2022	2023	2022
Debt and liquidity ratios (R\$ million)				
Current assets	6,944	6,518	12,653	11,692
Current liabilities	1,255	4,155	4,798	7,359
Current liquidity (Current assets / Current liabilities)	5.53	1.57	2.64	1.59
Current assets	6,944	6,518	12,653	11,692
Non-current assets	886	767	6,117	4,644
Total assets	89,898	83,254	105,348	96,637
Current liabilities	1,255	4,155	4,798	7,359
Non-current liabilities	5,691	6,302	13,500	12,743
Total liabilities	6,946	10,457	18,298	20,102
Equity	82,952	72,797	87,050	76,535
Liabilities + Equity	89,898	83,254	105,348	96,637
Overall liquidity (Current assets + Non-current assets / Total liabilities)	1.13	0.70	1.03	0.81
Debt ratio (Total liabilities / Total liabilities + Equity)	7.7%	12.6%	17.3%	20.8%
Short-term debt	17	160	1,109	922
Long-term debt	3,791	6,287	9,663	11,125
Gross debt	3,808	6,447	10,772	12,047
(+) Financial instruments (derivatives)	-	-	157	210
(-) Cash and cash equivalents	3,156	2,642	5,977	4,472
Net debt	652	3,805	4,952	7,785

Parent company:

The Company’s financial and equity positions are sufficient for the continuity of its business plan and for meeting short-, medium- and long-term obligations, including the payment of third-party loans, as well as financing its activities and covering its cash needs, given its liquidity buffer, if its cash flows, current cash position, liquidity of assets and capital call capacity, if required, are taken into consideration.

Itaúsa has a conservative cash management approach and the maintenance of proper debt ratios among its practices, provided that the proper level of liquidity of cash and cash equivalents and the focus on capital preservation are observed. The Company’s gross debt decreased by 41% from 2022 due to the discretionary early redemption of the first series of the fifth Issue of Debentures, in the total amount of R\$2.5 billion, carried out in September and December 2023.

The Company’s gearing ratio on December 31, 2023, measured by net debt to equity was 0.8%, and the liabilities represent 7.7% of total liabilities and equity, which is within the proper parameters in Itaúsa’s capital structure strategy.

Itaúsa’s cash balance in the end of the period (R\$3,156 million) was much higher than the amount of short-term debts and debentures (R\$17 million), evidencing its capacity to meet short-term commitments with its creditors.

Finally, the Equity has been presenting a growth over the years, indicating the strengthening of its portfolio of investees, and in 2023 it reached R\$82,952 million, up 14% on a year-on-year basis.

We comment on the results of the companies that are part of our portfolio in item 2.2. The figures and analyses featured in the aforementioned item 2.2 refer to the performance of companies as a whole rather than only the interest held by Itaúsa.

Consolidated:

The decrease in consolidated gross debt in 2023 was driven by the reduction in Itaúsa’s debt ratio (as explained above), which was partially offset by the rise in Dexco’s debt ratio (R\$5,810 million and R\$7,122 million on December 31, 2022 and December 12, 2023, respectively). Dexco’s higher debt ratio was mainly driven by the issue of Trade Notes (R\$1,500 million) in October 2023.

At the Subsidiary Dexco, in 2023, debts were repaid and interest was paid in the total amount of R\$1,864 million; and new debts worth R\$2.5 billion were raised. In the end of the period, cash amounted to R\$2,786 million, higher than the total short-term debt of R\$1,228 million, evidencing the Company’s liquidity capacity to meet short-term obligations with creditors.

At the end of 2023, Dexco’s net debt, which is the result of debentures and short and long-term debt less available cash, was R\$4,336 million, equivalent to 3.1x Adjusted and Recurring EBITDA (earnings before interest, tax, depreciation, amortization and depletion). As a result, Dexco keeps its leverage under control, although slightly higher than the 2.3x and 1.1x reached in the two previous years (2022 and 2021). Dexco’s management understands that, as a limit, this indicator could be increased to up to 4.0x, without prejudice to its solvency position and without impacting the existing debt contracts. Finally, Subsidiary Dexco’s equity has been presenting a growth over the years: R\$5,962 million and R\$6,404 million in 2022 and 2023, respectively, if we excluded non-controlling interests. The ratio of total debt to equity ratio reached 111.2% in 2023 from 97.5% in 2022.

b) Capital structure

Management believes that the current capital structure is adequate to Itaúsa’s business expansion strategy.

The assets of Itaúsa (Parent Company) were mostly financed by means of its own capital, as presented below:

Parent Company’s Balance Sheet (in millions of Reais)	% of Total Liabilities + Equity		% of Total Liabilities + Equity	
	12.31.2023	Equity	12.31.2022	Equity
Equity	82,952	92%	72,797	87%
Short-term third party capital ¹	1,255	2%	4,155	5%
Long-term third party capital ²	5,691	6%	6,302	8%
Total Liabilities and Equity	89,898	100%	83,254	100%

¹ Current liabilities

² Non-current liabilities

Parent company:

With respect to the equity interests of third parties in the capital structure, in September and December 2023, the Company carried out the discretionary early redemption of the first series of the fifth Issue of Debentures,

in the total amount of R\$2.5 billion. The early redemption was carried out using funds from the sales of shares in XP Inc. and is part of the strategic deleveraging decision of the Company.

Additionally, in December 2023, the Company completed the refinancing transaction with the sixth Issue of Debentures (see more information about this issue in item 2.1.f (i) below), in the amount of R\$1.3 billion, whose funds raised were fully used for the discretionary early redemption of the first series of the fourth Issue of Debentures, without changing Itaúsa’s capital structure.

The refinancing and debt prepayment contributed to the extension of the debt profile, with a repayment schedule with no maturity term for the principal amount for the next four years (2024 to 2027), an increase of its average term to 6.5 years, the reduction of the refinancing risk and maintenance of liquidity levels.

The Company still had R\$3.2 billion in cash and cash equivalents in the end of 2023 (R\$2.6 billion in 2022), keeping its net debt at a reasonably low and healthy level and consistent with the Company’s conservative management and risk appetite.

Consolidated Balance Sheet (in millions of Reais)	12.31.2023	% of Total Liabilities + Equity	12.31.2022	% of Total Liabilities + Equity
Equity	87,050	83%	76,535	79%
Short-term third party capital ¹	4,798	4%	7,359	8%
Long-term third party capital ²	13,500	13%	12,743	13%
Total Liabilities and Equity	105,348	100%	96,637	100%

¹ Current liabilities

² Non-current liabilities

Consolidated:

With respect to the consolidated figures, the ratio of equity interests of third parties to total liabilities and equity decreased, mainly due to the aforementioned facts related to the Parent Company, which was partially offset by the issue of the issue of Dexco’s Trade Notes mentioned in item 2.1.a.

c) Payment capability in relation to the financial commitments assumed

For a better understanding of the Company’s payment ability with respect to its financial commitments assumed, we present below the Company’s overall liquidity ratio:

	2023	2022
Overall liquidity ¹ – Parent company	1.13x	0.70x
Overall liquidity ¹ – Consolidated	1.03x	0.81x

(1) The overall liquidity ratio was calculated by summing-up current assets and non-current assets divided by total liabilities as stated in the Company’s balance sheet.

Parent company:

Itaúsa’s financial position with respect to its ability to pay assumed commitments has been maintained at a healthy level over the past years. These commitments are mainly composed of loans with third parties (Debentures), dividends and interest on capital payable, as well as tax obligations levied on some of these amounts.

With respect to the Company’s investments, management understands that the investees’ current financial and equity positions are sufficient for the development of their business in all of their areas of operations.

Consolidated:

With respect to the consolidated figures, the Company’s management understands that the current financial and equity positions are at comfortable levels and sufficient for the development of its business, with full ability to meet any assumed commitments.

Subsidiary Dexco’s liquidity ratios evidence that the company’s solvency position is enough to meet the commitments set in the short, medium and long terms. These ratios significantly improved, suggesting Dexco’s financial strength, as shown in the table below:

Liquidity ratio (Dexco)	2023	2022
Overall liquidity ¹	0.8x	0.7x

(1) The overall liquidity ratio was calculated by summing-up current assets and non-current assets divided by total liabilities as stated in Dexco’s balance sheet.

Accordingly, net working capital, resulting from the difference between current assets and current liabilities, showed a surplus of R\$2,152.7 million in relation to the short-term obligations in 2023. In 2022, net working capital surplus was R\$1,909.0 million and in 2021 it was R\$1,290 million.

The use of the own capital and third parties’ capital can be calculated as the ratio of equity to total assets. This ratio, which has reduced over the years, was 36.4% in the end of 2023, whereas in 2022 it was 38.1%, considered consistent with the results presented.

d) Sources of financing for working capital and investments in non-current assets

Parent company:

With respect to the need for working capital financing, the Company did not need to use such credit facilities since it has been able to balance the flows arising from dividends received or from the sale of non-strategic assets and the flow of payment of dividends and debt to third parties by controlling operating expenses.

For investments in non-current assets, the Company analyzes alternate sources of financing with more viable cost and term conditions upon funding.

In December 2023, the Company completed the refinancing transaction with the sixth Issue of Debentures (see more information in item 2.1.f (i)), in the amount of R\$1.25 billion, whose funds raised were fully used for the discretionary early redemption of the first series of the fourth Issue of Debentures. The term of the sixth Issue of Debentures is eight years (with annual repayments in 2029, 2030 and 2031) and remuneration subject to the Interbank Deposit Certificate (CDI), plus 1.37% a year. The cost of the first series of the fourth Issue of Debentures, which was replaced by the sixth Issue of Debentures, was equivalent to the CDI rate + 1.40% a year, with repayments in 2025, 2026 and 2027.

In August 2022, the Company completed the fifth Issue of Debentures (see more information about this issue in item 2.1.f (i) below), in two series in the total amount of R\$3.5 billion, R\$2.5 billion of the first series and R\$1.0 billion of the second series. The net funds were used for the acquisition of an investment in CCR and to increase the Company’s cash. The Company carried out the discretionary early redemption of the second series in December 2022 and completed the discretionary early redemption of the first series in December 2023.

The refinancing and debt prepayment contributed to the extension of the debt profile, with a repayment schedule with no maturity term for the principal amount for the next four years (2024 to 2027), an increase of its average term to 6.5 years, the reduction of the refinancing risk and maintenance of liquidity levels.

Consolidated:

With respect to the consolidated figures, in addition to the comments on the Parent Company, the Subsidiary Dexco uses both its own operating cash generation as a working capital financing source and traditional working capital credit lines raised with public and private banks.

At the Subsidiary Dexco, investments in non-current assets may be funded through specific credit lines, such as the National Bank for Economic and Social Development (BNDES), Government Agency for Machinery and Equipment Financing (Finame), 4131, Export Credit Notes, Agribusiness Receivables Certificate (CRA), Debentures, among others, and own cash generation.

e) Sources of financing for working capital and investments in non-current assets intended to be used to cover liquidity gaps:

Parent company:

Itaúsa’s liquidity has been kept at reasonable levels in the past years, with available cash and long-term financing and maturity profile in accordance with management’s strategy. For investments in non-current assets, the Company analyzes the best market financing options, with suitable cost and term conditions, like the favorable conditions seen in the sixth Issue of Debentures carried out in August 2023, to refinance the first series of the fourth Issue of Debentures.

Additionally, in July 2022, the Company contracted revolving credit line in the amount of R\$500 million as an additional liquidity source, with immediately available funds. The six-month maturity term credit line was not used or renewed by the Company.

Consolidated:

The Subsidiary Dexco has raised a revolving credit line in the amount of R\$500 million to cover any unforeseeable short-term cash needs. Additionally, it has open credit limits for financing its working capital in many banks and which, due to its solvency position, are not being used, as well as its own cash to meet the short-term and working capital demands of the business.

f) **Debt ratios and the characteristics of these debts, also describing:**

At the end of the past two years, Itaúsa’s debt ratio was as follows:

Debt ratio	2023	2022
Debt ratio – Parent company	7.73%	12.56%
Debt ratio – Consolidated	17.37%	20.80%

Note: debt ratio is measured by the percentage ratio of (i) total liabilities to (ii) total liabilities plus equity, according to the data stated in the balance sheet.

Parent company:

In September and December 2023, Itaúsa carried out the discretionary early redemption of the first series of the fifth Issue of Debentures, in the total amount of R\$2.5 billion, contributing to reduce the Company’s debt ratio. The early redemption was carried out using funds from the last sales of shares in XP Inc. and is part of the Company’s deleveraging strategy.

Additionally, as part of its liability management strategy, in December 2023, the Company completed the sixth Issue of Debentures to refinance part of the debt. The sixth Issue of Debentures, in the total amount of R\$1.3 billion, was fully used for the discretionary early redemption of the first series of the fourth Issue of Debentures. The term of the sixth Issue of Debentures is eight years (with annual repayments in 2029, 2030 and 2031) and remuneration subject to the Interbank Deposit Certificate (CDI), plus 1.37% a year. The cost of the first series of the fourth Issue of Debentures, which was replaced by the sixth Issue of Debentures, was equivalent to the CDI rate + 1.40% a year, with repayments in 2025, 2026 and 2027.

The refinancing and debt prepayment contributed to the extension of the debt profile, with a repayment schedule with no maturity term for the principal amount for the next four years (2024 to 2027), an increase of its average term to 6.5 years, the reduction of the refinancing risk and maintenance of liquidity levels.

The fifth Issue of Debentures carried out by Itaúsa in 2022 for the purpose of financing the acquisition of an investment in CCR and strengthen its cash position, in the total amount of R\$3.5 billion, impacted the Parent Company’s debt ratio for 2022, which was partially offset by the discretionary early redemption of debentures, in the amount of R\$1.8 billion, carried out in the end of 2022.

The Company has been keeping its debt ratio at levels that are considered low and healthy, with a comfortable equity position and cash flow generation to meet its assumed obligations.

The Company’s own capital has a significant share of its capital structure and its liabilities are mainly composed of loans with third parties (Debentures), dividends and interest on capital payable, as well as tax obligations levied on some of these amounts.

Consolidated:

With respect to the consolidated figures, the debt ratio in 2023 decreased, mainly due to the discretionary early redemption of Itaúsa’s fifth Issue of Debentures, as explained above, which was partially offset by the issue of Trade Notes by Dexco, in the total amount of R\$1.5 billion.

i. **Significant loan and financing contracts**

In the past few years, the Company carried out issuances of debentures in the capital market to finance the acquisition of investments in new investees, as well as to refinance part of its debts to extend their average maturity term, as described below. The Company did not contract significant debts in the past years.

The tables below show information about the debentures issued by the Company and the Subsidiary Dexco, as well as debts contracted by Dexco and its subsidiary:

ATTACHMENT I – Executivo Officer’s Comments

(Item 2 of Reference Form – Attachment C of CVM Resolution No. 80/22)

DEBENTURES

(R\$ million)

Issuance	Issuer	Type of issuance	Effectiveness	Number of debentures	Unit value (R\$)	Issuance amount (R\$ milhões)	Charges	Form of amortization	12/31/2023		12/31/2022	
									Current	Non-current	Current	Non-current
Parent company												
3rd	ITAÚSA	Single series - CVM Instruction No. 476/09	12/2020 to 12/2030	1.300.000	1.000	1.300	CDI + 2.40%	Semiannual interest and principal amounts in three annual consecutive installments (12/2028, 12/2029 and 12/2030)	6	1.300	8	1.300
4th	ITAÚSA	1st tranche – under CVM Instruction No. 476/09	06/2021 to 06/2027	1.250.000	1.000	1.250	CDI + 1.40%	Semiannual interest and principal amounts in three annual consecutive installments (06/2025, 06/2026 and 06/2027)	-	-	8	1.250
4th	ITAÚSA	2nd tranche CVM Instruction No. 476/09	06/2021 to 06/2031	1.250.000	1.000	1.250	CDI + 2.00%	Semiannual interest and principal amounts in three annual consecutive installments (06/2029, 06/2030 and 06/2031)	7	1.250	8	1.250
5th	ITAÚSA	1st tranche – under CVM Instruction No. 476/09	08/2022 to 06/2025	2.500.000	1.000	2.500	CDI + 1.12%	Annual interest and principal in a single installment (08/2025)	-	-	140	2.500
6th	ITAÚSA	Single series - CVM Instruction No. 160/22	12/2023 to 12/2031	1.250.000	1.000	1.250	CDI + 1.37%	Annual interest and principal amounts in three annual successive installments (12/2029, 12/2030 e 12/2031)	7	1.250	-	-
Subtotal Debentures									20	3.800	164	6.300
3rd	ITAÚSA	Transaction cost	12/2020 to 12/2030	-	-	(9)	-	Monthly amortization	(1)	(5)	(1)	(5)
4th	ITAÚSA	Transaction cost	06/2021 to 06/2031	-	-	(9)	-	Monthly amortization	(1)	(3)	(1)	(5)
5th	ITAÚSA	Transaction cost	08/2022 to 08/2025	-	-	(7)	-	Monthly amortization	-	-	(2)	(3)
6th	ITAÚSA	Transaction cost	12/2023 to 12/2031	-	-	(2)	-	Monthly amortization	(1)	(1)	-	-
Subtotal Transaction costs									(3)	(9)	(4)	(13)
Total Parent Company									17	3.791	160	6.287
Consolidated												
2nd	Dexco	Single series ICVM No. 476/09	05/2019 to 05/2026	120.000	10.000	1.200	108.0% of CDI	Semiannual interest and principal amounts in two annual installments (05/2024 and 05/2026)	617	600	20	1.200
Subtotal Debentures									617	600	20	1.200
2nd	Dexco	Transaction cost	05/2019 to 05/2026	-	-	-	-	Monthly amortization	-	(1)	-	(1)
Subtotal Transaction costs									-	(1)	-	(1)
Total Consolidated									617	599	20	1.199

DEBTS

(R\$ million)

Type	Charges	Form of amortization	Guarantees	Consolidated			
				12/31/2023		12/31/2022	
				Current	Non-current	Current	Non-current
Local currency							
FINAME DIRECT (with swap)	IPCA+ 3.82% up to 4.42% p.y.	Until February 2038	Mortgage and endorsement - 67% Itaúsa and 33% Individuals	60	657	24	697
Export credit note	CDI + 0.91% p.y.	April 2025	--	9	400	633	400
Export credit card	CDI + 1.81% p.y.	May 2023	30% assignment of credit rights on financial investments	-	-	40	-
Commercial note	CDI + 1.71% p.y.	March 2028	--	9	298	11	299
Commercial note – linked to CRA (with swap)	IPCA + 6.2% up to 6.44% p.y.	Up to June 2032	--	3	896	-	386
Commercial note – linked to CRA	CDI + 0.6% p.y.	June 2028	--	1	200	1	200
FINEX - Resolution No. 4,131	CDI + 0.56% up to 1.14% p.y.	August 2027	--	115	399	16	400
Bank credit note - Working capital	CDI + 1.45% p.y.	October 2024	--	257	-	7	250
Commercial note – linked to CRA (with swap)	IPCA + 6.2% up to 6.44% p.y.	Up to June 2032	Endorsed by Dexco	7	1.185	-	195
Constitutional Fund for Financing of the Northeast - FNE	Fixed 4.71% up to 7.53% p.y.	Annually	Surety Duratex Florestal Ltda + land mortgage	4	27	2	28
Total in local currency				465	4.062	734	2.855
Foreign currency							
Leasing	IBR + 2%	Monthly	Promissory Note	-	1	1	1
Resolution No. 4,131 (with swap)	US\$ + 2.26% up to 4.66% p.y.	January 2027	--	9	1.065	7	783
Export credit note (with swap)	US\$ + 5.98% p.y.	May 2027	--	1	145	-	-
Total in foreign currency				10	1.211	8	784
Total debts				475	5.273	742	3.639

ii. Other long-term relationships with financial institutions

The Company and the Subsidiary Dexco have commercial relationships with financial institutions, when applicable, in transactions involving services of collection of its bills, management of the payroll of its employees, pre-authorized direct debt (DDA), payment of suppliers’ bills, closing of foreign exchange transactions, onlending of loans, contracting of financing and derivative operations.

iii. Debt subordination order

Parent company:

None of the Company’s debts outstanding on December 31, 2023 has any specific priority clause, so that there is no order of priority among them. Itaúsa has issues of simple unsecured non-convertible debentures, with no warrants or preemptive rights, the funds from which were used mainly in the acquisition of investments in new businesses and/or early redemption of debentures.

Consolidated:

With respect to the consolidated figures, which include the Subsidiary Dexco, on December 31, 2023, a fraction, equivalent to 10.5% (or R\$746 million) of Dexco’s total debt balances (R\$7,122 million), was secured by a lien and property mortgage. These debts were contracted with development banks to finance machinery and equipment via the Government Agency for Machinery and Equipment Financing (FINAME) and the Constitutional Fund for the Financing of the Northeastern Region (FNE).

iv. Any restrictions imposed on the issuer, in particular in relation to debt limits and raising new debts, dividend distribution, disposal of assets, issue of new securities and disposal of stockholding control, and whether the issuer has been complying with these restrictions

Parent company:

The indentures related to issuances of debentures by Itaúsa have no covenants, and the Company has complied with the obligations set forth therein.

The debentures are subject to certain events that may cause the cross default of the Company’s debt, such as (i) bankruptcy or petition for bankruptcy and petition for judicial or out-of-court reorganization of the Company and/or its significant subsidiaries (as provided for in the Debenture Indentures); (ii) intervention, liquidation, winding-up or dissolution of the Company and/or its significant subsidiaries (as provided for in the Debenture Indentures); (iii) early maturity of any of the financial obligations raised by the Company and/or its significant subsidiaries (as provided for in the Debenture Indentures) in an individual or aggregate amount equal to or higher than R\$300 million; (iv) protest of negotiable instruments against the Company in an individual or aggregate amount equal to or higher than R\$300 million; (v) noncompliance with any final and unappealable ruling and/or final arbitration decision against the Company in an individual or aggregate amount equal to or higher than R\$300 million; and (vi) noncompliance with any non-monetary obligation as provided for in the Debenture Indentures that is not settled within thirty (30) days from the date said noncompliance has been reported.

Consolidated:

Dexco’s debt agreements, in general, are subject to certain non-financial covenants that may cause the cross default of its debts, such as: (i) default on any financial obligation entered into by the Company and/or any of its subsidiaries, in an individual or aggregate amount equal to or higher than R\$150 million; (ii) decree of bankruptcy, petition for self-bankruptcy filed by the Company, petition for bankruptcy filed by third parties and not eliminated within the legal term or within the term defined in the contract, petition for judicial or out-of-court reorganization of the Company and/or any of its subsidiaries (in accordance with debt agreements and deeds of capital market debt issuance); (iii) alteration or transfer of the direct or indirect control of the Company, with contractually defined exceptions and mitigants; and (iv) reduction of the Company’s capital, except for the absorption of losses.

The Subsidiary Dexco has debt agreements, listed below, which include a cross-default clause applicable only to Dexco and its subsidiaries.

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Agreements	R\$ million	% Gross debt	Note
Trade Notes underlying CRA	2,291	32.2%	Includes swap
Debentures	1,217	17.1%	-
Resolution No. 4131	1,074	15.1%	Includes swap
Finex	514	7.2%	-
First Issue of Trade Note	309	4.3%	-
Total	5,404	75.9%	-

With respect to the Subsidiary Dexco, it also undertakes to include debt and liquidity ratios in its contracts with EcoAgro (Trade Notes underlying Agribusiness Receivables Certificates (CRA)), True (Trade Notes underlying CRA) and in the second Issue of Debentures.

Dexco’s ratios are calculated every year based on the parameters below:

I. Trade Notes underlying CRA	Rule	Limit	2023
Net debt / EBITDA (CVM 156/22)	<	4.00	1.78
II. Second issue of debentures	Rule	Limit	2023
Net debt / EBITDA (CVM 156/22)	<	4.00	1.72
IV. Scotiabank – Resolution No. 4131	Rule	Limit	2023
Net debt / Recurring adjusted EBTIDA	<	4.00	3.11

g) Limits on financing already undertaken and percentage used

As an additional liquidity source, Itaúsa had an available revolving credit line, in the amount of R\$500 million, with immediately available funds by January 2023. The credit line was not used or renewed by the Company.

The Subsidiary Dexco has a credit line with Banco do Nordeste for the planting of forests and acquisition of machinery and equipment in the State of Alagoas, in the total amount of R\$31 million, of which R\$29 million have already been released. The Subsidiary Dexco also has a contracted revolving credit line in the amount of R\$750 million to cover any unforeseeable short-term cash needs.

h) Significant changes in items of the statements of income and of cash flows

STATEMENT OF INCOME

(In millions of Reais)

	Parent company			Consolidated		
	2023	2022	Variation (%) 2023 x 2022	2023	2022	Variation (%) 2023 x 2022
Net revenue	-	-	-	7.383	8.486	(13,0)
Cost of products and services	-	-	-	(5.006)	(5.611)	(10,8)
Gross profit	-	-	-	2.377	2.875	(17,3)
Operating income and expenses						
Selling expenses	-	-	-	(1.042)	(1.120)	(7,0)
General and administrative expenses	(177)	(172)	2,9	(582)	(548)	6,2
Equity in the earnings of investees	12.444	11.701	6,3	12.330	11.479	7,4
Other income	988	2.887	(65,8)	1.027	2.883	(64,4)
Total Operating income and expenses	13.255	14.416	(8,1)	11.733	12.694	(7,6)
Profit before finance result and income tax and social contribution	13.255	14.416	(8,1)	14.110	15.569	(9,4)
Finance result						
Finance income	1.563	838	86,5	2.188	1.252	74,8
Finance costs	(1.447)	(1.330)	8,8	(2.523)	(2.265)	11,4
Total Financial Result	116	(492)	(123,6)	(335)	(1.013)	(66,9)
Profit before income tax and social contribution	13.371	13.924	(4,0)	13.775	14.556	(5,4)
Income tax and social contribution						
Current income tax and social contribution	1	-	-	(40)	(129)	(69,0)
Deferred income tax and social contribution	94	(250)	(137,6)	243	(273)	(189,0)
Total Income tax and social contribution	95	(250)	(138,0)	203	(402)	(150,5)
Profit for the year	13.466	13.674	(1,5)	13.978	14.154	(1,2)
Profit attributable to controlling stockholders	13.466	13.674	(1,5)	13.466	13.674	(1,5)
Profit attributable to non-controlling interests	-	-	-	512	480	6,7
Basic and diluted earnings per share (in Brazilian reais)						
Common	1,31817	1,34141	(1,7)	1,31817	1,34141	(1,7)
Preferred	1,31817	1,34141	(1,7)	1,31817	1,34141	(1,7)

Significant changes – 2023 vs 2022**Parent company:**Net revenue

Since it is a holding company, Itaúsa has no operating income and its results are basically composed of equity in the earnings of investees, calculated based on the results of its investees and classified in the Parent Company’s Statement of Income as Equity in the Earnings of Investees, and based on the result of financial assets and also on any results arising from the disposal of non strategic assets.

General and administrative expenses

Administrative expenses totaled R\$177 million in 2023, an increase of 3% on a year-on-year basis, driven by higher expenses with litigation guarantees, creation of the ESG Intelligence department, and reinforcement of the Portfolio and Investment Management structures.

Other income

Itaúsa’s other income was R\$988 million in 2023, mainly driven by the gain from the sale of shares in XP Inc. and dividends and interest on capital of NTS and XP. The 66% reduction from 2022 was mainly due to the lower impact from the sale of XP shares on other income, since on July 10, 2023, through a Material Fact, Itaúsa announced that it had terminated the XP’s Stockholders’ Agreement in common agreement with the other signatories and Itaúsa no longer measures its equity interest in XP under the equity method in “Investments” and began treating it as a financial asset measured at fair value under “Securities”.

Equity in the earnings of investees

Equity in the earnings of investees, recorded in Itaúsa in 2023, totaled R\$12,444 million, up 6% on a year-on-year basis, mainly as a result of the solid results of its investment portfolio, and the highlights were the growing results of Itaú Unibanco, CCR Group, Copa Energia and Aegea.

See further details on how the performance of each investee impacted Itaúsa’s equity in the earnings of investees in item “2.2 (a) ii” hereof.

Finance result

Itaúsa’s finance result was positive by R\$116 million in 2023, positively affected by R\$608 million, mainly due to the change in the fair value of NTS and XP securities and the higher average cash position that generated higher finance income, partially offset by higher interest expenses and expenses on PIS/COFINS levied on the finance income.

It is worth mentioning that the results of the investment in NTS are recorded by Itaúsa as a “financial asset” and the change in the fair value of this investee is recorded in Itaúsa’s finance result. In the year, finance result was positively impacted by dividends received, which were partially offset by the decrease in the fair value of the asset in 2023. When compared to the previous year, a reduction of 14.4% was recorded due to decrease in the fair value of the asset, as a result of the periodic revaluation carried out in view of the revisited assumptions to better reflect the macroeconomic scenario and the projected cash flows for the business.

Additionally, on July 10, 2023, Itaúsa began to measure its equity interest in XP at fair value through profit or loss. Accordingly, on the date of loss of influence, the Investment balance of R\$1,325 (net of realization of Other Comprehensive Income of R\$14) was transferred to “Securities”, and the initial effect of the fair value in the amount of R\$1,384 was also recognized as a contra entry to the finance result.

Profit

Profit attributable to Itaúsa’s controlling stockholders totaled R\$13,466 million in 2023, down 1.5% on a year-on-year basis, arising from lower results from the sale of investments due to the lower gross sales value in the sale of shares in XP Inc. by Itaúsa, partially offset by the higher equity interests.

Consolidated:

Net revenue In the Consolidated information, the net revenue of R\$7,383 million refers to Dexco S.A.’s results. Amid a challenging scenario, Dexco’s net revenue in the end of the year was lower (13.0%) than in 2022. The drop in volumes in all Divisions added to the actions for price repositioning in the Finishing Division were the main drivers of this downturn in 2023. The Deca Division posted a 22.9% reduction on a year-on-year basis. In 2023, the Deca Division sold 19,258,000 products, 17.7% less than the volume sold in 2022, and this reduction

is noted in all the quarters of 2023. This result was mainly caused by the strong market contraction, notably in the high-end segment to which this Division is more exposed. The Wood Division ended the year with a decrease of 7.2% in net revenue on a year-on-year basis, represented by 2,706,000 cm of panels sold, and approximately 29.3% of this volume were sold in the Colombia operation and in the foreign market. We were also able to observe increases in results arising from forestry deals, which followed the rise in the Wood Division, since business volumes remained in line with its track record.

In the end of the year, the Ceramic Tiles Division posted a reduction of 24.1% in net revenue on a year-on-year basis, supported by the market contraction in this Division.

Cost of products and services

In the year, Dexco posted a decrease of 7.0% due to the drop in volumes in all Divisions. Additionally, it was also affected by the decrease in costs of important inputs of the Wood Division, which was sufficient to offset the pressure from the temporary stoppages for the equalization of inventories at the Finishing Division.

Selling expenses

Dexco’s selling expenses decreased proportionally to the revenue by 0.8 p.p. in 2023 on a year-on-year basis and reduced 6.9% in the same period, mainly driven by the reduction in volumes in the year.

General and administrative expenses

Meanwhile, in the Consolidated information, general and administrative expenses included Dexco’s expenses in addition to the effects of the holding company mentioned above. In 2023, the increase was 15.2% when compared to the previous year, mainly due to salary adjustments and continuity of the digitization project.

Finance Result

In the Consolidated information, in addition to the finance result of the holding company mentioned above, the finance result also included finance income and costs from Dexco, which increased when compared to 2022, mainly due to higher income from financial investments and the increase due to the adjustment of the exclusion of ICMS from the PIS/COFINS tax base when compared to the adjustment in the previous year, partially offset by increase in charges on financing in local and foreign exchange.

STATEMENT OF CASH FLOW

(In millions of Reais)

	Parent company			Consolidated		
	2023	2022	Variation (R\$) 2023 x 2022	2023	2022	Variation (R\$) 2023 x 2022
Net cash (used in) provided by operating activities	(1.029)	(991)	3,8	298	(134)	(322,4)
Net cash provided by investing activities	8.012	3.832	109,1	6.628	2.132	210,9
Net cash used in financing activities	(6.469)	(2.597)	149,1	(5.431)	(1.370)	296,4
Foreign exchange variation on cash and cash equivalents	-	-	-	10	(32)	(131,3)
Net increase in cash and cash equivalents	514	244	270	1.505	596	909
Cash and cash equivalents at the beginning of the period	2.642	2.398		4.472	3.876	
Cash and cash equivalents at the end of the period	3.156	2.642		5.977	4.472	
	514	244		1.505	596	

Significant changes – 2023 vs 2022

The significant changes in the Statement of Cash Flows refer mainly to the factors described below.

Parent company:

Cash flow from operating activities

Adjustments to profit

Positive adjustments: lower results from the sale of shares of the investment in XP in the amount of R\$2,142 million, mainly due to the fact that since July the investment has been measured at fair value.

Negative adjustments: (i) higher equity interests in the amount of R\$743 million; and (ii) increase in finance income, basically driven by the recognition of the fair value of the equity interest in XP in the amount of R\$1,384 million.

Changes in assets and liabilities

Higher use of funds due to interest paid on debentures in the amount of R\$306 million.

Cash flow from investing activities

Increase of: (i) R\$2,868 million in the acquisition of investments, since, in 2022, an equity interest in CCR was acquired and, in 2023, no new investments were acquired; and (ii) R\$1,347 million in dividends received in excess from investees.

Consumption of: R\$853 million due to lower volumes of sales of shares in XP.

Cash flow from financing activities

Increase of: R\$426 million due to capital increase.

Consumption of: (i) R\$539 million due to the higher payment of earnings; (ii) R\$1,550 million affected by the discretionary early redemption of debentures (first series of the fourth issue and first series of the fifth issue); and (iii) R\$2,245 million impacted by the lower volume of debentures issued (2022 – fifth issue – R\$3,500 million x 2023 – sixth issue – R\$1,250 million).

Consolidated:

Cash flow from operating activities

Adjustments to profit

Positive adjustments: (i) lower results from the sale of shares of the investment in XP in the amount of R\$2,142 million, mainly due to the fact that since July the investment has been measured at fair value; and (ii) R\$321 million mainly driven by the effects of depletion of the biological asset in Subsidiary Dexco.

Negative adjustments: (i) higher equity interests in the amount of R\$851 million; (ii) increase in finance income, basically driven by the recognition of the fair value of the equity interest in XP in the amount of R\$1,384 million; and (iii) reversal of the provision for ICMS - PIS/COFINS base in the amount of R\$116 million.

Changes in assets and liabilities

Increase of: (i) R\$379 million due to decreased balance of inventories of Subsidiary Dexco, and the highlight is inventories of finished products and raw material; and (ii) R\$384 million due to the reduction in the balance of suppliers.

Consumption of: (i) higher use of funds due to interest paid on loans and debentures in the amount of R\$607 million; and (ii) reduction in the balance of taxes payable, mainly PIS and COFINS, in the amount of R\$199 million.

Cash flow from investing activities

Increase of: (i) R\$2,992 million in the acquisition of investments, since, in 2022, an equity interest in CCR was acquired and, in 2023, no new investments were acquired; and (ii) R\$1,347 million in dividends received in excess from investees.

Consumption of: R\$853 million due to lower volumes of sales of shares in XP.

Cash flow from financing activities

Increase of: R\$433 million due to capital increase.

Consumption of: (i) R\$710 million due to the higher payment of earnings; (ii) R\$1,616 million mainly affected by the discretionary early redemption of debentures (first series of the fourth issue and first series of the fifth issue); and (iii) R\$2,290 million impacted by the lower volume of debenture issuances (2022 – fifth issue – R\$3,500 million x 2023 – sixth issue – R\$1,250 million).

2.2. Executive officers should comment on:

a) The issuer’s results of operations, in particular:

i. Description of any important components of revenue

Parent company:

As a holding company, Itaúsa’s results arise basically from its Equity in the Earnings of Investees, determined based on the profit of its investees and the results from the investments in financial assets, in addition to the results from the disposal of assets, as described in item (ii) below.

Consolidated:

As a result of Dexco’s significant risk exposure to the domestic market (around 83% of its net revenue is originated in Brazil), the existing macro conditions in the domestic market are important components of revenue, such as, but not limited to: employment, income, interest rates, credit availability to finance the acquisition of consumer goods and real estate properties, and financing terms. Moreover, issues related to Dexco, such as the volume of products shipped, prices charged and mix of sales add to the major components of revenue.

ii. Factors that materially affected operating income and expenses

Parent company:

Itaúsa’s results consist primarily of equity in the earnings of investees determined based on the profit of its investees and on the result of the investments in financial assets, in addition to the result arising from the disposal of assets, as described below.

EQUITY IN THE EARNINGS OF INVESTEES (Parent Company’s balance – R\$ million)

Year	2023	2022
Itaú Unibanco Holding S.A.	6.567	5.930
IUPAR - Itaú Unibanco Participações S.A.	5.572	5.048
XPart S.A.	-	-
XP Inc.	176	375
Alpargatas S.A.	(576)	19
Dexco S.A.	299	285
CCR S.A.	87	(23)
Aegea Saneamento e Participações S.A.	37	(35)
Águas do Rio 1 SPE S.A.	2	2
Águas do Rio 4 SPE S.A.	4	5
Copa Energia Distribuidora de Gás S.A.	246	104
ITH Zux Cayman Company Ltd.	-	-
Itautec S.A.	95	(9)
Total	12.528	11.701

Itaúsa’s equity in the earnings of investees in 2022 and 2023 was mostly composed of the direct and indirect results from Itaú Unibanco via Itaú Unibanco Holding S.A. and IUPAR – Itaú Unibanco Participações S.A. Please see below further information about Itaú Unibanco’s financial and operational performance.

It is worth mentioning that Itaúsa’s results reflect the contribution of dividends and interest on capital paid by NTS, the change in the fair value of the investment in NTS, expenses on the U.S. dollar-denominated installment of the invested amount and the respective foreign exchange variation, which, in 2022 and 2023, amounted to R\$802 million and R\$16 million, respectively.

In addition to the equity in the earnings of investees, the gain from the disposals of XP Inc. shares carried out in 2022 and 2023 positively affected the holding company’s Other Income account by R\$2,551 million and R\$1,789 million, respectively.

Performance of the investees (2022 vs 2023):

Itaú Unibanco posted solid and consistent results, positively impacted by the growth of the loan portfolio, resulting in better margins with clients and higher commissions and fees and results from insurance operations, due to higher revenues from card activities and insurance sales. On the other hand, cost of credit increased due to the credit portfolio growth and NPL ratio of the retail credit portfolio and the normalization of the wholesale provisioning cycle, as well as higher non-interest expenses due to business and technology investments and the effects of the negotiation of the collective bargaining agreement.

Throughout the year, Alpargatas focused on actions aimed at improving operational efficiency, reducing inventory levels, controlling selling, general and administrative expenses (SG&A) and allocating capital efficiently, which results could already be observed in 4Q23, but were still not sufficient to reverse the negative results in past quarters. The year's results were impacted by the reduction in volumes and margins, in Brazil and abroad, as well as by impairments and write-offs of raw materials and finished products.

Dexco recorded a decline in the sales volume and prices in its three Divisions (Deca, Tiles and Wood), which was partially offset by timely forestry deals carried out over the year, as well as revaluation of the biological asset value and the capture of results from the DWP operation (LD Celulose).

The CCR Group once again posted growth in its three segments of operations, driven by the resumption of post-pandemic activities and cost control discipline, in line with its plan to accelerate value and focus on efficiency, in addition to tariff adjustments.

Aegea posted better results of operations and profit, mainly driven by a higher billed volume as a result of the consolidation of Corsan (a concession acquired by Aegea in July 2023), tariff adjustments, and growth of the billed volume in other concessions, partially offset by higher finance costs.

The results of investment in NTS, recorded by Itaúsa as a “financial asset”, were positively impacted mainly by dividends received, partially offset by the decrease in the fair value of the asset in 2023. When compared to the previous year, a reduction was recorded, due to lower distribution of dividends in the year and the decrease in the fair value of the asset, as a result of the periodic revaluation carried out in view of revisited assumptions to better reflect the macroeconomic scenario and projected cash flows for the business.

Copa Energia posted increase in EBITDA and profit, mainly due to the implementation of a commercial strategy and cost optimization, as a result of the synergies captured in the Copagaz and Liquigás integration process.

Finally, since 3Q23 Itaúsa’s investment in XP Inc. has been measured at market value, with no material change in the asset’s fair value in 4Q23. The sales of XP impacted the result by R\$1,789 million in the year.

Consolidated:

It basically reflects Dexco’s results, which were commented upon above.

- b) Significant changes in revenue arising from the introduction of new products and services, changes in volumes of sales, prices, foreign exchange rates and inflation

Parent company:

Except for its finance result, as a holding company, Itaúsa has no any significant changes in its own revenue arising from changes in prices, foreign exchange rates, inflation and volumes of sales or the introduction of new products and services. However, Itaúsa is impacted by the effects of these changes on the results of its main direct and indirect investees.

Consolidated:

Foreign exchange: Dexco’s revenue basically derives from the domestic market. This revenue is mostly derived from the Wood Division, with approximately 25.0% of revenue in foreign currency. The Deca Division and the Ceramic Tiles Division account for approximately 5.0% and 10.0% of total revenue, respectively, related to exports.

Price changes: Taking into account the pricing strategy, Dexco seeks, through pricing assertiveness and a better positioning of its products in the market, to ensure that its margin levels outdo those of competitors, mitigating inflationary effects on its production inputs and the impact of the foreign exchange variation.

Volumes: 2023 was a challenging year for Dexco in terms of sales volumes recovered at different paces by its operating Divisions.

In the Wood Division, the favorable performance in the second half of 2023 was not sufficient to offset the adverse scenario in the beginning of the year. Accordingly, it ended the year with 2,706,100 cm of panels sold, and approximately 23.9% of this volume were sold in the Colombia operation and in the foreign market.

Meanwhile, the construction materials industry has still not signaled recovery of sales volumes over the year. Accordingly, the Deca Division sold 19,258,000 products, down 17.7% on a year-on-year basis, and in the Ceramic Tiles Division the volume of sales was 15,622,065 thousand sqm, 20.8% lower than in 2022.

- c) Significant impact of inflation, changes in prices of main inputs and products, foreign exchange and interest rates on the issuer’s operating result and finance result

Parent company:

Except for its finance result, as a holding company, Itaúsa is not significantly affected by inflation or by changes in prices of main inputs and products, foreign exchange rate and interest rates on its own results. However, it is impacted by the effects of these changes on the results of its main direct and indirect investees.

Its finance income and costs are impacted by changes in interest rates in Brazil since its cash is invested in Brazil and its issues of debentures in force are indexed to the CDI rate.

Consolidated:

Dexco’s cost is affected by inflation, changes in commodities prices and foreign exchange variations. Some of the raw materials used in the company’s production are linked to international commodities and priced in foreign currency (U.S. dollar), therefore subject to foreign exchange variation. At the Wood Division, main commodities are urea and methanol, inputs essential for manufacturing resin, which corresponds to approximately 20% of cost of product sold. At Deca Division, the exposure to commodity is linked to copper alloy- and plastic polymer- based items. At the Ceramic Tiles Division, the higher exposure to cost is from natural gas, which accounts for approximately 20% of the Division’s inputs. The other fixed costs for all business units are mostly linked to the inflation rate.

Meanwhile, Dexco’s finance result is exposed mainly to the volatility of the basic interest rate in Brazil. The high level of the interest rate directly impacted Dexco’s financial charges in 2023. In the end of 2023, the weighted average term of Dexco’s debt was 4.5 years, as a result of the successful 0.4 year term extension when compared to 2022, and the average cost was 108.9% of CDI.

2.3. Executive officers should comment on:

- a) Changes in accounting policies that have resulted in significant effects on the information in items 2.1 and 2.2

In 2023, there were no significant changes in the accounting policies of Itaúsa and its subsidiaries.

- b) Modified opinions and emphases in the auditor’s report

There were no qualifications or emphases of matter in the auditor’s report on the Financial Statements of the Company and its subsidiaries for 2023.

2.4. Executive officers should comment on the material effects that the events below may have caused or may cause in the future on the issuer’s financial statements and results:

- a) Introduction or disposal of operating segments

In 2023, Itaúsa carried out the transactions described below. Other companies included in the consolidated figures did not carry out any transactions involving the introduction or disposal of operating segments.

Sales of shares in XP

In 2023, Itaúsa sold 35.5 million Class A shares in XP Inc., corresponding to 6.6% of the company’s capital, for approximately R\$3.8 billion (average sale price of R\$108 per share). Accordingly, Itaúsa no longer holds direct interest in XP Inc.’s capital in 4Q23.

The main impacts from the sale are presented below:

	2021	2022	2023	Total
Change in equity interest	15.1%	6.6%	-	-
Average sales price (R\$/share)	162	114	108	116
Impact on results (R\$ million)	903	2,551	1,789	5,243
Impact on cash (R\$ million)	1,222	4,532	3,803	9,557
Appropriations	Payment of interest on capital	Alpargatas follow-on, acquisition of CCR and prepayment of debentures	Cash increase and prepayment of debentures	-

b) Incorporation, acquisition or disposal of equity interest

Parent company:

Itaúsa’s corporate purpose is holding equity interests in other companies, in Brazil or abroad, for investment in any sectors of the economy, including through investment funds, sharing with investees its principles of appreciation of human capital, governance, and ethics in business, and stockholder value creation on a sustainable basis.

Therefore, acquisitions and disposals of equity interest are part of the Company’s business and are disclosed in item 2.4. (a) above.

Consolidated:

Subsidiary Dexco

Winding up of the operations of the bathroom fixtures unit in Queimados – State of Rio de Janeiro

On June 21, 2023, Dexco terminated the production of bathroom fixtures in the Queimados unit, in the State of Rio de Janeiro. This action is part of the strategic restructuring and consolidation plan for the “Bathroom Fixtures” business, optimizing the use of its industrial assets.

Client service remains assured, as the production of this unit will be supplied by the industrial units of Recife, in the State of Pernambuco, João Pessoa, in the State of Paraíba, and Jundiá, in the State of São Paulo.

The operating assets will be timely moved to other units, seeking to improve productivity and efficiency. The amount involved in the winding-up of the unit’s activities was not material and is being offset by the reduction in fixed costs and operating gains in the short term.

Suspension of production in the Ceramic Tiles unit in Criciúma - State of Santa Catarina

As of August 1, 2023, Dexco suspended indefinitely the operation of the RC2 unit, the smallest of its manufacturing units in Criciúma, State of Santa Catarina. The purpose of this initiative was to improve the efficiency and productivity of its operations, adapting them to the current market demand. Client service remains assured, as production from this line will be concentrated in the other units in operation in the State of Santa Catarina. The amount involved in the winding-up of the unit’s activities was not material and is being offset by the reduction in fixed costs and operating gains in the short term.

Winding up of the operations of the Manizales (Colombia) plant.

As of September 27, 2023, Dexco shut down the operations of the panel unit of its subsidiary Duratex Colombia, located in Manizales, Colombia. This decision was made to improve cost competitiveness and capital allocation for future investments and is part of a strategic plan for restructuring and maintaining the consolidated operation of the “Wood” business.

Client service remains assured, as the production of this unit will be concentrated in the units of Barbosa and Yarumal, both headquartered in Antioquia, Colombia. This unit is composed of old assets and does not have a significant capacity.

c) Unusual events or operations

Itaúsa and its subsidiaries did not carry out any unusual operations in 2023 and 2022.

2.5 If the issuer disclosed in the previous year or if it wishes to disclose in this form non-accounting measures such as EBITDA (income before interest, taxes, depreciation and amortization) or EBIT (income before interest and taxes), the issuer should:

a) Inform the amount of the non-accounting measures

The Company disclosed the following non-accounting measures in the previous fiscal year:

- Recurring profit (of the Parent Company): as stated in a detailed table available in the Management Report, which is an integral part of Itaúsa’s Financial Statements, it consists of the Company’s profit less non-recurring amounts incurred by Itaúsa and its investees in the period. In 2023, profit totaled R\$13,466 million whereas the recurring profit reached R\$ 14,132 million.
- Annualized return on average equity (“ROE”) (of the Parent Company): a traditional measure in Financial Analysis, it is calculated based on the ratio of the Company’s profit and the average equity amount over the course of the past year (simple average between the amounts reported in December of the previous year, March, June, September and December). In 2023, this ratio was 17.4%. A variation of the ratio is the recurring ROE, which includes the recurring profit in its composition and which reached 18.3%.

Non-accounting measures	
Itaúsa S.A.– Parent company	2023
Recurring profit (R\$ million)	14,132
ROE (Return on Equity)	17.4%
Recurring ROE	18.3%

b) Perform a reconciliation between the amounts disclosed and the amounts in the audited financial statements

Reconciliation of Recurring Profit	
In millions of Reais	2023
Profit	13,466
Non-recurring effects - Itaúsa	307
Non-recurring effects in the financial sector	(581)
Itaú Unibanco	(581)
Treasury ¹	1
Sale of Banco Itaú Argentina S.A.(BIA)	(452)
Other	(130)
XP Inc.	-
Non-recurring effects in the financial sector	(393)
Alpargatas	(537)
Dexco	61
CCR Group	30
Copa Energia	(19)
Other ²	73
Recurring Net Income	14,132

¹ It refers to the effect of the changes in equity interests of Itaúsa in Itaú Unibanco, arising from changes in Itaú Unibanco’s treasury shares; and

² It refers mainly to the positive effect of the successful outcome in the Itautec-related lawsuit.

Reconciliation of ROE	
	In millions of Reais
(A) Profit (2022)	13,466
(B) Recurring profit (2022)	14,132
(C) Average equity of controlling stockholders¹	68,513
Equity of controlling stockholders on 12/31/2022	72,797
Equity of controlling stockholders on 03/31/2023	73,632
Equity of controlling stockholders on 06/30/2023	76,867
Equity of controlling stockholders on 09/30/2023	79,738
Equity of controlling stockholders on 12/31/2023	82,952
ROE (A/C)	17.4%
Recurring ROE (B/C)	18.3%

¹ Item “C” was based on the average of the five periods presented.

- c) Explain why it believes that such measurement is the most appropriate one for the correct understanding of its financial position and the results of its operations

Itaúsa’s recurring profit is determined based on the profit recorded in Itaúsa’s parent company financial statements, adjusted by adding or excluding non-recurring amounts incurred in the period.

Management believes that the recurring profit is a useful measure of operational profitability as it supplements the analysis of the current operations of the existing assets. Therefore, the Company considers recurring net income, with all the limitations mentioned above and, together with the other accounting and financial information available, reasonable indicators to analyze the ordinary and recurring operations of Itaúsa and its investees.

Meanwhile, the ROE (Return on Equity) ratio seeks to measure the ability and competence of a company with its assets to create value in relation to its equity. The recurring ROE seeks to eliminate non-recurring items from profit or loss in a given period.

The Company, as an investment holding company, considers the ROE an important financial performance measure in the industry in which it operates that helps assess the performance of the capital invested.

Recurring net income, ROE and recurring ROE are not financial performance measures according to the accounting practices adopted in Brazil, the Brazilian Securities and Exchange Commission (CVM) and IFRS, nor should they be considered on an isolated basis, or as alternative to profit, an operational performance measure, or as an alternative to the operational cash flows or a liquidity measure. Other companies may calculate such ratios differently from the Company.

2.6. Identify and comment on any event subsequent to the issue of the most recent financial statements for the year that might significantly change them

On March 18, 2024, Itaúsa’s Board of Directors approved the Financial Statements (parent company and consolidated) for December 31, 2023.

The subsequent events disclosed in the Financial Statements for December 31, 2023, according to CPC 24 – Subsequent Event, were as follows:

Closing of the public offering of Agribusiness Receivables Certificates (“CRAs”) – Subsidiary Dexco

On January 5, 2024, the Subsidiary Dexco announced to the market the closing of the public offering of CRAs, in a single series, of the 308th issue of Eco Securitizadora de Direitos Creditórios do Agronegócio S.A., backed by book-entry commercial notes of Dexco. The issue of the CRAs amounted to R\$375, maturing within 10 years and subject to a fixed remuneration of 11.0064% a year.

Resolution on and payment of dividends and interest on capital (2023) – Jointly-controlled subsidiary Itaú Unibanco

On February 5, 2024, the Board of Directors of the jointly-controlled subsidiary Itaú Unibanco resolved upon the distribution of dividends in the amount of R\$1.125125 per share that were paid on March 8, 2024, based on the final stockholding position on February 21, 2024.

Additionally, the Board of Directors approved the payment, also on March 8, 2024, of interest on capital that has already been resolved upon, as follows:

- gross amount of R\$0.2693 (net of R\$0.228905) per share, resolved on September 6, 2023; and
- gross amount of R\$0.24724 (net of R\$0.210154) per share, resolved on November 24, 2023.

Accordingly, on March 8, 2024, Itaúsa received dividends and interest on capital, net, of R\$1.564184 per share.

Resolution on and payment of dividends and interest on capital (2023)

On February 19, 2024, the Board of Directors resolved to declare dividends in the amount of R\$0.3005 per share, which were allocated to the dividends for 2023 and paid on March 8, 2024, based on the final stockholding position on February 22, 2024.

Additionally, the Board of Directors approved the payment, also on March 8, 2024, of interest on capital that has already been resolved upon, as follows:

Date of resolution	Date of the stockholding position	Gross amount per share (R\$)	Net amount per share (R\$)
07/20/2023	07/25/2023	0.0794	0.067490
09/18/2023	09/21/2023	0.0515	0.043775
10/16/2023	10/19/2023	0.1165	0.099025
12/13/2023	12/18/2023	0.0515	0.043775

Private Issue of Commercial Notes

On February 21, 2024, Itaúsa carried out a private issue of commercial notes, in three series, in the total amount of R\$731, bearing interest from CDI + 2.0% per year to CDI + 2.5% per year, with maturity terms ranging from five to ten years. These notes were purchased by an investment fund, the sole quotaholder of which was NTS.

Resolution on interest on capital (2024) – Jointly-controlled subsidiary Itaú Unibanco

On March 4, 2024, the Board of Directors of the jointly-controlled subsidiary Itaú Unibanco resolved upon the distribution of interest on capital in the gross amount of R\$0.2418 per share to be paid by August 31, 2024, with a 15% withholding income tax, resulting in a net interest of R\$0.20553 per share, based on the final stockholding position of March 21, 2024.

Resolution on dividends – Subsidiary Dexco

On March 6, 2024, the Board of Directors of the Subsidiary Dexco resolved upon the distribution of dividends in the amount of R\$0.07139 per share to be paid by December 31, 2024, based on the final stockholding position on March 12, 2024.

Resolution on interest on capital (2024)

On March 18, 2024, the Board of Directors declared in advance interest on capital in the amount of R\$0.07 per share, which will be allocated to the dividends for 2024 and paid by August 30, 2024, with a 15% withholding income tax, resulting in a net interest of R\$0.0595 per share, based on the final stockholding position of March 21, 2024.

2.7. Executive officers should comment on allocation of profit, indicating:

a) Rules on the retention of earnings

The allocation of profit for the year includes: (i) 5% to Legal Reserve, which must not exceed 20% of the capital stock, (ii) distribution of dividends to stockholders; and (iii) recognition of the following statutory reserves:

- **Reserve for Dividend Equalization:** the purpose of this reserve is to guarantee funds for the payment of dividends, including as interest on capital, or advances, so as to maintain the flow of stockholders’ remuneration. The reserve is limited to 40% of the capital stock and it is made up of funds: a) equivalent to up to 50% of profit for the year, adjusted in accordance with Article 202 of Law No. 6,404/76; (b) equivalent to up to 100% of the realized portion of Revaluation Reserves, recorded as retained earnings; (c) equivalent to up to 100% of the amount of prior year adjustments, recorded as retained earnings; and (d) arising from credits corresponding to the advance payments of dividends.

- **Reserve for Working Capital Increase:** the purpose of this reserve is to guarantee funds for the Company’s operations. It is limited to 30% of the capital stock, and is made up of funds equivalent to up to 20% of profit for the year, adjusted in accordance with Article 202 of Law No. 6,404/76.
- **Reserve for Increases in the Capital of Investees:** the purpose of this reserve is to guarantee the exercise of the preemptive rights to the subscription of capital increases in investees. It is limited to 30% of the capital stock, being made up of funds equivalent to up to 50% of profit for the year, adjusted in accordance with Article 202 of Law No. 6,404/76.

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

a.i. Retained earnings amounts

In 2023, R\$4.611 million was allocated to the revenue reserves, distributed as follows:

- Legal Reserve: R\$673 million
- Reserve for Dividend Equalization: R\$1,969 million
- Reserve for Working Capital Increase: R\$788 million
- Reserve for Increases in the Capital of Investees: R\$1,181 million

a.ii. Percentage of total declared earnings

The amount of R\$4,611 million, allocated to the revenue reserves of 2023, accounted for 34.24% of the profit for the year in the amount of R\$13,466 million.

b) Rules on distribution of dividends

Stockholders are entitled to receive as mandatory dividend, every year, the minimum amount of 25% of profit computed in the same year, adjusted by the addition or deduction of the amounts specified in letters “a” and “b” of item I of Article 202 of Law No. 6,404/76 and in compliance with items II and III of the same legal provision.

As resolved by the Board of Directors, interest on capital can be paid, including the interest on capital paid or credited to the amount of mandatory dividend, as provided for in Article 9, paragraph 7 of Law No. 9,249/95.

Management may also decides on the distribution of additional profits whenever it evaluates the Company’s financial and equity feasibility, and in the stockholders’ best interest. These distributions do not mean that there will be any distribution of dividends in addition to the minimum mandatory dividend in the future.

c) Frequency of distribution of dividends

The mandatory dividend will be paid out in four or more installments, quarterly or at shorter intervals over the course of the year and until the Annual General Stockholders’ Meeting that approves the financial statements is held, without prejudice to any possible payment of interim dividends and/or interest on capital.

Dividends and/or interest on capital will be paid in the first business day of July and October of each year and in January and April of the following year, based on the stockholding position in the last business day of May, August, November and February, respectively. Interim dividends may also be declared as provided for in Article 204 of Law No. 6,404/76.

d) Any restrictions on the distribution of dividends imposed by legislation or special regulation applicable to the issuer, as well as agreements, court, administrative or arbitration decisions

Not applicable.

e) Whether the issuer has a formally approved policy on allocation of earnings, informing the approving body, date of approval and, if the issuer discloses the policy, where this document can be found on the Web

Itaúsa has a Stockholders’ Remuneration Policy (Dividends and/or Interest on Capital), which was approved by the Board of Directors at a meeting held on November 12, 2018, last updated on May 9, 2022, and can be consulted on the websites of CVM, B3 SA – Brasil, Bolsa, Balcão (B3 - Brazilian Exchange and OTC) and on the Company’s website (www.itausa.com.br/estatuto-e-politicas).

Said Policy replaced the system of payment of quarterly earnings of Itaúsa to its stockholders approved at a meeting of the Board of Directors on November 10, 2008.

2.8. Executive officers should describe relevant items that are non-evidenced in the issuer's financial statements, indicating:

- a) assets and liabilities directly or indirectly held by the issuer that are not presented in its balance sheet (off-balance sheet items), such as:
 - i. written-off portfolios of receivables for which the entity has not retained or transferred any risks and benefits of ownership of the transferred asset, indicating related liabilities
 - ii. agreements for the future purchase and sale of products or services
 - iii. agreements for construction in progress
 - iv. agreements for the future receipt of financing

There are no assets and liabilities held by the Company and its subsidiaries that are not duly and properly disclosed in Itaúsa's Financial Statements and the respective Notes thereto.

- b) other items that are not presented in the financial statements

There are no other items that are not presented in the Financial Statements of the Company.

2.9. With respect to each of the items that are not presented in the financial statements indicated in item 2.8, executive officers should comment on:

- a) how these items change or may change the recorded amounts of revenue, expenses, operating income and expenses, finance costs or other items of the issuer's financial statements
- b) the nature and purpose of the operation
- c) the nature and amount of the liabilities assumed and rights generated in favor of the issuer as a result of the operation

There are no other items that are not presented in the Financial Statements of the Company.

2.10. Executive officers should indicate and comment on the main elements of the issuer's business plan, describing, in particular, the following topics:

- a) investments, including:
 - i. quantitative and qualitative description of the investments in progress and expected investments

The purpose of Itaúsa is to hold interests in other companies and it is constantly considering alternatives to expand its portfolio in industries that add value for its stockholders. The investment opportunities are carefully analyzed considering the risks involved, especially in view of the business appraised, its market and the country in which it is located.

The risks that could influence Itaúsa's business plan are described in detail in items 4.1, 4.2 and 4.3 of the Company's Reference Form (in accordance with CVM Resolution No. 80/22). Itaúsa presents in the Reference Form the key risks that it deems relevant for its business. The list is not exhaustive and compiles only those risks that, in the Company's judgment, are currently the most material. However, Itaúsa's results, as well as the value of the securities issued by it, may also be negatively affected by other risks that the Company considers less material or even by unknown risks and that, therefore, are not described in the Reference Form.

- ii. sources of investment financing

In February 2022, Alpargas carried out a public offering for the primary distribution of shares (follow-on offering) in the total amount of R\$ 2.5 billion, the net proceeds of which were allocated to finance the purchase of equity interest in Rothy's Inc. Within the scope of this offering, Itaúsa used its own funds to purchase 30,382,808 shares issued by Alpargas, totaling an investment worth R\$799 million. Accordingly, Itaúsa now holds 199,355,304 shares issued by Alpargas representing 29.6% of Alpargas' total capital (excluding treasury shares). In March 2022, Itaúsa sold 12 million Class A shares in XP Inc., for approximately R\$1.8 billion, and part of the proceeds from this sale were allocated to restore the Company's cash previously used in the Alpargas's share offering.

In September 2022, Itaúsa completed the purchase of a 10.33% stake in the total capital of CCR S.A. for R\$2.9 billion, which was financed by a combination of its own funds and the proceeds from the first series of the fifth Issue of Debentures (in the amount of R\$2.5 billion). In September and December 2023, the Company carried out the early redemption of the first series of the fifth Issue of Debentures, using funds from the sale of Class A shares in XP Inc.

iii. relevant divestitures in progress and expected divestitures

Over 2023, Itaúsa sold 35.5 million Class A shares in XP Inc., corresponding to 6.6% of the company’s capital for the approximate amount of R\$3.8 billion (average sales price of R\$108 per share).

Accordingly, Itaúsa no longer holds direct interest in XP Inc.’s capital in 4Q23.

The main impacts from the sale are presented below:

	2021	2022	2023	Total
Change in equity interest	15.1%	6.6%	-	-
average sales price (R\$/share)	162	114	108	116
Impact on results (R\$ million)	903	2,551	1,789	5,243
Impact on cash (R\$ million)	1,222	4,532	3,803	9,557
Appropriations	Payment of interest on capital	Alpargatas follow-on, acquisition of CCR and prepayment of debentures	Cash increase and prepayment of debentures	-

b) provided that it has already been disclosed, indicate the acquisition of plants, equipment, patents or other assets that are expected to have a material impact on the issuer’s production capacity:

Itaúsa, as a holding company, did not acquire any plants, equipment, patents or other assets that could influence its production capacity.

c) new products and services, indicating:

- i. description of the research in progress that has already been disclosed
- ii. total amounts spent by the issuer on research for the development of new products or services
- iii. projects in progress that have already been disclosed
- iv. total amounts spent by the issuer in the development of new products or services

Because the Issuer is a holding company, there are no new products or services in the business plan of Itaúsa.

d) ESG opportunities included in the issuer’s business plan

Throughout 2022, Itaúsa carried out a broad and in-depth process of evolution of our sustainability strategy. Trends, risks, impacts, actual and potential opportunities directly or indirectly arising from the business and the demands from different stakeholders for the Company and its portfolio were analyzed.

Based on this, we set out our ESG Aspiration of “investing with responsibility, acting as an agent of change to build business that create value and impact the sustainable development in Brazil”. We also announced the three impact pillars: (i) ESG impact of the holding company (which includes Instituto Itaúsa (Itaúsa Institute)), (ii) ESG impact of the portfolio and (iii) governance.

Throughout 2023, we made progress in the implementation of the Sustainability Strategy announced in 2022. Accordingly, we created the ESG Intelligence department, trained employees on material topics of the ESG agenda, discussed global sustainability trends at Board meetings, reviewed the corporate risk matrix to incorporate ESG aspects, in addition to having started Itaúsa’s decarbonization journey, and developed indicators and metrics to monitor Itaúsa’s and our portfolio’s ESG performance. Finally, we also joined the United Nations Global Compact, strengthening our commitment to prioritizing the Sustainable Development Goals (SDGs).

The year was also marked by the launch of Instituto Itaúsa (Itaúsa Institute), whose purpose is to support Brazil’s

transformation towards a more productive economy and positive for the climate, nature and people, which will then lead to reduced emissions, conservation of biodiversity and tackling of social inequalities. In its first year of operation, the Institute supported 10 projects in the environmental conservation and productivity & sustainability areas and from 2024 onwards it will have a budget of R\$50 million per year, which will boost its capacity to create positive impact.

2.11. Comment on other factors that have significantly affected the operating performance and that were not identified or commented on in the other items of this section

All factors that significantly affect the performance of Itaúsa and its subsidiaries have already been commented on in the other items of this section.

ATTACHMENT II – Allocation of Profit for the year

(Attachment A of CVM Resolution No. 81/22)

We propose that the profit for the year reported in the Financial Statements as of December 31, 2022, in the amount of R\$13,674,297,009.66, is allocated as follows:

- (a) R\$673,275,225.71 to the Legal Reserve;
- (b) R\$3,936,817,559.39 to the Statutory Reserves, of which:
 - i. R\$1,968,408,779.69 to the Reserve for Dividend Equalization;
 - ii. R\$787,363,511.88 to the Reserve for Working Capital Increase;
 - iii. R\$1,181,045,267.82 to the Reserve of Increase in Capital of Investees; and
- (c) R\$8,855,411,729.00 for the payment dividends and interest on capital, included in the dividend amount for fiscal year 2023, as allowed by of Law No. 9,249/95.

The amounts reported in sub item "c" above have already been declared by the Board of Directors.

Itaúsa makes quarterly dividend payments, as well as additional payments, for which the Board of Directors determines the base date for the stockholding position and payment date. Interim dividends of any type provided for in Article 204 of Brazilian Corporate Law may also be declared. As resolved by the Board of Directors, interest on capital can be paid, including the interest on capital paid or credited to the amount of the mandatory dividend, as provided for in Article 9, paragraph 7, of Law No. 9,249/95.

For further information, please see the items below, which were prepared in compliance with the requirements in Attachment A to CVM Resolution No. 81/22.

1. Inform profit for the year:

R\$13,465,504,514.10.

2. Inform the total and per share amount of dividends, including dividend advances and interest on capital already declared:

Total and per share amount of quarterly interest on capital, declared in advance and provided for in the Bylaws, are as follows:

Base for declaration	Amount per share (R\$)		Total amount (R\$)	
	Gross	Net	Gross	Net
1Q2023	0.02353	0.02000	228,264,387.31	194,024,729.21
2Q2023	0.02353	0.02000	228,264,550.12	194,024,867.60
3Q2023	0.02353	0.02000	243,011,309.60	206,559,613.16
4Q2023	0.02353	0.02000	243,015,280.73	206,562,988.62
			Total	942,555,527.76
				801,172,198.59

Additionally, The Board of Directors also declared in advance dividends and interest on capital, including total and per share amount, as follows:

Date of declaration	Amount per share (R\$)		Total amount (R\$)	
	Gross	Net	Gross	Net
03/20/2023	0.07730	0.06570	749,913,858.26	637,426,779.52
06/19/2023	0.11440	0.09724	1,109,836,592.34	943,361,103.49
07/20/2023	0.05150	0.04377	499,618,441.08	424,675,674.92
09/18/2023	0.11650	0.09902	1,130,209,773.25	960,678,307.26
10/16/2023	0.05150	0.04377	499,618,481.83	424,675,709.56
12/13/2023	0.07940	0.06749	820,050,150.46	697,042,627.89
02/19/2024	0.30050	0.30050	3,103,608,904.02	3,103,608,904.02
			Total	7,912,856,201.24
				7,191,469,106.66

Accordingly, total dividends and interest on capital distributed for base period 2023 was R\$8,855,411,729.00 (gross), of which R\$7,992,641,305.25 was net of taxes, resulting in the net amount per share of R\$0.79750.

3. Inform the percentage of profit for the year distributed:

The gross amount distributed as interest on capital corresponds to 65.76% of profit for the year (59.36% net of withholding income tax) and to 69.22% of profit for the year adjusted to the legal reserve (62.48% net of withholding income tax).

4. Inform the total and per share amount of distributed dividends based on profit for prior years:

No dividends and/or interest on capital based on profit from previous years were declared.

5. With dividend advances and interest on capital already declared deducted, please inform:

- a. the gross amount of dividends and interest on capital, separately, per share type and class (less dividend advances and interest on capital already declared):

No proposal will be submitted to the General Stockholders' Meeting for the declaration of dividends and/or interest on capital in addition to those already declared.

- b. Method and terms of payment of dividends and interest on capital:

As mentioned in sub item "a" of this item, earnings related to FY 2023 have been fully declared by the Board of Directors.

Stockholders can receive the earnings declared by the Company, as follows:

- Duly registered stockholders who hold current accounts with Itaú Unibanco S.A.: The payment will be made through direct credits to the respective current accounts; or
- Stockholders who hold current accounts with other banks and that have informed the bank/branch/current account: the payment will be made through electronic funds transfer (DOC or TED) into the respective current accounts; or
- Stockholders whose shares are deposited in the fiduciary custody of B3 S.A. B3 S.A. – Brasil, Bolsa, Balcão: the payment will be made directly to B3, which will be responsible for transferring it to stockholders through deposit brokers.

- c. Any adjustment and interest on dividends and interest on capital:

As mentioned in subitem "a" of this item, the earnings related to FY 2023 has been fully declared by the Board of Directors and there was no adjustment accordingly.

- d. Date of the declaration of payment of dividends and interest on capital considered for identification of stockholders entitled to receive them:

As mentioned in sub item "a" of this item, the earnings related to FY 2023 have been fully declared by the Board of Directors.

6. Amounts of dividends and interest on capital already declared and respective payment dates:

Earnings	Base date of stockholding position	Payment date	Amount per share (R\$)		Amount (R\$)	
			Gross	Net	Gross	Net
Interest on capital – 1 st quarter	05/31/2023	07/03/2023	0.02353	0.02000	228,264,387.31	194,024,729.21
Interest on capital – 2 nd quarter	08/17/2023	10/02/2023	0.02353	0.02000	228,264,550.12	194,024,867.60
Interest on capital – 3 rd quarter	11/30/2023	01/02/2024	0.02353	0.02000	243,011,309.60	206,559,613.16
Interest on capital – 4 th quarter	02/29/2024	04/01/2024	0.02353	0.02000	243,015,280.73	206,562,988.62
Interest on capital	03/23/2023	08/25/2023	0.07730	0.06570	749,913,858.26	637,426,779.52
Interest on capital	06/22/2023	08/25/2023	0.11440	0.09724	1,109,836,592.34	943,361,103.49
Interest on capital	10/19/2023	03/08/2024	0.05150	0.04377	499,618,441.08	424,675,674.92
Interest on capital	09/21/2023	03/08/2024	0.11650	0.09902	1,130,209,773.25	960,678,307.26
Interest on capital	07/25/2023	03/08/2024	0.05150	0.04377	499,618,481.83	424,675,709.56
Interest on capital	12/18/2023	03/08/2024	0.07940	0.06749	820,050,150.46	697,042,627.89
Dividends	02/22/2024	03/08/2024	0.30050	0.30050	3,103,608,904.02	3,103,608,904.02
		Total	0.88521	0.79750	8,855,411,729.00	7,992,641,305.25

7. Comparative table indicating amount per share by type and class:

a. Profit for the year and the previous three (3) years:

	2023	2022	2021	2020
Profit per share (R\$)	1.31817	1.40941	1.38201	0.83892
Earnings per share (R\$): adjusted by the effects of bonus shares of 5% (December 13, 2021), 10% (November 11, 2022) and 5% (November 22, 2023)	n.a.	1.34141	1.19591	0.69144

For calculation of earnings per share, profit for the year is divided by the average number of outstanding shares at the end of the respective year.

b. Dividends and interest on capital distributed in the year and the previous three (3) years:

	2023	2022	2021	2020
Common shares (R\$)	0.79750	0.42859	0.34291	0.22245
Preferred shares (R\$)	0.79750	0.42859	0.34291	0.22245

For calculation of dividends and/or interest on capital per share, the amount of dividends and/or interest on capital (net of taxes) is divided by the number of outstanding shares on each base date of the stockholding position.

8. Inform about the allocation of profit to the legal reserve:

a. Amount allocated to the legal reserve:

Amount of R\$673,275,225.71.

b. Describe the calculation method of the legal reserve:

According to Article 193 of Brazilian Corporate Law, as amended, and Article 12.1 of the Bylaws, five percent (5%) of profit for the year were allocated for setting up the Legal Reserve, which will not exceed twenty percent (20%) of capital stock.

9. Preferred shares entitled to fixed or minimum dividends:

a. Calculation method of fixed or minimum dividends:

Annual minimum dividend of R\$0.01 per share, adjusted in case of share split or reverse split.

b. Sufficiency of profit for the year for the full payment of fixed or minimum dividends:

Profit for the year was sufficient for the full payment of the minimum mandatory dividends.

c. Accumulation of any unpaid portion:

Minimum dividends are not cumulative.

d. Total amount of fixed or minimum dividends to be paid on each class of preferred shares:

Total amount of minimum dividends statutorily established to preferred shares was R\$67,788,471.88. Preferred shares issued by the Company have only one class.

e. Amount of fixed or minimum dividends to be paid per preferred share of each class:

We do not have different classes of preferred shares.

10. With respect to mandatory dividends:

a. Describe the calculation method provided for in the Bylaws:

Stockholders are entitled to receive as mandatory dividend an amount equivalent to twenty-five percent (25%) of profit, adjusted by the addition or deduction of the amounts specified under "a" and "b" of item I of Article 202 of Brazilian Corporate Law, subject to items II and III of the same provision, without prejudice to the minimum priority dividend referred to in item 9 above.

b. Inform whether it is being fully paid:

In 2023, the minimum mandatory dividend will be fully paid.

c. Inform any possibly retained amount:

There was no retained amount.

11. Inform about any mandatory dividend retained due to the company's financial position:

There were no retained mandatory dividends.

12. Inform about any allocation of profit to the reserve for contingencies:

There was no allocation of profit to the reserve for contingencies.

13. Inform about any allocation of profit to the unrealized revenue reserve:

There was no allocation of profit to the unrealized revenue reserve.

14. Inform about any allocation of profit to the statutory reserves:**a. Statutory clauses that set up the reserve:**

Upon proposal of the Board of Directors, and in compliance with Article 14 of the Company's Bylaws, the General Stockholders' Meeting may resolve to set up the following reserves:

Reserve for Dividend Equalization:

It will be limited to 40% of total capital stock, and its purpose is to secure funds for the payment of dividends, including as interest on capital or dividend advances, aimed to keep a flow of remuneration to stockholders. This reserve is composed of funds:

- i. equivalent to up to 50% of profit for the year, adjusted according to the provision in Article 202 of Law No. 6,404/76;
- ii. equivalent to up to 100% of the realized portion of the Revaluation Reserves, recorded as retained earnings;
- iii. equivalent to up to 100% of the amount of prior years' adjustments, recorded as retained earnings;
- iv. arising from credits corresponding to dividend advances.

Reserve for Working Capital Increase:

It will be limited to 30% of total capital stock, and its purpose is to secure funds for the operation of the company. It is composed of funds equivalent to up to 20% of profit for the year, adjusted in accordance with Article 202 of Brazilian Corporate Law.

Reserve for Increase in Capital of Investees:

It will be limited to 30% of total capital stock, and its purpose is to secure the exercise of the preemptive rights in the event of capital increases in investees. It is composed of funds equivalent to up to 50% of profit for the year, adjusted in accordance with Article 202 of Brazilian Corporate Law.

Upon proposal of the Board of Directors, portions of these reserves will be periodically capitalized so that the respective amounts do not exceed the limit of 95% of capital stock. The balance of these reserves, added to the balance of the Legal Reserve, may not exceed total capital stock.

b. Amount allocated to the reserve:

The amount of R\$ 3,936,817,559.39 was allocated to statutory reserves, as follows:

- (i) R\$1,181,045,267.82 to the Reserve for Increase in Capital of Investees.
- (ii) R\$787,363,511.88 to the Reserve for Working Capital Increase.
- (iii) R\$1,968,408,779.69 to the Reserve for Dividend Equalization.

c. How the allocated amount was calculated:

Amount was calculated as described in item “a” above.

15. Inform about any retained earnings provided for in capital budget:

There were no earnings retained.

16. Inform about any allocation of profit to the reserve for tax incentives:

There was no allocation of profit to the reserve for tax incentives.

ATTACHMENT III – Information on the Candidates Nominated for the Board of Directors and Supervisory Council

(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

With respect to each **non-independent member** of the issuer's **Board of Directors** nominated by the **Controlling Stockholders**:

7.3 (except for item "I")			
Name		ALFREDO EGYDIO SETUBAL	ANA LÚCIA DE MATTOS BARRETTO VILLELA
Date of birth		09.01.1958	10.25.1973
Profession		Business Administrator	Educator
Individual Taxpayer's Registry (CPF)		014.414.218-07	066.530.828-06
Elected by the controlling stockholder?		Yes	Yes
Independent Member?		No	No
Description of any of the following events that have taken place over the past five years: i - any criminal conviction; ii - any conviction in an administrative proceeding of the CVM, Central Bank of Brazil or Superintendency of Private Insurance and the penalties applied; and iii - any conviction ruled final and unappealable at the legal or administrative levels that have suspended or disqualified them from the performance of any professional or commercial activity.		Not applicable	Not applicable
Other positions or functions held in the issuer		CEO	Member of Sustainability Committee
		Investor Relations Officer	
		Permanent Member of the Strategy and New Business	
		Permanent Member of the Governance and Personnel Committee	
		Permanent Member of the Sustainability Committee	
		Coordinator of the Capital Markets Commission	
		Coordinator of the Corporate Governance Commission	
		Coordinator of the Investment Commission	
		Member of the Audit and Risks Commission	
		Member of the Finance Commission	
		Member of the Personnel and Ethics Commission	
		Member of the Sustainability Commission	
		Board of Directors	Elective position held
Date of election	04.30.2024		04.30.2024
Date of investiture	04.30.2024		04.30.2024
Term of office	Annual		Annual
Date of the beginning of the first term of office	09.04.2008		04.13.2017

ATTACHMENT III – Information on the Candidates Nominated
for the Board of Directors and Supervisory Council
(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

7.3 (except for item "I")			
Name		RICARDO EGYDIO SETUBAL	ROBERTO EGYDIO SETUBAL
Date of birth		04.22.1962	10.13.1954
Profession		Business Administrator	Production Engineer
Individual Taxpayer's Registry (CPF)		033.033.518-99	007.738.228-52
Elected by the controlling stockholder?		Yes	Yes
Independent Member?		No	No
Description of any of the following events that have taken place over the past five years: i - any criminal conviction; ii - any conviction in an administrative proceeding of the CVM, Central Bank of Brazil or Superintendency of Private Insurance and the penalties applied; and iii - any conviction ruled final and unappealable at the legal or administrative levels that have suspended or disqualified them from the performance of any professional or commercial activity.		Not applicable	Not applicable
Other positions or functions held in the issuer		Executive Director Vice President	Vice Chairman of the Board of Directors
		Member of the Governance and Personnel Committee	Member of the Strategy and New Business Committee
		Member of the Sustainability Committee	
		Coordinator of the Audit and Risks Commission	
		Member of the Finance Commission	
		Member of the Corporate Governance Commission	
		Member of the Investment Commission	
		Member of the Capital Markets Commission	
		Member of the Personnel and Ethics Commission	
		Member of the Sustainability of the Commission	
Board of Directors	Elective position held	Alternate Member	Effective Member
	Date of election	04.30.2024	04.30.2024
	Date of investiture	04.30.2024	04.30.2024
	Term of office	Annual	Annual
	Date of the beginning of the first term of office	04.30.2009	05.03.2021

ATTACHMENT III – Information on the Candidates Nominated for the Board of Directors and Supervisory Council

(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

7.3 (except for item "I")			
Name		RICARDO VILLELA MARINO	RODOLFO VILLELA MARINO
Date of birth		01.28.1974	11.14.1975
Profession		Mechanical Engineer	Business Administrator
Individual Taxpayer's Registry (CPF)		252.398.288-90	271.943.018-81
Elected by the controlling stockholder?		Yes	Yes
Independent Member?		No	No
Description of any of the following events that have taken place over the past five years: i - any criminal conviction; ii - any conviction in an administrative proceeding of the CVM, Central Bank of Brazil or Superintendency of Private Insurance and the penalties applied; and iii - any conviction ruled final and unappealable at the legal or administrative levels that have suspended or disqualified them from the performance of any professional or commercial activity.		Not applicable	Not applicable
Other positions or functions held in the issuer		Member of the Strategy and New Business Committee	Executive Director Vice President
			Member of the Strategy and New Business Committee
			Member of the Governance and Personnel Committee
			Member of the Sustainability Committee
			Coordinator of the Finance Commission
			Coordinator of the Personnel and Ethics Commission
			Member of the Audit and Risks Commission
			Member of the Corporate Governance Commission
			Member of the Investment Commission
			Member of the Capital Markets Commission
	Member of the Sustainability Commission		
Board of Directors	Elective position held	Alternate Member	Effective Member
	Date of election	04.30.2024	04.30.2024
	Date of investiture	04.30.2024	04.30.2024
	Term of office	Annual	Annual
	Date of the beginning of the first term of office	05.03.2011	05.03.2011 (*)

(*) It does not take into consideration the term of office as Alternate Member from April 2009 to May 2011.

ATTACHMENT III – Information on the Candidates Nominated for the Board of Directors and Supervisory Council

(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

With respect to each **independent member** of the issuer's **Board of Directors** nominated by the **Controlling Stockholders**:

7.3 (except for item "I")				
Name		PATRÍCIA DE MORAES	RAUL CALFAT	VICENTE FURLETTI ASSIS
Date of birth		08.04.1968	12.04.1952	02.20.1962
Profession		Economist	Business Administrator	Civil Engineer
Individual Taxpayer's Registry (CPF)		012.198.117-77	635.261.408-63	487.467.706-15
Elected by the controlling stockholder?		Yes	Yes	Yes
Independent Member? (*)		Yes	Yes	Yes
Description of any of the following events that have taken place over the past five years: i - any criminal conviction; ii - any conviction in an administrative proceeding of the CVM, Central Bank of Brazil or Superintendency of Private Insurance and the penalties applied; and iii - any conviction ruled final and unappealable at the legal or administrative levels that have suspended or disqualified them from the performance of any professional or commercial activity.		Not applicable	Not applicable	Not applicable
Other positions or functions held in the issuer		Coordinator of the Governance and Personnel Committee	Coordinator of the Audit Committee	Coordinator of the Strategy and New Business Committee
		Member of the Strategy and New Business Committee	Member of the Strategy and New Business Committee	Member of the Governance and Personnel Committee
		Member of the Related Parties Committee	Member of the Related Parties Committee	Member of the Related Parties Committee
Board of Directors	Elective position held	Effective Member	Effective Member	Effective Member
	Date of election	04.30.2024	04.30.2024	04.30.2024
	Date of investiture	04.30.2024	04.30.2024	04.30.2024
	Term of office	Annual	Annual	Annual
	Date of the beginning of the first term of office	05.03.2021	05.15.2023	05.03.2021

(*) According to the criteria defined in the applicable regulation and the Company's Policy for the Nomination of Members of the Board of Directors and Supervisory Council, an independent member is a member of the Board of Directors who, in particular, has neither a commercial nor any other type of relationship with the Company, its investees, the controlling stockholder or a member of a management body of the Company that could: (i) cause a conflict of interests; or (ii) affect their capacity and impartiality of analysis and assessment.

ATTACHMENT III – Information on the Candidates Nominated for the Board of Directors and Supervisory Council

(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

With respect to each **independent member** of the issuer's **Board of Directors** nominated by Fundação Antonio e Helena Zerrener Instituição Nacional de Beneficência (FAHZ):

7.3 (except for item "I")		
Name	EDSON CARLOS DE MARCHI	
Date of birth	06.26.1963	
Profession	Economist	
Individual Taxpayer's Registry (CPF)	055.654.918-00	
Elected by the controlling stockholder?	No	
Independent Member? (*)	Yes	
Description of any of the following events that have taken place over the past five years: i - any criminal conviction; ii - any conviction in an administrative proceeding of the CVM, Central Bank of Brazil or Superintendency of Private Insurance and the penalties applied; and iii - any conviction ruled final and unappealable at the legal or administrative levels that have suspended or disqualified them from the performance of any professional or commercial activity.	Not applicable	
Other positions or functions held in the issuer	Coordinator of the Related Parties Committee Coordinator of the Sustainability Committee Member of the Governance and Personnel Committee	
Board of Directors	Elective position held	Effective Member
	Date of election	04.30.2024
	Date of investiture	04.30.2024
	Term of office	Annual
	Date of the beginning of the first term of office (**)	05.03.2021

(*) According to the criteria defined in the applicable regulation and the Company's Policy for the Nomination of Members of the Board of Directors and Supervisory Council, an independent member is a member of the Board of Directors who, in particular, has neither a commercial nor any other type of relationship with the Company, its investees, the controlling stockholder or a member of a management body of the Company that could: (i) cause a conflict of interests; or (ii) affect their capacity and impartiality of analysis and assessment.

(**) It does not take into consideration the term of office as Alternate Member

**ATTACHMENT III – Information on the Candidates Nominated
for the Board of Directors and Supervisory Council**
(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

With respect to each member of the issuer's **Supervisory Council** nominated by the **Controlling Stockholders**:

7.3 (except for item "I")				
Name		ELAINE MARIA DE SOUZA FUNO	GUILHERME TADEU PEREIRA JÚNIOR	MARCO TULIO LEITE RODRIGUES
Date of birth		12.01.1974	12.10.1979	07.19.1955
Profession		Accountant	Business Administrator	Production Engineer and Economist
Individual Taxpayer's Registry (CPF)		201.953.328-65	286.131.968-29	006.568.028-63
Elected by the controlling stockholder?		Yes	Yes	Yes
Independent Member?		N/A	N/A	N/A
Description of any of the following events that have taken place over the past five years: i - any criminal conviction; ii - any conviction in an administrative proceeding of the CVM, Central Bank of Brazil or Superintendency of Private Insurance and the penalties applied; and iii - any conviction ruled final and unappealable at the legal or administrative levels that have suspended or disqualified them from the performance of any professional or commercial activity.		Not applicable	Not applicable	Not applicable
Supervisory Council	Elective position held	Effective Member	Effective Member	Effective Member
	Date of election	04.30.2024	04.30.2024	04.30.2024
	Date of investiture	05.10.2024	05.10.2024	05.10.2024
	Term of office	Annual	Annual	Annual
	Date of the beginning of the first term of office	-o-	06.18.2020 (*)	05.09.2011

(*) It does not take into consideration the term of office as Alternate Member between April 2009 and December/2020.

7.3 (except for item "I")				
Name		FELÍCIO CINTRA DO PRADO JUNIOR	JOSÉ CARLOS DE BRITO E CUNHA	VALDIR AUGUSTO DE ASSUNÇÃO
Date of birth		07.13.1954	05.07.1951	06.28.1963
Profession		Production Engineer	Accountant and Business Administrator	Accountant
Individual Taxpayer's Registry (CPF)		898.043.258-53	286.405.947-91	044.066.958-85
Elected by the controlling stockholder?		Yes	Yes	Yes
Independent Member?		N/A	N/A	N/A
Description of any of the following events that have taken place over the past five years: i - any criminal conviction; ii - any conviction in an administrative proceeding of the CVM, Central Bank of Brazil or Superintendency of Private Insurance and the penalties applied; and iii - any conviction ruled final and unappealable at the legal or administrative levels that have suspended or disqualified them from the performance of any professional or commercial activity.		Not applicable	Not applicable	Not applicable
Supervisory Council	Elective position held	Alternate Member	Alternate Member	Alternate Member
	Date of election	04.30.2024	04.30.2024	04.30.2024
	Date of investiture	05.10.2024	05.10.2024	05.10.2024
	Term of office	Annual	Annual	Annual
	Date of the beginning of the first term of office	05.10.2009	05.09.2023	-o-

ATTACHMENT III – Information on the Candidates Nominated for the Board of Directors and Supervisory Council

(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

With respect to each member of the issuer's **Supervisory Council** nominated by Fundação Antonio e Helena Zerrenner Instituição Nacional de Beneficência (FAHZ) for election by the **Non-Controlling Stockholders**:

7.3 (except for item "I")			
Name		EDUARDO ROGATTO LUQUE	GUSTAVO DE AMARAL LUCENA
Date of birth		07.06.1969	08.10.1973
Profession		Accountant	Economist an Accountant
Individual Taxpayer's Registry (CPF)		142.773.658-84	143.652.328-19
Elected by the controlling stockholder?		No	No
Independent Member?		N/A	N/A
Description of any of the following events that have taken place over the past five years: i - any criminal conviction; ii - any conviction in an administrative proceeding of the CVM, Central Bank of Brazil or Superintendency of Private Insurance and the penalties applied; and iii - any conviction ruled final and unappealable at the legal or administrative levels that have suspended or disqualified them from the performance of any professional or commercial activity.		Not applicable	Not applicable
Supervisory Council	Elective position held	Effective Member	Alternate Member
	Date of election	04.30.2024	04.30.2024
	Date of investiture	05.10.2024	05.10.2024
	Term of office	Annual	Annual
	Date of the beginning of the first term of office	05.10.2019	05.06.2022

With respect to each member of the issuer's **Supervisory Council** nominated by Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI (Banco do Brasil's Employee Pension Fund) for election by **Preferred Stockholders**:

7.3 (except for item "I")			
Name		MAURÍCIO NOGUEIRA	OLIVIER MICHEL COLAS
Date of birth		10.08.1970	22.07.1961
Profession		Licenciado em Matemática	Economista
Individual Taxpayer's Registry (CPF)		991.894.537-00	144.236.168-90
Elected by the controlling stockholder?		No	No
Independent Member?		N/A	N/A
Description of any of the following events that have taken place over the past five years: i - any criminal conviction; ii - any conviction in an administrative proceeding of the CVM, Central Bank of Brazil or Superintendency of Private Insurance and the penalties applied; and iii - any conviction ruled final and unappealable at the legal or administrative levels that have suspended or disqualified them from the performance of any professional or commercial activity.		Not applicable	Not applicable
Supervisory Council	Elective position held	Effective Member	Alternate Member
	Date of election	04.30.2024	04.30.2024
	Date of investiture	05.10.2024	05.10.2024
	Term of office	Annual	Annual
	Date of the beginning of the first term of office	-o-	-o-

ATTACHMENT III – Information on the Candidates Nominated for the Board of Directors and Supervisory Council

(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

With respect to each member of the issuer's **Board of Directors**, please find below the information of **item 7.3 "I"**:

- main professional experiences for the past five years, indicating, if applicable, positions and duties performed:
 - (i) at the issuer and companies of its economic group; and
 - (ii) at companies that are controlled by a stockholder of the issuer that holds, directly or indirectly, an interest that is equal to or higher than 5% of a same class or type of security of the issuer.

ALFREDO EGYDIO SETUBAL

At Itaúsa S.A., he has been the CEO and Investor Relations Officer since May 2015 and a Member of the Board of Directors since 2008 (executive member), having served as Vice Chairman until May 2021, Permanent Member of the Strategy and New Business, Governance and Personnel and Sustainability committees since May 2021, Member of the Capital Markets Commission since May 2009, and Coordinator since May 2015, Coordinator of the Investment Commission since April 2017, Member of the Corporate Governance Commission since July 2020, and Coordinator since May 2021, Member of the Audit and Risks, Finance and Personnel and Ethics Commissions since April 2017, and Member of the Investment Policies Committee from August 2008 to April 2011.

At Itaú Unibanco, he has been a member of the Board of Directors since 2007 and is currently the Chairman of the Environmental, Social and Climate Responsibility Committee and a Member of the Disclosure and Trading Committee, the Nomination and Corporate Governance Committee and the Personnel Committee.

At Dexco S.A., he has been Chairman of the Board of Directors since 2021 and a Member of this Board since April 2015 and, at Alpargatas S.A. and Copa Energia, he has been a Member of the Board of Directors since 2017 and 2020, respectively.

Member of the Superior Committee for Guidance, Nomination and Ethics of the Brazilian Institute of Investor Relations (IBRI) since 2010, having been the Chairman of its Board of Directors from 2000 to 2003.

He is the Chairman of the Board of Trustees of the *Fundação Itaú para Educação e Cultura* (Itaú Foundation for Education and Culture – FIEC). He has been the Chairman of the Decision-Making Council of the São Paulo Art Museum (MASP) since 2015, a Member of the Board of Directors of *Fundação Bienal de São Paulo* (São Paulo Biennial Foundation) since 2009 and a Member of the Board of Directors of the São Paulo Museum of Modern Art (MAM) and of the Contemporary Art Institute (IAC).

He served as Chairman of the *Associação Nacional dos Bancos de Investimentos* (National Association of Investment Banks from 2003 to 2008) and as a Member of the Board of the *Associação Brasileira das Companhias Abertas* (Brazilian Association of Publicly-Listed Companies - ABRASCA) from 1999 to 2017. He holds Bachelor's and Postgraduate degrees in Business Administration from Fundação Getulio Vargas (FGV), São Paulo, Brazil, with specialization from INSEAD, Fontainebleau, France.

ANA LÚCIA DE MATTOS BARRETTO VILLELA

At Itaúsa S.A., she has been Vice Chairwoman of the Board of Directors (non-executive member) since 2017, a Member of the Sustainability Committee since May 2021, a Member of the Sustainability Commission from June 2019 to April 2023 and a Member of the Finance Commission from May 2017 to August 2018.

She has been a Member of the Board of Directors of the Itaú Unibanco Group since 2018 and has held many positions at the Group, including Member of the Board of Directors (1996 to 2001), Member of the Personnel, Nomination and Corporate Governance committees since 2018 and Member of the Environmental, Social and Climate Committee since 2019 (previously called Social Responsibility Committee).

She is a Member of the Board of Directors of *Instituto Itaúsa* (Itaúsa Institute) since June 2023 and an Alternate Member of the Board of Directors of IUPAR – Itaú Unibanco Participações S.A. since June 2018, Vice Chairwoman of the Board of Trustees of *Fundação Itaú para Educação e Cultura* (Itaú Foundation for Education and Culture – FIEC) since 2020, Member of the Advisory Board of Itaú Social since 2017, Member of the Advisory Board of Itaú Cultural since 1995; Member of the Executive Board of Itaú Cultural since 2017, Co-Founder of AlanaLab (Maria Farinha Filmes and Flow) since 2014, Founding Chairwoman of the Alana Foundation since 2012, CEO of the

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Alana Institute since 2002, Member of the Advisory Board of Brincante Institute since 2001 and Ashoka Fellow since 2010.

Since 2018, she has been the first representative from Latin America on the Innovation Board of XPrize, a non-profit organization set up by Peter Diamandis, who designs and manages global competitions to encourage the development of new technologies that could help solve some of the major challenges of humankind.

Mrs. Villela is a Member of the Board of Participant, founded by the social entrepreneur Jeff Skoll, which is a leading organization in media and entertainment that inspires and engages its audience towards social change.

She has also been a Member of the Stanford Down Syndrome Research Center's Advisory Board since January 2022 and of the UCLA Lab School's Board of Advisors since May 2022.

She was a Member of the Advisory Board of the Akatu Institute (2013 to 2017), Member of the Advisory Board of the Fairplay Organization (2015 to 2017), Member of the Advisory Board of Conectas (2003 to 2018) and Alternate Member of the Board of Directors (2018 to 2020) and of the Sustainability Committee of Dexco S.A. (2015 to 2018).

She holds a Bachelor's degree in Education with a qualification in School Administration and a Master's degree in Educational Psychology, both from the Pontifícia Universidade Católica de São Paulo (PUC-SP), São Paulo, Brazil. She also took a graduate course in Business Administration at Fundação Armando Álvares Penteado (FAAP), São Paulo, Brazil (incomplete) and a postgraduate course in Third Sector Administration at Fundação Getúlio Vargas (FGV), São Paulo Brazil (incomplete).

EDSON CARLOS DE MARCHI

At Itaúsa S.A., he has been a Member of the Board of Directors (independent member) since May 2021, having served as an Alternate Member of the Board of Directors from May 2019 to May 2021, Coordinator of the Related Parties Committee since August 2021 and of the Governance and Personnel Committee since May 2021, Coordinator of the Sustainability Committee since May 2023, having served as a Member since May 2021, and Coordinator of the Audit Committee from August 2022 to May 2023.

At *Fundação Antonio e Helena Zerrenner Instituição Nacional de Beneficência* (Antonio e Helena Zerrenner Foundation National Charity Institution), he has been a Member of the Board of Directors since May 2018, Executive Officer since July 2012, Coordinator of the Ethics Committee since May 2020, and Member since December 2016, Coordinator of the Governance in Data Protection Committee since November 2020, Coordinator of the Finance and Investments Committee since February 2019 and was a Member of the Advisory Board from December 2004 to August 2012.

At AMBEV S.A. he was Health and Benefits Vice President from July 2019 to March 2020, Benefits Officer from January 2015 to June 2019, Corporate Relations Officer from June 2011 to December 2014 and Strategic Planning Manager from May 2000 to December 2003; Global Finance and Excise Tax Vice President at Anheuser-Busch InBev from 2009 to 2011 and a Member of the Supervisory Council of *Instituto de Previdência Privada da AmBev* (Ambev Private Pension Institute – IAPP) from January 2004 to July 2007.

He graduated in both Economics and Business Administration from Fundação Armando Álvares Penteado (FAAP) in 1985 and 1986, respectively, and earned a Master's degree in Business Administration from Universidade de São Paulo (FIA/USP) in 1998.

PATRÍCIA DE MORAES

At Itaúsa S.A., she has been a Member of the Board of Directors (independent member), Coordinator of the Governance and Personnel Committee and a Member of the Strategy and New Business Committee since May 2021, and a Member of the Related Parties Committee since August 2021, having served as a Member of the Audit Committee from August 2022 to May 2023.

She is a Founding Partner, Supervisor and Member of the Investment Committee of Unbox Capital, an investment company that supports the growth of companies by establishing partnerships with entrepreneurs and asset managers.

She has more than 20 years of experience in Investment Banking, having worked in the Mergers & Acquisitions team of J.P. Morgan in New York and São Paulo. She was Head of Investment Banking and Corporate Banking

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at J.P. Morgan in Brazil, responsible for all relationships and transactions with Brazilian and multinational companies.

During her career, she provided advisory services to companies in strategic transactions of mergers, acquisitions and divestments and in capitalizations through debt surveys and IPOs.

She is the Officer of the *Mulheres do Brasil* (Women of Brazil) Group and was nominated twice for the “*Mulheres de Valor*” (Valuable Women) award of the Valor newspaper.

She serves on the Council of the Program for Finance Studies of the Columbia Business School and on the Columbia University Council in Brazil.

She holds a Bachelor’s degree in Economics from Pontifícia Universidade Católica do Rio de Janeiro, Brazil, and an MBA from Columbia Business School (class of 1995).

RAUL CALFAT

At Itaúsa S.A., he has been a Member of the Board of Directors (independent member), Coordinator of the Audit Committee and a Member of the Strategy and New Business and Related Parties committees since May 2023.

He has been Chairman of the Board of Directors of Aché Laboratórios Farmacêuticos since September 2018.

He has been an Independent Member of the Board of Directors of Embraer since April 2017 and he is currently its Vice Chairman. He has been an Independent Member of the Advisory Board of China Three Gorges Brasil since January 2021. He was an Independent Member of the Board of Directors of Fleury S.A. from May 2021 to April 2023.

He is also a Senior Advisor at the following companies: RGE Pte Ltd in Singapore and Bracell SP Celulose Ltda. since March 2020 and Macquarie Serviços Agrícolas Participações Ltda. since January 2020.

He was an Independent Member of the Board of Directors of Dexco S.A. from May 2015 to April 2023 and Member of the Board of Hospital Sírio-Libanês from 2015 to 2020.

From January 2014 to April 2019, he was the Chairman of the Board of Directors of Votorantim S.A., from December 2009 to December 2018, he was a Member of the Board of Directors of Fibria Celulose S.A., and from January 2010 to December 2013, he served as CEO of Votorantim Industrial and led the cement, ore and mining, pulp, iron and steel, orange juice and energy departments of the Group. Between 2004 and 2010, he was the General Director of the holding company. Before that, between 1995 and 2003, he was the CEO of Votorantim Celulose e Papel (current Fibria) and CEO of Papel Simão from 1987 to 1992, the company where he started his career as trainee in 1973.

He was the Chairman of the São Paulo Pulp and Paper Association from 1993 to 1995 and Vice President of the Brazilian Pulp and Paper Association (Bracelpa) from 1996 to 2004.

He earned a Bachelor’s degree in Business Administration from Fundação Getúlio Vargas (FGV) in 1974 and attended seminars of the International Institute for Management Development (IMD) in Switzerland and in the United States (Harvard, Boston).

RICARDO EGYDIO SETUBAL

At Itaúsa S.A., he has been an Alternate Member of the Board of Directors (executive member) since April 2009 and Executive Director Vice President since May 2021. He has also been a Member of the Governance and Personnel Committee since May 2021 and of the Sustainability Committee since May 2021, having served as Coordinator from August 2022 to May 2023, Member of the Audit and Risks Commission since April 2017, Member of the Capital Markets Commission since May 2009 and of the Finance, Investments, and Personnel and Ethics Commissions since April 2017, Member of the Corporate Governance Commission since July 2020 and Member of the Sustainability Commission since June 2019. He was also a Member of Audit Committee from August 2022 to May 2023 and of the Investment Policies Committee from August 2008 to May 2010.

At Dexco S.A., he has been a Member of the Board of Directors since April 2008, having served as Vice Chairman from April 2009 to April 2017, and a Member of the Sustainability Committee since April 2018. He was a Member of the Disclosure and Trading Committee from May 2020 to April 2022, Member of the Personnel, Governance

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and Nomination Committee from November 2009 to May 2020 and Member of the Audit and Risk Management Committee from November 2009 to March 2022.

At Itaútec S.A. – Itaútec Group, he has been an Officer since April 2023 and was Chairman of the Board of Directors from February 2010 to August 2019, Alternate Member of the Board of Directors from April 2009 to January 2010 and Effective Member from April 1999 to April 2008, Member of the Audit and Risk Management, Strategy, and Personnel and Corporate Governance committees from September 2010 to January 2015 and Executive Director Vice President from April 1999 to January 2010.

At the Brazilian Institute of Corporate Governance (IBGC), he was a Member of the Board of Directors from March 2014 to March 2019, Vice Chairman from March 2016 to March 2018 and Chairman from March 2018 to March 2019.

He graduated in Law from Universidade de São Paulo (USP) in 1988 and earned a Bachelor's degree in Business Administration from Fundação Getúlio Vargas (FGV) in 1984 and a specialization (PMD 69) from Harvard University in 1995.

RICARDO VILLELA MARINO

At Itaúsa S.A., he has been an Alternate Member of the Board of Directors (non-executive member) since 2011 and a Member of the Strategy and New Business Committee since May 2021. He was a Member of the Sustainability Commission from 2019 to May 2023 and a Member of the Investment Policies Committee from 2008 to 2011.

At the Itaú Unibanco Group, he has been Vice Chairman of the Board of Directors since 2020, having also served as a Member of the Board of Directors (2008 to 2020), Chairman of the bank's Latin America Strategic Council since 2018 and a Member of the Strategy Committee. He has held several positions at the Itaú Unibanco Group since 2002, including Vice President (2010 to 2018).

He was an Alternate Member of the Board of Directors of Dexco S.A. from 2009 to 2018. He was an Alternate Member of the Board of Directors of Itaútec S.A. – Itaútec Group from 2009 to 2019 and Alternate Member of the Board of Directors of Elekeiroz S.A. from 2009 to 2018.

He currently serves as Vice Chairman of Humanitas 360, a non-profit organization focused on catalyzing social and civic entrepreneurship among young people. He is the Chairman of the PDR Institute, an organization aimed at investing and preparing new entrepreneurs focused on social academic transformation. He is also a Member of the Advisory Board of Visa Latin America and of the MIT Sloan School of Management.

He holds a Bachelor's degree in Mechanical Engineering from the Escola Politécnica da Universidade de São Paulo (USP), São Paulo, Brazil, and a Master's degree in Business Administration from the MIT Sloan School of Management, Cambridge, Massachusetts, United States.

ROBERTO EGYDIO SETUBAL

He has been a Member of the Board of Directors (non-executive member) of Itaúsa S.A. since May 2021 and he is also Vice Chairman.

He has been the Co-Chairman of the Board of Directors of Itaú Unibanco Holding S.A. since 2017. He started his career at Banco Itaú in 1980 and held different positions before he was appointed in 1994 as the CEO of the institution and was in office until April 2008 when he became the CEO of Itaú Unibanco and was in office until 2017.

He is also a Member of the Board of CCR, of *Fundação Itaú para Educação e Cultura* (Itaú Foundation for Education and Culture) and of Centro de Lideranças Públicas (Center of Public Leaderships) – CLP.

Between 1994 and 2020, he was a Member of the International Monetary Conference, of which he was the Chairman in 2015. From 1997 to 2000, he was the Chairman of the Brazilian Federation of Banks (FEBRABAN) and from 2011 to 2017, he was the Chairman of the Board of this institution.

He was a member of the Board of Directors of the Institute of International Finance (IIF), having served as Vice Chairman from 2003 to 2014. Between 2002 and 2008, he was a Member of the International Advisory

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Committee of the Federal Reserve Bank of New York and, in 2021, he was named Banker of the Year by Euromoney magazine.

He was a Member of the Board of Directors of Petrobras between 2000 and 2002 and a Member of the Board of Directors of Shell between 2017 and 2020.

He holds a Bachelor's degree in Production Engineering from Escola Politécnica da Universidade de São Paulo (USP), São Paulo, Brazil, and a Master's degree in Science Engineering from Stanford University, California, United States.

RODOLFO VILLELA MARINO

At Itaúsa S.A., he has been a Member of the Board of Directors (executive member) since May 2011 and was an Alternate Member from April 2009 to May 2011. He has also been Executive Director Vice President since May 2022 and was Director Vice President from May 2015 to April 2022. He has also been a Member of the Strategy and New Business and Governance and Personnel committees since May 2021, Acting Co-Coordinator of the Sustainability Committee since August 2022 and a Member of this Committee since May 2021, Coordinator of the Personnel and Ethics Commission since April 2017, Member of the Finance Commission since April 2017, having served as Coordinator since May 2021, Member of the Audit and Risks and Investments Commissions since April 2017, Member of the Capital Markets Commission since May 2009, Member of the Sustainability Commission since June 2019 and Member of the Corporate Governance Council since July 2020.

At Dexco S.A., he has been a Member of the Board of Directors since August 2009, Member of the Personnel, Governance and Nomination Committee since May 2020, Member of the Finance Committee since December 2021, Chairman of the Sustainability Committee since May 2019 and a Member since November 2009. He was a Member of the Audit and Risk Management Committee from November 2009 to March 2022.

At Alpargatas S.A., he has been a Member of the Board of Directors since September 2017, Member of the Strategy and Personnel Committee since October 2017 and of the Statutory Audit Committee since April 2018.

He has been an Alternate Member of the Board of Directors of Copa Energia Distribuidora de Gás S.A. since May 2021, having worked as Effective Member from December 2020 to April 2021, Member of the Board of Directors of Aegea Saneamento e Participações S.A. since July 2021 and Managing Director of Rudric Ith Participações Ltda. since April 2005.

He has also been the Chairman of *Instituto Itaúsa* (Itaúsa Institute) since 2023, a Member of the Board of Trustees of *Fundação Itaú para Educação e Cultura* (Itaú Foundation for Education and Culture) since May 2019, Member of the Board of Directors of *Unibanco Institute* since April 2014, Member of the Advisory Board and Supervisory Council of the PDR Institute since February 2014, Chairman of the Advisory Board of *Associação Pró-Dança* (Pro Dance Association) since September 2019, Member of the Advisory Board of *Sociedade de Cultura Artística* (Artistic Culture Company) since June 2020, Member of the Sustainability Council of the Brazilian Institute of Corporate Governance (IBGC) since August 2019, Member of the Board of Directors of the Institute for Studies of Industrial Development (IEDI) since August 2015, Member of the Governance Board of *Todos pela Educação* (All for Education) since April 2019, Member of the Supervisory Council of the Yandeh Institute since August 2017, Member of the Advisory Board of the Brazilian Tree Institute (IBÁ) since December 2017, Member of the Young Presidents Organization - YPO/WPO since December 2011, CEO of *Associação Comunitária Despertar* (Awake Community Association) since April 2020, Member of the Board of Directors of *Todavía Livros* since March 2018, Member of the Board of Directors of *Tempo Livre PTE Ltd* ("Cariuma") since December 2017, Member of the Board and of the Impact Committee of *Instituto Alicerce Educação* (Education Foundation Institute) since 2021, and Member of the Board of Directors of *Livraria Dois Pontos Comércio Eletrônico S.A.* since March 2021.

He holds a Bachelor's degree in Business Administration from Escola de Administração de Empresas de São Paulo – EASP/FG – Fundação Getúlio Vargas – August 1994 to June 1998. He also holds a Master's degree in Economics and Philosophy from the London School of Economics and Political Science (LSE) – September 2001. He earned a Master's degree in Development Studies from the London School of Economics and Political Science (LSE) – September 2002.

VICENTE FURLETTI ASSIS

At Itaúsa S.A., he has been a Member of the Board of Directors (independent member) since May 2021, Coordinator of the Strategy and New Business Committee since May 2021, Member of the Governance and Personnel Committee since May 2021 and Member of the Related Parties Committee since August 2021.

At Copa Energia Distribuidora de Gás S.A., he has been a Member of the Board of Directors since May 2021 and a Member of the Personnel and Compensation Committee since November 2023. At CCR S.A., he has been Vice Chairman of the Board of Directors and a Member of the Personnel and ESG Committee since September 2022 and at Randon S.A. Implementos e Participações he has been a Member of the Board of Directors of since April 2002. He was an Effective Member of the Board of Directors of Liquigás Distribuidora S.A. from May 2021 to December 2022.

At McKinsey & Company Inc., he has been an Emeritus Senior Partner since February 2022 and was Senior Partner from 2008 to 2022 and a Leader responsible for the Practice of B2B Companies for Latin America from 2018 to 2021.

He was also a Member of the Global Committee of Election of Partners from amongst External Candidates from 2017 to 2022, Member of the Global Committee of Risks Associated with Customer Service from 2016 to 2022, having worked as the partner responsible for the Brazilian Office from 2011 to 2018, Leader responsible for the Practice of Advanced Industries in Latin America from 2012 to 2017, Member of the global task force in charge of improving the firm's governance from 2015 to 2016, Member of the Global Committee of Partner Assessment from 2009 to 2014, Member of the global task force in charge of reviewing the firm's values from 2011 to 2012, Leader responsible for the Practice of Operations in Latin America from 2010 to 2012, Partner from 2002 to 2008, Associate Partner and Project Manager and Associate from 1997 to 2002.

He has been a Member of the Higher Board of *Fundação José Luiz Egydio Setubal* since February 2023, Member of the Advisory Board of Generation Brasil since 2020, Member of the Board of the São Paulo Art Museum (MASP) since 2014 and Member of the Advisory Board of Brazil's Wharton Alumni Club since 2016.

He held many positions, including Head of Deep Waters Equipment Development at Petróleo Brasileiro S.A. (Petrobras) from 1985 to 1997 and Member of the Board of the Brazil-Portugal Chamber of Commerce between 2015 and 2022.

He graduated in Civil Engineering from the Universidade Federal de Minas Gerais in 1985, in Petroleum Engineering from Petróleo Brasileiro S.A. in 1986 and earned a Master's degree in Finance from The Wharton School, University of Pennsylvania, in 1997.

With respect to each member of the issuer's **Supervisory Council**, please find below the information of **item 7.3 "I"**:

- main professional experiences for the past five years, indicating, if applicable, positions and duties performed:
 - (i) at the issuer and companies of its economic group; and
 - (ii) at companies that are controlled by a stockholder of the issuer that holds, directly or indirectly, an interest that is equal to or higher than 5% of a same class or type of security of the issuer.

EDUARDO ROGATTO LUQUE

He has been a Member of the Supervisory Council of Itaúsa S.A. since June 2020.

He has accumulated a professional experience of 34 years and is a Member of the Advisory Board of the Irko Group, Chairman of the supervisory councils of Natura & Co, Qualicorp S.A. and Fundação Antonio e Helena Zerrenner (FAHZ), Member of the Supervisory Council of Ambev S.A., Member of the Board of Directors and Chairman of the Audit Committee of Cantu Store S.A., Member of the Audit Committee of Porto Seguro S.A. and Vice President of the Brazilian Association of Administrative Service Providers (ABRAPSA).

He is a Member of the Institute of Independent Auditors of Brazil (IBRACON), the American Institute of Certified Public Accountants (AICPA), the Brazilian Institute of Corporate Governance (IBGC) and the Brazilian Federal and

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Regional Accounting boards (CFC and CRC). He was a PwC Partner between 2004 and 2016 (a career spanning 27 years and a three-year exchange program in the United States) with vast experience in service to large corporate groups, including in IPOs at the Brazilian Securities and Exchange Commission (CVM) and SEC.

He holds a Bachelor's degree in Accounting from Pontifícia Universidade Católica de São Paulo, an MBA in Controllership from Universidade de São Paulo (USP), and attended an APG Senior Program intended for leaders in officer positions organized by Amana-Key (SP). Mr. Luque is a qualified Auditor certified by the National Register of Independent Auditors (CNAI) of the Brazilian Securities and Exchange Commission (CVM) and a Certified Public Accountant (CPA) by the State of California, U.S., as well as an expert in corporate governance and application of the IFRS and USGAAP accounting standards.

ELAINE MARIA DE SOUZA FUNO

Mrs. Funo has worked for many companies and has experience in the fields of accounting, controllership, fiscal, tax and CSC (Shared Service Center) in industries and companies such as Pilkington (Japanese glass manufacturing company), Philips Brazil (consumption and technology company) and Embraer (Brazilian aeronautics company). She is currently the Global Accounting and Tax Officer and Accountant at Embraer, being responsible for (i) consolidating the Financial Statements in accordance with the IFRS published at the Brazilian Securities and Exchange Commission (CVM) and the U.S. Securities and Exchange Commission (SEC), as well as for their accounting policies and procedures; (ii) national and international tax planning, policies and procedures; and (iii) Shared Service Center.

She also holds positions such as (i) Governance Officer at Embraer; (ii) Chairman of the Supervisory Council of Embraer's employees' pension fund (EMBRAERPREV); (iii) Member of the Supervisory Council of OGMA – Indústria Aeronáutica de Portugal; (iv) Member of the Supervisory Council of Embraer Portugal S.A.; and (v) Alternate Member of the Supervisory Council of Comgás, Rumo S.A. and Cosan S.A.

She holds a Bachelor's degree in Accounting from Universidade de Taubaté, a Postgraduate degree in Financial Administration and Auditing and an MBA in Finances and Controllership.

FELÍCIO CINTRA DO PRADO JUNIOR

He has been an Alternate Member of the Supervisory Council of Itaúsa S.A. since May 2014.

At Dexco S.A., he has been an Alternate Member of the Supervisory Council since May 2023, having also served as an Alternate Member of this body from April 2018 to April 2019. He was a Member of the Financial Committee of Implamed Ltda. from 2014 to June 2022, Consultant serving as a Member of the Board of Officers of Tecsis Tecnologia e Sistemas S.A. from August 2012 to May 2013, Superintendent Officer and Member of the Board of Directors of Usina Açucareira Ester S.A. from 2002 to 2012, Finance and Administrative Officer of Bandeirante Energia from 2000 to 2001 and Member of the Board of *Fundação do Instituto de Pesquisas Tecnológicas* (Foundation of the Institute of Technological Research) from 2013 to 2018.

He holds a Bachelor's degree in Production Engineering from the Escola Politécnica da Universidade de São Paulo (USP), a Postgraduate degree in Business Administration from CEAG – Fundação Getúlio Vargas, with specialization courses in the Advanced Management Program from INSEAD (France, 1989), Strategic Human Resource Management from Harvard Business School (U.S., 1992) and Capital Markets Investing from Citibank Global Asset Management (France, 1994).

GUILHERME TADEU PEREIRA JÚNIOR

He has been the Chairman of the Supervisory Council of Itaúsa S.A. since October 2023, having also served as an Effective Member of this body since December 2020 and from May 2018 to April 2019, and was an Alternate Member from May 2019 to December 2020.

At Dexco S.A., he has been the Chairman of the Supervisory Council since April 2022, having also served as an Effective Member between April 2018 and April 2020, and at Aegea Saneamento e Participações S.A., he has been a Member of the Audit, Risks and Integrity Committee since August 2021.

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He has been the Chairman of the Advisory Board of Athie Wohnrath Associados, Projetos, Construção e Gerenciamento S.A. since September 2023, having also served as Chief Operating Officer (COO) at the same Company from January 2023 to September 2023.

He was an Effective Member of the Supervisory Council of Alpargatas S.A. from November 2017 to April 2018, Administrative and Finance Vice President (CFO) and Investor Relations Officer of Itaútec S.A. – Itaútec Group from April 2013 to April 2015, having served as Executive Administrative and Finance Officer (CFO) from March 2012 to March 2013 and Corporate Controller's Officer from June 2010 to February 2012.

He was Vice President of Operations (COO) of Minuto Corretora de Seguros S.A. from March 2020 to March 2022, having served as Administrative and Finance Officer (CFO) from August 2017 to February 2020.

He worked as a Financial Consultant in financial planning and internal controls in companies in Brazil and the United States from August 2015 to July 2017. Before, he was CFO and Controller at multinational companies.

He graduated in Public Administration from Unisul and in Accounting from Unip in 2021. He also earned an MBA in Finance with a major in Controllershship and Auditing from Fundação Getulio Vargas (FGV). He attended many specialization programs in business and corporate governance, in particular from the universities of Wharton and Berkeley in the United States, in addition to a training program on Audit Committee from the University of Harvard. He is also a Board Director and Supervisory Councilor certified by the Brazilian Institute of Corporate Governance (IBGC).

GUSTAVO AMARAL DE LUCENA

He has been an Alternate Member of the Supervisory Council of Itaúsa S.A. and Dexco S.A. since May 2022.

He is a professional who has 27 years of experience in finance, internal controls, risk management, internal audit, compliance, corporate governance and investigations of corporate complaints.

He is currently Vice President of Governance, Risks and Internal Controls at OLX Brasil and has been a permanent Member of the Ethics Committee and Coordinator of the Audit Committee (forum of governance and accountability to stockholders) since 2021.

He is a permanent Member of the advisory boards of the 100% Transparency Movement of UN Brazil Global Compact at UN Brazil, Tembici Participações S.A. and Tangará Importadora e Exportadora S.A..

He was a Partner of Deloitte Brasil from 2012 to 2021, leading consulting solutions in Governance, Internal Audit, Regulatory Compliance, Risk Management and Transformation of the Finance Department. At PwC Brasil, he served as Risk Consulting Officer from 2005 to 2012 and Balance Sheet and M&A Audit Manager from 1999 to 2005. He was Senior Balance Sheet Audit Manager at Arthur Andersen from 1995 to 1999.

He graduated in Economics (1996) and has an MBA in Marketing (1998) from UniSant'Anna and earned an MBA in Banking from Fundação Getulio Vargas (FGV) in 1998. He also graduated in Accounting from Luziwell in 2003 and earned an MBA in Strategy and Disruptive Market from FIAP Corporate in 2019. He attended Board of Directors, Supervisory Council and Audit Committee courses at the Brazilian Institute of Corporate Governance (IBGC) (2011 to 2021). He is a Supervisory Councilor certified by the Brazilian Institute of Corporate Governance (IBGC) in 2021 and an Instructor in Risk and Compliance courses for Board Directors from the Brazilian Institute of Corporate Governance (IBGC). He also received certificates in Risk Management Assurance from the Institute of Internal Auditors in 2011 and in ISO 31000 Risk Manager from PECB in 2018.

JOSÉ CARLOS DE BRITO E CUNHA

He has been an Alternate Member of the Supervisory Council of Itaúsa S.A. and an Effective Member of the Supervisory Council of Dexco S.A. since May 2023.

He is a Supervisory Councilor certified by the Brazilian Institute of Corporate Governance (IBGC) from 2010 to 2018.

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He was a Member of the Supervisory Council of Itaúsa S.A. from 2012 to 2016, Member of the Board of Directors of Jereissati Participações S.A. from 2009 to 2011, Member of the Supervisory Council of Bombril S.A. from 2005 to 2009 and Alternate Member from 2003 to 2005 and member of the staff of the Finance Department of Banco do Brasil S.A. from 1973 to 2004.

He was a Teaching Professor in the course *OI Academia de Relações Institucionais* (OI Institutional Relations Academia) (2012) and Coordinator of and Teaching Professor in the *MBA Executivo em Negócios Financeiros por Tutoria à Distância* (Executive MBA in Financial Business by Distance Education) course (2006, 2007, 2010 and 2011) at Pontifícia Universidade Católica do Rio de Janeiro – IAG – A Escola de Negócios da PUC-Rio.

He graduated in Administrative Sciences (1974) and Accounting (1976) from Pontifícia Universidade Católica de Petrópolis/RJ, received a Specialist title in Public Management (2002) from FUNDACE – Fundação para Pesquisa e Desenvolvimento da Administração, Contabilidade e Economia, tied to FEA-RP/USP and a Master Expert title in Corporate Finance (2000) from Pontifícia Universidade Católica do Rio de Janeiro – IAG – A Escola de Negócios da PUC-Rio. He studied Advanced Corporate Finance (1997) at Pontifícia Universidade Católica do Rio de Janeiro – IAG – A Escola de Negócios da PUC-Rio and Basic Training for Senior Executives (1996) at Fundação Getúlio Vargas – Escola Brasileira de Administração Pública e de Empresas – FGV EBAPE.

MARCO TULIO LEITE RODRIGUES

He has been a Member of the Supervisory Council of Itaúsa S.A. since June 2020 and has been participating in the Finance and Investments Committee of Tupi since November 2021. He has been a Member of the Board of Directors of Hospital Sabará – FJLS since April 2016, Partner and Member of the Board of Directors of Peter Graber Monitoramento since October 2019 and consultant of the Board of Directors and Innovation Committee of SPM Holding since August 2022.

Between 2004 and 2017, he was a Member or Advisor of the Board of Directors of Brasmetal Waelzholz, Graber, Papaiz, Bematech, Cremer, Tigre, Santa Casa de São Paulo and other companies. As an executive, he was CEO at Mapri-Textron Fastening Systems (1992 - 1999), TotalNet/Tradecom (2000-2004) and Sensormatic of Brazil (2006 - 2007). He was also a consultant at Booz, Allen & Hamilton (1987 - 1992) and a professor of the Aeronautics Technological Institute (1982 – 1985).

He is a Brazilian Securities and Exchange (CVM) registered supervisor and has worked for Constellation Asset Management and Terra Boa Capital. Institutionally, he was Vice President at Sindipeças (1993-1999) and a Member of the Economy Committee of CIESP (2004-2007).

He graduated in Production Engineering and holds a Bachelor's degree in Economics from Universidade de São Paulo and earned an MBA (Finance) from the University of Chicago.

MAURÍCIO NOGUEIRA

He started his career at Banco do Brasil in August 1986 and was Executive Finance Manager from 2011 and 2019 and Executive Finance Officer from 2019 to 2021. Between 2018 and 2021, he also served as Vice Chairman of the of the Board of Directors of Brazilian American Merchant Brasil – BAM, Member of the Board of Directors of BB Previdência, Member of the Supervisory Council of Econumus, Member of the Board of Lívolo, Member of the Board of Patagônia, Member of the Board of BB Securities and Member of the Supervisory Council of BB Seguros.

He graduated in Mathematics from Universidade do Estado do Rio de Janeiro (1994), earned an Executive MBA in Capital Markets from Instituto Brasileiro de Mercado de Capitais - IBMEC (1999) and holds a Master's degree in Mathematical Methods in Finances from Instituto de Matemática Pura e Aplicada – IMPA (2003).

OLIVIER MICHEL COLAS

He held several executive positions in global markets at Saint-Gobain and Royal Dutch Shell in the United Kingdom, the United States, France and Brazil. Serving in the agribusiness industry, he worked as CEO of Coimex Trading and Vice President of Kepler Weber. He was a Partner of Quasar Asset Management and is the Founding

ATTACHMENT III – Information on the Candidates Nominated for the Board of Directors and Supervisory Council

(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

Partner of Funchal Investimentos (since 2018) and Partner of EQI Asset Management (since 2023). He was a Member of the Board of Directors of Eternit S.A. (2018-2021) and has been a Member of the Board of Directors of Invepar Mobilidade Inteligente (since 2019) and Liquiport Vila Velha SA (since 2023).

He graduated in Economics from Institut d'Études Politiques de Paris.

VALDIR AUGUSTO DE ASSUNÇÃO

He joined PwC in 1984 and was a Partner at PwC Brazil for 21 years, serving clients of many sizes and from different segments, in particular from the aerospace, automotive, agribusiness, civil construction, processing goods and health care industries. In addition to working as a partner, he was responsible for the audit of publicly-listed companies registered with the Brazilian Securities and Exchange Commission (CVM) and the U.S. Securities and Exchange Commission (SEC) and worked in M&A, due diligence and compliance in accordance with CVM and Sarbanes Oxley Act (SOx) requirements. He was also PwC's partner responsible for the operations of the offices in inland São Paulo state (Campinas, Ribeirão Preto, São Jose dos Campos and Sorocaba) from 2013 to 2020 and a Member of the Board of Directors of PwC Brazil for three years. He was a Member of the Commission of Evaluation and Registration of Independent Auditors of the Federal Accounting Council (CFC) in Brasília, Member of the Statutory Audit Committee Petrobras S.A. from March 2021 to May 2023 and Chairman of the Supervisory Council of Infracommerce S.A. from April 2022 to April 2023. He has been Chairman of the Supervisory Council of EPTV – Empresa Paulista de Televisão since October 2020, CEO of IBEF Campinas since March 2021, Chairman of the Statutory Audit Committee and a Member of the Admissibility Committee of FINEP since May 2021, Member of the Statutory Audit Committee of ABGF – Agência Brasileira Gestora de Fundos Garantidores e Garantias S.A. since October 2021, Chairman of the Internal Audit Committee since April 2022 and a Member of the Supervisory Council of Fundação FEAC – Campinas since March 2023.

He holds a Bachelor's degree in Accounting from Faculdade Padre Anchieta, earned an MBA - International Master Business Administration from Fundação Getulio Vargas, with an extension course at the Ohio University, United States, and attended a specialization course in Strategy from INSEAD in New Jersey, United States. He is registered as an independent auditor at the Institute of Independent Auditors of Brazil (IBRACON), the Brazilian Securities and Exchange Commission (CVM) and the Central Bank of Brazil (BACEN). He works and/or worked in professional organizations such as CFC, IBRACON, ANEFAC, IBGC, LIDE, CIESP, AMCHAM and IBEF Campinas. He was a Professor in the Postgraduate course in Auditing and Controllershship at PUC Campinas for five years.

7.4. Supply the information mentioned in item 7.3 with respect to the members of the statutory committees, as well as the audit, risk, financial and compensation committees, even if these committees or structures are not statutory:

The information requested in this item will be supplied in a timely manner within the regulatory period as soon as the Board of Directors meets, in May 2024, to appoint the members of its Support Committees.

7.5. State the existence of a marital relationship, stable union or kinship extended to relatives once removed between:

a) issuer's management members

Alfredo Egydio Setubal (Member of the Board of Directors, CEO and Investor Relations Officer), Ricardo Egydio Setubal (Alternate Member of the Board of Directors and Executive Director Vice President) and Roberto Egydio Setubal (Vice Chairman of the Board of Directors) are brothers.

Ricardo Villela Marino (Alternate Member of the Board of Directors) is the brother of Rodolfo Villela Marino (Member of the Board of Directors and Executive Director Vice President).

Ana Lúcia de Mattos Barretto Villela (Vice Chairwoman of the Board of Directors) is the sister of Alfredo Egydio Arruda Villela Filho (Executive Director Vice President).

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b) (i) the issuer's management members; and (ii) management members of the issuer's direct or indirect subsidiaries

Alfredo Egydio Setubal (Member of the Board of Directors, CEO and Investor Relations Officer of the Issuer, Effective Member of the Board of Directors of the direct subsidiaries Itaú Unibanco Holding S.A. and Alparagatas S.A. and Chairman of the Board of Directors of the direct subsidiary Dexco S.A.), is the brother of Ricardo Egydio Setubal (Alternate Member of the Board of Directors and Executive Director Vice President of the Issuer, and Effective Member of the Board of Directors of the direct subsidiary Dexco S.A.) and of Roberto Egydio Setubal (Vice Chairman of the Issuer's Board of Directors and Co-Chairman of the Board of Directors of the direct subsidiary Itaú Unibanco Holding S.A.).

Ricardo Villela Marino (Alternate Member of the Issuer's Board of Directors, Member of the Board of Directors of the direct subsidiary Itaú Unibanco Holding S.A. and Director Vice President of the indirect subsidiary Itaú Unibanco S.A.) is the brother of Rodolfo Villela Marino (Member of the Board of Directors and Executive Director Vice President of the Issuer and Effective Member of the Board of Directors of the direct subsidiaries Alparagatas S.A. and Dexco S.A.).

Ana Lúcia de Mattos Barretto Villela (Vice Chairwoman of the Issuer's Board of Directors and Member of the Board of Directors of the direct subsidiary Itaú Unibanco Holding S.A.) is the sister of Alfredo Egydio Arruda Villela Filho (Executive Director Vice President of the Issuer and Vice Chairman of the Board of Directors of the direct subsidiary Dexco S.A.).

c) (i) management members of the issuer or its direct or indirect subsidiaries; and (ii) the issuer's direct or indirect controlling stockholders

The controlling group of the Issuer is composed of the following families:

VILLELA: Rodolfo Villela Marino (Member of Board of Directors and Executive Director Vice President of the Issuer, and Effective Member of the Board of Directors of the direct subsidiaries Alparagatas S.A. and Dexco S.A.) is the brother of Ricardo Villela Marino (Member of the Board of Directors of the direct subsidiary Itaú Unibanco Holding S.A., Itaú Unibanco S.A., and Alternate Member of the Issuer's Board of Directors). Alfredo Egydio Arruda Villela Filho (Executive Director Vice President of the Issuer and Vice Chairman of the Board of Directors of the direct subsidiary Dexco S.A.) is the brother of Ana Lúcia de Mattos Barretto Villela (Vice Chairwoman of the Issuer's Board of Directors and Member of the Board of Directors of the direct subsidiary Itaú Unibanco Holding S.A.); and

SETUBAL: the brothers Alfredo Egydio Setubal (Member of the Board of Directors, CEO and Investor Relations Officer of the Issuer, Effective Member of the Board of Directors of the direct subsidiaries Itaú Unibanco Holding S.A. and Alparagatas S.A. and Chairman of the Board of Directors of the direct subsidiary Dexco S.A.), José Luiz Egydio Setubal, Olavo Egydio Setubal Júnior, Paulo Setúbal Neto, Ricardo Egydio Setubal (Alternate Member of the Board of Directors and Executive Director Vice President of the Issuer and Effective Member of the Board of Directors of the direct subsidiary Dexco S.A.) and Roberto Egydio Setubal (Vice Chairman of the Issuer's Board of Directors and Co-Chairman of the Board of Directors of the direct subsidiary Itaú Unibanco Holding S.A.).

d) (i) the issuer's management members; and (ii) management members of the issuer's direct or indirect subsidiaries

The Board of Officers of the direct controlling stockholder Companhia ESA is made up of the brothers Alfredo Egydio Setubal (Member of the Board of Directors, CEO and Investor Relations Officer of the Issuer) and Ricardo Egydio Setubal (Alternate Member of the Board of Directors and Executive Director Vice President of the Issuer), as well as Alfredo Egydio Arruda Villela Filho (Executive Director Vice President of the Issuer) and their cousin Ricardo Villela Marino (Alternate Member of the Board of Directors of the Issuer).

7.6. State the subordination, service provision or control relationships maintained for the past three years between the issuer's management members and:

a) issuer's direct or indirect subsidiary, except for those in which the issuer holds, directly or indirectly, an interest that is equal to or higher than ninety-nine percent (99%) of the capital stock

The Issuer's management members also hold positions in subsidiaries and/or investees (in the capacity of officer, member of the board of directors and/or member of committees), except: (i) in 2023, the members of the Board

ATTACHMENT III – Information on the Candidates Nominated for the Board of Directors and Supervisory Council

(Items 7.3 a 7.6 of Reference Form – Attachment C of CVM Resolution No. 80/22)

of Directors Edson Carlos De Marchi, Patrícia de Moraes and Raul Calfat, as well as the Managing Director Maria Fernanda Ribas Caramuru; and (**) in 2021 and 2022, the elected members of the Board of Directors Edson Carlos De Marchi and Patrícia de Moraes, as well as the Managing Director Maria Fernanda Ribas Caramuru.

b) issuer's direct or indirect controlling stockholder

Management members Alfredo Egydio Arruda Villela Filho, Alfredo Egydio Setubal, Ana Lúcia de Mattos Barretto Villela, Ricardo Egydio Setubal, Ricardo Villela Marino, Roberto Egydio Setubal and Rodolfo Villela Marino are part of the controlling group of Itaúsa.

c) if relevant, supplier, client, debtor or creditor of the issuer, its subsidiaries or parent companies or subsidiaries of any of these people

Not applicable.

8.1. Describe the policy or practice for the compensation of the board of directors, statutory and non-statutory board of officers, supervisory council, statutory committees and audit, risk, financial and compensation committees, addressing the following aspects:

- a) Objectives of the compensation policy or practice, stating whether the compensation policy was formally approved, the body responsible for its approval, approval date and, if the issuer discloses the policy, where the documents can be consulted on the Web

The objectives of the compensation practice adopted by the Issuer are: to attract, reward, retain and stimulate management members in the conduction of their business, geared towards the achievement of sustainable results, always in line with the interests of the stockholders.

The Issuer's compensation policy takes into account the alignment of values with those adopted by the market, the Company's strategy and appropriate risk management over time.

We also highlight that the information below addresses the compensation practice adopted as of 2023 for management members of the Issuer's statutory bodies, namely: Board of Directors, Board of Officers (the Issuer has no non-statutory officers), Supervisory Council, and committees' coordinators.

- b) Practices and procedures adopted by the board of directors to determine the individual compensation of the board of directors and board of officers, indicating:

- (i) the issuer's bodies and committees that take part in the decision-making process, identifying how they do so

The Company's Personnel and Ethics Commission, the Governance and Personnel Committee, the Board of Directors and the General Meeting take part in the decision-making process regarding compensation.

The Personnel and Ethics Commission analyzes the Company's compensation strategy and issues recommendations of compensation best practices to the Governance and Personnel Committee on individual compensation of the members of the Board of Directors (fixed and benefits of any nature) and members of the Board of Officers (fixed, variable and benefits of any nature).

Meanwhile, the Governance and Personnel Committee assesses the practice of compensation of management members and recommends to the Board of Directors the overall amount of compensation of management members.

Meanwhile, the Board of Directors assesses and approves the recommendation of the overall amount of compensation of management members and of the individual compensation of the members of the Supervisory Council and submits their proposal to the General Stockholders' Meeting.

Finally, the General Stockholders' Meeting of the Company determines the overall amount of compensation of the Board of Directors, the Board of Officers and the Supervisory Council.

- (ii) criteria and methodology used to determine individual compensation, indicating whether studies are used to check market practices and, if so, the comparison criteria and the scope of these studies

To determine the individual compensation, the Issuer participates, every year, in a remuneration survey carried out by a renowned global human resources consulting firm to conduct a study on the compensation of boards and councils, bringing benchmarks of compensation practices adopted by preferably Brazilian listed companies of a size that is compatible with that of Itaúsa that support the recommendation of the individual compensation to be adopted.

- (iii) how often and how the board of directors assesses the adequacy of the issuer's policy

The adequacy of the Issuer's compensation practice is annually reviewed by the Board of Directors.

c) Breakdown of compensation, indicating:

(i) Description of the different compensation elements, including, in relation to each of them:

- Their objectives and alignment to the issuer's short-, medium- and long-term interests

The monthly fixed compensation and the benefits plan are intended to reward the level of importance, experience and responsibility of the duties performed by management members, whereas the variable compensation seeks to compensate the Issuer's management members in accordance with their contribution to the achievement of targets previously set with the Issuer.

Board of Directors: monthly fixed compensation and direct and indirect benefits such as health plan and pension. The Chairperson receives higher amounts than the other members due to the greater responsibility inherent to the position. The alternate members of the Board of Directors are only compensated with the monthly fixed fee when they effectively replace the respective effective member who, in this case, will not receive the monthly fixed fee.

Committees Supporting the Board of Directors: the member who also serves as Coordinator of the (i) Audit, (ii) Strategy and New Business; (iii) Governance and Personnel; (iv) Related Parties; or (v) Sustainability committees receives an additional monthly fixed compensation from the Issuer; the other members of these committees receive the monthly fixed compensation provided that they are not compensated as members of the Board of Directors.

Advisory Board: the members to be elected may have a fixed monthly compensation and receive direct benefits, at the criteria of the Board of Directors.

Board of Officers: monthly fixed compensation, short-term variable compensation, which consists of profit sharing and long-term incentives, the latter, if approved at the General Meeting of 2023, will correspond to the granting of shares based on the matching shares model. The benefits plan corresponds to health and dental care plan, life insurance, medical check-ups, meal vouchers and pension.

Supervisory Council: monthly fixed compensation, which cannot be lower than 10% of the average monthly salary paid to the Board of Officers, according to the applicable legislation.

- Their proportion to total compensation in the past three years

We present below a table containing the proportion of each element to total compensation in the past three years:

2023- Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council
Monthly fixed compensation	83%	43%	100%
Compensation for participating in committees	14%	-	-
Short-term Compensation	-	43%	-
Long-term Compensation	-	6%	-
Benefits	2%	8%	-
Total per body	10,794,366	33,841,770	1,719,000

2022- Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council
Monthly fixed compensation	87%	47%	100%
Compensation for participating in committees	10%	-	-
Short-term Compensation	-	46%	-
Long-term Compensation	-	-	-
Benefits	3%	7%	-
Total per body	10,300,183	29,484,724	1,660,000

ATTACHMENT IV – Compensation of Management Members

(Item 8 of Reference Form – Attachment C of CVM Resolution No. 80/22)

2021- Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council
Monthly fixed compensation	67%	47%	100%
Compensation for participating in committees	5%	-	-
Short-term Compensation	22%	47%	-
Long-term Compensation	-	-	-
Benefits	6%	6%	-
Total per body	10,882,547	30,523,253	1,472,000

- **Calculation and adjustment methodology**

The issuer regularly contracts an external consulting firm specialized in compensation to carry out surveys that present the reference amounts adopted by the market. For this survey, large-sized listed Brazilian companies that are similar to the Issuer are considered.

- **Main performance indicators taken into consideration, including ESG indicators, if applicable**

The fixed compensation of management members (members of the Board of Directors and of its Supporting Committees and members of the Board of Officers) and members of the supervisory council is not affected by performance indicators. When defining the general fixed compensation parameters the amounts adopted in the market are taken into account, in line with the Company's strategy to attract, reward, retain and encourage management members in the conduction of the social business, and the experience and the high level of commitment to the Company are also considered.

On the other hand, the variable annual compensation of officers can be directly affected by performance indicators. The main indicators considered are linked to (i) the finance results of the investees, ROIC for the companies from the non-financial sectors and ROE for companies from the financial sector, in addition to the performance of the businesses of the Issuer and investees; and (ii) starting 2023, implementation of the roadmap of the new ESG strategy, in accordance with the scope approved by the senior management. The annual variable compensation of officers may not exceed the total annual fixed compensation or a tenth of the earnings, whichever is the lowest.

The benefits plan is not affected by performance indicators either.

- (ii) **Reasons that justify the composition of the compensation**

The Company's compensation strategy combines short- and long-term elements in accordance with the principles of alignment of interests and maintenance of a competitive compensation aimed at the retention of management members and properly compensating them, in accordance with the responsibilities assigned and the value created for the Company and its stockholders.

- (iii) **The existence of members who are not compensated by the issuer and the reason for this fact**

The alternate members of the Board of Directors are not compensated, except when they replace an effective member at meetings.

d) **Existence of compensation supported by direct or indirect subsidiaries, controlled companies or controlling stockholders**

There is no compensation supported by direct or indirect subsidiaries, controlled companies or controlling stockholders. The compensation paid to management members and members of the supervisory council who hold positions in Itaúsa's investees are not considered in the amount approved by the Issuer's General Stockholders' Meeting.

e) **Existence of any compensation or benefit linked to the occurrence of a certain corporate event, such as the disposal of the issuer's stockholding control**

There is no compensation or benefit linked to the occurrence of a certain corporate event, such as the disposal of the Company's stockholding control.

8.2. With respect to the compensation of the board of directors, statutory board of officers and supervisory council recognized in profit or loss for the past three years and to that expected for the current year, please prepare a table containing:

In accordance with the guidance contained in the Ofício Circular/Anual-2024-CVM/SEP, the amount of up to R\$55 million to be maintain as overall annual compensation (fixed and variable compensation, also including benefits of any nature, except the payroll charges borne by the Company) of the Issuer's management bodies (Board of Directors and of its Supporting Committees and Board of Officers) will be proposed to the Annual General Stockholders' Meeting of 2024, regardless of the year in which the amounts are effectively granted or paid.

With respect to the members of the Supervisory Council, it will be proposed to the Annual General Stockholders' Meeting the individual monthly compensation of R\$22,000.00 to the effective members and of R\$10,000.00 to the alternate members.

Expected Compensation – Expectation 2024

Amount in Brazilian reais (unless otherwise indicated)

Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council	Total
Total number of members (*)	8.00	7.00	10.00	25.00
Number of members who are compensated	8.00	7.00	10.00	25.00
Compensation:				
Annual fixed compensation, consisting of:	11,900,000	19,600,000	1,920,000	33,420,000
- Salary or management fees	9,600,000	17,500,000	1,920,000	29,020,000
- Direct and indirect benefits	600,000	2,100,000	0	2,700,000
- Compensation for participating in committees (**)	1,700,000	0	0	1,700,000
- Other	0	0	0	0
Variable compensation, consisting of:	0	17,500,000	0	17,500,000
- Bonus	0	0	0	0
- Profit sharing	0	17,500,000	0	17,500,000
- Compensation for attending meetings	0	0	0	0
- Commissions	0	0	0	0
- Other	0	0	0	0
Post-employment benefits (pension)	100,000	1,100,000	0	1,200,000
Benefits arising from termination of office	0	0	0	0
Stock-based compensation, including options	0	4,800,000	0	4,800,000
Amount per body	12,000,000	43,000,000	1,920,000	
Total compensation				56,920,000

(*) Annual average calculated in accordance with the Ofício Circular/Anual-2024-CVM/SEP.

(**) Includes the remuneration of 2 external members of the Audit Committee.

ATTACHMENT IV – Compensation of Management Members

(Item 8 of Reference Form – Attachment C of CVM Resolution No. 80/22)

In accordance with the guidance contained in the CVM/SEP Circular Letter/Annual, the amount of up to R\$55 million to be set as overall annual compensation (fixed and variable compensation, also including benefits of any nature, except the payroll charges borne by the Company) of the Issuer's management bodies (Board of Directors and Board of Officers) will be proposed to the Annual General Stockholders' Meeting of 2023, regardless of the year in which the amounts are effectively granted or paid.

With respect to the members of the Supervisory Council, it will be proposed to the Annual General Stockholders' Meeting the individual monthly compensation of R\$22,000.00 to the effective members and of R\$7,000.00 to the alternate members.

Expected Compensation - 2023

Amounts in Brazilian reais (unless otherwise indicated)

Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council	Total
Total number of members (*)	8.67	7.00	9.75	25.42
Number of members who are compensated (*)	8.67	7.00	9.75	25.42
Compensation:				
Annual fixed compensation, consisting of:	10,713,103	16,393,977	1,719,000	28,826,080
- Salary or management fees	8,970,000	14,624,027	1,719,000	25,313,027
- Direct and indirect benefits	243,103	1,769,950	0	2,013,053
- Compensation for participating in committees (**)	1,500,000	0	0	1,500,000
- Other	0	0	0	0
Variable compensation, consisting of:	0	14,471,364	0	14,471,364
- Bonus	0	0	0	0
- Profit sharing	0	14,471,364	0	14,471,364
- Compensation for attending meetings	0	0	0	0
- Commissions	0	0	0	0
- Other	0	0	0	0
Post-employment benefits (pension)	81,263	1,034,312	0	1,115,575
Benefits arising from termination of office	0	0	0	0
Stock-based compensation, including options	0	1,942,117	0	0
Amount per body	10,794,366	33,841,770	1,719,000	
Total compensation				46,355,136

(*) Annual average calculated in accordance with the Ofício Circular/Annual-2024-CVM/SEP.

(**) Includes the remuneration of 2 external members of the Audit Committee.

ATTACHMENT IV – Compensation of Management Members

(Item 8 of Reference Form – Attachment C of CVM Resolution No. 80/22)

In 2022, in accordance with the guidance contained in the CVM/SEP Circular Letter/Annual, the Annual General Stockholders Meeting approved the amount of up to R\$50 million to be set as overall annual compensation (fixed and variable compensation, also including benefits of any nature, except the payroll charges borne by the Company) of the Issuer's management bodies (Board of Directors and Board of Officers), regardless of the year in which the amounts were effectively granted or paid.

With respect to the members of the Supervisory Council, the Annual General Stockholders' Meeting determined the individual monthly compensation of R\$22,000.00 to the effective members and of R\$7,000.00 to the alternate members.

Compensation - 2022

Amounts in Brazilian reais (unless otherwise indicated)

Bodies	Board of Directors	Statutory Board of Officers	Fiscal Council	Total
Total number of members (*)	8.67	7.00	10.00	25.67
Number of members who are compensated (*)	8.67	7.00	10.00	25.67
Compensation:				
Annual fixed compensation, consisting of:	10,239,749	15,341,881	1,660,000	27,241,630
- Salary or management fees	8,970,000	13,771,392	1,660,000	24,401,392
- Direct and indirect benefits	219,749	1,570,489	0	1,790,238
- Compensation for participating in committees	1,050,000	0	0	1,050,000
- Other	0	0	0	0
Variable compensation, consisting of:	0	13,617,015	0	13,617,015
- Bonus	0	0	0	0
- Profit sharing	0	13,617,015	0	13,617,015
- Compensation for attending meetings	0	0	0	0
- Commissions	0	0	0	0
- Other	0	0	0	0
Post-employment benefits (pension)	60,434	525,828	0	586,261
Benefits arising from termination of office	0	0	0	0
Stock-based compensation, including options	0	0	0	0
Amount per body	10,300,183	29,484,724	1,660,000	
Total compensation				41,444,906

(*) Annual average calculated in accordance with the CVM/SEP Circular Letter/Annual-2024.

ATTACHMENT IV – Compensation of Management Members

(Item 8 of Reference Form – Attachment C of CVM Resolution No. 80/22)

In 2021, in accordance with the guidance contained in the CVM/SEP Circular Letter/Annual, the Annual General Stockholders Meeting approved the amount of up to R\$45 million to be set as overall annual compensation (fixed and variable compensation, also including benefits of any nature, except the payroll charges borne by the Company) of the Issuer's management bodies (Board of Directors and Board of Officers), regardless of the year in which the amounts were effectively granted or paid.

With respect to the members of the Supervisory Council, the Annual General Stockholders' Meeting determined the individual monthly compensation of R\$18,000.00 to the effective members and of R\$7,000.00 to the alternate members.

Compensation - 2021

Amounts in Brazilian reais (unless otherwise indicated)

Bodies	Board of Directors	Statutory Board of Officers	Fiscal Council	Total
Total number of members (*)	8.00	7.00	10.00	25.00
Number of members who are compensated (*)	8.00	7.00	10.00	25.00
Compensation:				
Annual fixed compensation, consisting of:	8,450,023	15.864.847	1.472.000	25.786.870
- Salary or management fees	7,260,000	14.406.566	1.472.000	23.138.566
- Direct and indirect benefits	610,023	1.458.281	0	2.068.304
- Compensation for participating in committees	580,000	0	0	580.000
- Other	0	0	0	0
Variable compensation, consisting of:	2,366,667	14.308.555	0	16.675.222
- Bonus	0	5.050.000	0	5.050.000
- Profit sharing (**)	2,366,667	9.258.555	0	11.625.222
- Compensation for attending meetings	0	0	0	0
- Commissions	0	0	0	0
- Other	0	0	0	0
Post-employment benefits (pension)	65,857	349.851	0	415.709
Benefits arising from termination of office	0	0	0	0
Stock-based compensation, including options	0	0	0	0
Amount per body	10,882,547	30.523.253	1.472.000	
Total compensation				42.877.800

(*) Annual average calculated in accordance with the Ofício Circular/Annual-2024-CVM/SEP.

(**) Until April 2021, all members of the Board of Directors were entitled to the variable compensation and, as from May 2021, the variable compensation was included in the fixed compensation.

8.3. With respect to the variable compensation of the board of directors, statutory board of officers and supervisorPWC council for the past three years and that determined for the current year, please prepare a table containing:

In addition to the compensation established at the General Stockholders' Meeting, the members of the Board of Directors and Board of Officers may receive profit sharing from the Issuer, which, under the terms of Article 152, paragraph 1, of Law No. 6,404/76, will be limited to either the annual compensation of management members or to 10% of the Company's profit, whichever is the lowest.

The variable compensation expected for 2024 and that for the past three years to the Board of Directors, Board of Officers and Supervisory Council are as follows:

Expected Variable Compensation – Expectation 2024

Amounts in Brazilian reais (unless otherwise indicated)

Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council	Total
Total number of members (*)	8,00	7,00	10,00	25,00
Number of members who are compensated (*)	8,00	7,00	10,00	25,00
With respect to bonus:				
- Minimum amount provided for in the compensation plan	0	0	0	0
- Maximum amount provided for in the compensation plan	0	0	0	0
- Amount provided for in the compensation plan should the targets set be achieved	0	0	0	0
- Amount effectively recognized in profit or loss for 2024	0	0	0	0
With respect to profit sharing:				
- Minimum amount provided for in the compensation plan	0	0	0	0
- Maximum amount provided for in the compensation plan	0	17,500,000	0	17,500,000
- Amount provided for in the compensation plan should the targets set be achieved	0	17,500,000	0	17,500,000
- Amount effectively recognized in profit or loss for 2024	0	0	0	0

(*) Annual average calculated in accordance with the Ofício Circular/Anual-2024-CVM/SEP.

Variable Compensation - 2023

Amounts in Brazilian reais (unless otherwise indicated)

Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council	Total
Total number of members (*)	8,67	7,00	9,75	25,42
Number of members who are compensated (*)	8,67	7,00	9,75	25,42
With respect to bonus:				
- Minimum amount provided for in the compensation plan	0	0	0	0
- Maximum amount provided for in the compensation plan	0	0	0	0
- Amount provided for in the compensation plan should the targets set be achieved	0	0	0	0
- Amount effectively recognized in profit or loss for 2023	0	0	0	0
With respect to profit sharing:				
- Minimum amount provided for in the compensation plan	0	0	0	0
- Maximum amount provided for in the compensation plan	0	18,400,000	0	18,400,000
- Amount provided for in the compensation plan should the targets set be achieved	0	18,400,000	0	18,400,000
- Amount effectively recognized in profit or loss for 2023	0	14,471,364	0	14,471,364

(*) Annual average calculated in accordance with the Ofício Circular/Anual-2024-CVM/SEP.

ATTACHMENT IV – Compensation of Management Members

(Item 8 of Reference Form – Attachment C of CVM Resolution No. 80/22)

Variable Compensation - 2022

Amounts in Brazilian reais (unless otherwise indicated)

Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council	Total
Total number of members (*)	8.67	7.00	10.00	25.67
Number of members who are compensated (*)	8.67	7.00	10.00	25.67
With respect to bonus:				
- Minimum amount provided for in the compensation plan	0	0	0	0
- Maximum amount provided for in the compensation plan	0	0	0	0
- Amount provided for in the compensation plan should the targets set be achieved	0	0	0	0
- Amount effectively recognized in profit or loss for 2022	0	0	0	0
With respect to profit sharing:				
- Minimum amount provided for in the compensation plan	0	0	0	0
- Maximum amount provided for in the compensation plan	0	11,500,000	0	11,500,000
- Amount provided for in the compensation plan should the targets set be achieved	0	11,500,000	0	11,500,000
- Amount effectively recognized in profit or loss for 2022	0	13,617,015	0	13,617,015

(*) Annual average calculated in accordance with the Ofício Circular/Anual-2024-CVM/SEP.

Variable Compensation - 2021

Amounts in Brazilian reais (unless otherwise indicated)

Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council	Total
Total number of members (*)	8,00	7,00	10,00	25,00
Number of members who are compensated (*)	8,00	7,00	10,00	25,00
With respect to bonus:				
- Minimum amount provided for in the compensation plan	0	0	0	0
- Maximum amount provided for in the compensation plan	0	6,500,000	0	6,500,000
- Amount provided for in the compensation plan should the targets set be achieved	0	6,500,000	0	6,500,000
- Amount effectively recognized in profit or loss for 2021	0	5,050,000	0	5,050,000
With respect to profit sharing:				
- Minimum amount provided for in the compensation plan	0	0	0	0
- Maximum amount provided for in the compensation plan	2,500,000	9,100,000	0	11,600,000
- Amount provided for in the compensation plan should the targets set be achieved	2,500,000	9,100,000	0	11,600,000
- Amount effectively recognized in profit or loss for 2021	2,366,667	9,258,555	0	11,625,222

(*) Annual average calculated in accordance with the Ofício Circular/Anual-2024-CVM/SEP.

8.4. With respect to the stock-based compensation plan for the board of directors and statutory board of officers in effect in the last fiscal year and expected for the current year, please describe:

In 2023, a stock-based compensation plan for the Issuer's Board of Directors came into effect, with a duration of 4 years.

The information on the Issuer's Long-Term Incentive Plan ("Plan") proposed by the Board of Directors and approved at the General Shareholders' Meeting on April 28, 2023 is set out below.

a) General terms and conditions

The purpose of this Plan is to grant Virtual Restricted Shares to Participants nominated by the Board of Directors, as recommended by the Governance and Personnel Committee, which will be “converted” into Shares after the terms and conditions set forth in this Plan and in the respective Program and Stock Grant Agreement are fulfilled.

The Company will only have the obligation to grant Matching Shares (and, consequently, Dividend-Paying Shares) to the Participant after verifying the fulfillment of all requirements, conditions and procedures set forth in the Plan, the respective Programs and the Stock Grant Agreements.

Own Shares. The purchase of Shares by the Participant, at their own discretion, through a purchase transaction on a stock exchange administered by B3 S.A. – Brasil, Bolsa, Balcão (“B3”), exclusively by using a percentage of their short-term incentive (STI) (which, for purposes of the Plan, includes profit sharing and/or other forms of short-term compensation, as decided by the Board of Directors), net of taxes (including income tax and social contributions) received by said Participant in a given year, subject to the provision in the Plan and in the respective Program and Stock Grant Agreements and the restrictions applicable to such Shares. The amount of the Net STI effectively used in the purchase of Own Shares referred to as the “Invested Net STI”.

For purposes of the Plan or any other Program, preferred shares issued by the Company and acquired by using a percentage of the Net STI higher than that stated by the Board of Directors in the respective Program or Stock Grant Agreement will not be regarded as Own Shares.

By way of the effective purchase of Own Shares, the Company will grant the Participant Virtual Restricted Shares which, if the respective Waiting Period and other conditions set forth in the Plan and in the respective Program and Stock Grant Agreement are fulfilled, will be “converted” into Matching Shares and transferred to the Participant. The number of Virtual Restricted Shares will be calculated in accordance with the number of Shares that would have been acquired by the Participant if they had acquired Shares at B3 using the amount in Brazilian reais of the Net STI (with no monetary adjustment or interest) on the date and for the price per Share provided for in the respective Program.

Participant’s compliance with the lock-up period for the disposal of Own Shares to be defined by the Board of Directors in each Program (Lock-Up).

Participant’s compliance with the Waiting Period, that is, the period during which the Participant must remain linked to the Company to be entitled to the “conversion” of the Virtual Restricted Shares and receipt of said Matching Shares (and, consequently, the Dividend-Paying Shares) (“Waiting Period”).

The Plan will be composed of Programs for the grant of Virtual Restricted Shares that may be created annually by the Board of Directors (or more or less frequent, at the discretion of the Board of Directors), from the Plan approval date at the Company’s General Stockholders’ Meeting to December 31, 2026.

Without prejudice to other terms and conditions set forth in the respective Programs and Stock Grant Agreements, the total Waiting Period of the Virtual Restricted Shares granted in each Program will be, as a rule, three (3) years as of the approval date of the respective Program by the Board of Directors. On each anniversary of the approval date of the respective Program, a percentage of the Virtual Restricted Shares will be regarded to have had their Waiting Period duly completed, as stated in each Program.

However, the Board of Directors may set, at its sole discretion, different terms for the Waiting Period (including longer or shorter terms, as well as events of acceleration) and/or other criteria for receiving Matching Shares and Dividend-Paying Shares.

b) Approval date and Body in charge

On April 28, 2023, the Plan was submitted to and approved by Itaúsa’s General Stockholders’ Meeting in accordance with the proposal presented by the Issuer’s Board of Directors on March 28, 2023.

c) Maximum number of shares covered

The maximum number of Matching Shares and Dividend-Paying Shares, jointly considered, that may be granted to Participants under this Plan is limited to nine million, five hundred and fifty-one thousand, two hundred and thirty-three (9,551,233) preferred shares issued by the Company (the “Quantitative Limit”). Any change to this Quantitative Limit will require approval from the General Stockholders’ Meeting.

In the event of split or reverse split of Shares issued by the Company, the Quantitative Limit and the number of Virtual Restricted Shares will be automatically adjusted to the same ratio of the split or reverse split in question.

d) Maximum number of Options to be granted

Not applicable since the Plan does not cover the grant of options.

e) Conditions for the purchase of shares

The Company will only have the obligation to grant Matching Shares (and, consequently, Dividend-Paying Shares) to the Participant after verifying the fulfillment of all requirements, conditions and procedures set forth in the Plan, the respective Programs and the Stock Grant Agreement, including:

The purchase by the Participant, at their own discretion, of preferred shares issued by the Company through a purchase transaction on a stock exchange administered by B3 S.A. – Brasil, Bolsa, Balcão (“B3”), exclusively by using a percentage of their short-term incentive (STI) (which, for the purposes of the Plan, includes profit sharing and/or other forms of short-term compensation, as decided by the Board of Directors), net of taxes.

By way of the effective purchase of Own Shares, the Company will grant the Participant Virtual Restricted Shares which, if the respective Waiting Period and other conditions set forth in the Plan and in the respective Program and Stock Grant Agreement are fulfilled, will be “converted” into Matching Shares and transferred to the Participant. The number of Virtual Restricted Shares will be calculated in accordance with the number of Shares that would have been acquired by the Participant if they had acquired Shares at B3 using the amount in Brazilian reais of the Net STI (with no monetary adjustment or interest) on the date and for the price per Share provided for in the respective Program.

f) Criteria for setting the purchase or strike price

Not applicable since the Plan does not cover the granting of options and there is no strike price for the “conversion” of the Virtual Restricted Shares into Matching Shares, and the terms and conditions of the Plan and the respective Program and the Stock Grant Agreement should be observed for the receipt by the Participant of the Matching Shares and Dividend-Paying Shares.

g) Criteria for setting the Purchase or strike price

After the respective Waiting Period has elapsed and other conditions set forth in the Plan and respective Programs and Stock Grant Agreement are fulfilled, the conversion of Virtual Restricted Shares into Matching Shares (and respective Dividend-Paying Shares) must comply with the procedure to be set in the Program or by the Governance and Personnel Committee, if there is no term in the Plan to exercise the right to convert said Virtual Restricted Shares.

h) Form of settlement

In order to receive these shares according to the Plan and respective Program and Stock Grant Agreement, subject to applicable laws, regulations and policies, the Company will transfer treasury Shares to the Participant through a private transaction.

i) Restrictions on the transfer of shares

The Participants’ rights stated in this Plan, the Programs and the Stock Grant Agreements, cannot be encumbered, assigned or transferred, directly or indirectly, to any third parties, even on the grounds of succession, separation or divorce, unless as otherwise decided by the Board of Directors (and/or Governance and Personnel Committee).

j) Criteria and events that, When verified, will cause the suspension, amendment or termination of the plan

The Plan will remain in force for an indefinite period, until either it is expressly terminated or the terms and conditions set forth in the Plan, the Programs and Stock Grant Agreements are fully complied with (including, but not limited to, the Lock-Up).

However, the Plan and any Program may be terminated, suspended or amended at any time as decided by the General Stockholders’ Meeting or the Board of Directors, provided that such termination, suspension or amendment does not impact the Virtual Restricted Shares already granted by the Company or any right to receive Matching Shares and Dividend-Paying Shares, if all the terms and conditions provided for (i) in the Plan and the Program, both in force at the time of the execution of the Stock Grant Agreement or the last amendment thereto, as the case may be; and (ii) in the Stock Grant Agreement, have been fulfilled.

- k) Effects of the management member's withdrawal from the issuer's bodies on their rights provided for in the stock-based compensation plan

The Programs and respective Stock Grant Agreements may set out specific rules regarding the partial or total loss of the right to the Virtual Restricted Shares and/or Matching Shares and Dividend-Paying Shares, in the event of the Participant being terminated for any reason.

8.5. With respect to the stock-based compensation as stock options of the board of directors and statutory board of officers recognized in profit or loss for the past three years and to that expected for the current year, please prepare a table containing:

- a) body
- b) total number of members
- c) number of members who are compensated
- d) weighted average strike price of each of the following option groups:
 - outstanding at the beginning of the year
 - lost and expired during the year
 - exercised during the year
- e) potential dilution in the case of exercise of all options granted

The Issuer has no stock-based compensation plan for the Board of Directors and the Board of Officers.

8.6. With respect to each grant of stock purchase options to the board of directors and statutory board of officers for the past three years and to that expected for the current year, please prepare a table containing:

- a) body
- b) total number of members
- c) number of members who are compensated
- d) grant date
- e) number of shares granted
- f) term for the options to become exercisable
- g) maximum term to exercise the options
- h) term of restriction on the transfer of shares received as a result of the exercise of the options
- i) fair value of the options on the grant date
- j) multiplication of the number of shares granted by the fair value of the options on the grant date

A Emissora não possui plano de remuneração baseado em opções de compra de ações para o Conselho de Administração e para a Diretoria.

8.7. With respect to the outstanding options of the board of directors and statutory board of officers at the end of the past year, please prepare a table containing:

- a) body
- b) total number of members
- c) number of members who are compensated
- d) with respect to the unvested options
 - i. number
 - ii. vesting date
 - iii. maximum term to exercise the options
 - iv. period of restriction on the transfer of shares
 - v. weighted average strike price
 - vi. fair value of the options on the last day of the year
- e) with respect to the vested stock options:
 - i. number
 - ii. maximum term to exercise the options
 - iii. period of restriction on the transfer of shares
 - iv. weighted average strike price
 - v. fair value of the options on the last day of the year
- f) fair value of total options on the last day of the year

The Issuer has no stock-based compensation plan for the Board of Directors and the Board of Officers.

8.8. With respect to the options exercised relating to the stock-based compensation for the board of directors and statutory board of officers for the past three years, please prepare a table containing:

- body
- total number of members
- number of members who are compensated
- number of shares
- weighted average strike price
- weighted average market price of shares relating to the options exercised
- multiplication of the total options exercised by the difference between the weighted average strike price and the weighted average market price of shares relating to the options exercised

The Issuer has no stock-based compensation plan for the Board of Directors and the Board of Officers.

8.9. With respect to the stock-based compensation in the form of shares for the board of directors and statutory board of officers to be directly delivered to the beneficiaries, recognized in profit or loss for the past three years and to that expected for the current year, please prepare a table containing:

Below is the share-based remuneration planned for the Statutory Board of Officers for 2023 and for 2024:

Body (Statutory Board of Officers)	Expectation 2024	2023
Total number of members	7	7
Number of members who are compensated	3	3
Potential dilution in the case of exercise of all options granted (*)	0.0055%	0.0053%

O Plano de Incentivos de Longo Prazo, aprovado na AGOE de 28.04.2023, é vigente a partir do ano-base 2023.

O *Matching* por parte da Itaúsa dependerá da opção do diretor em utilizar o percentual de 30% a 50% (conforme o nível) sobre o valor líquido do seu Incentivo de Curto Prazo (ICP).

(*) potencial diluição em relação ao capital total da Emissora.

The Issuer had no stock-based compensation for 2021 and 2022.

8.10. With respect to each granting of shares to the board of directors and statutory board of officers for the past three years and to that expected for the current year, please prepare a table containing:

Below is the share-based remuneration planned for the Statutory Board of Officers for 2023 and for 2024:

Body (Statutory Board of Officers)	Expectation 2024	2023
Total number of members	7	7
Number of members who are compensated	3	3
Grant date	03/18/2024	05/15/2023
Number of shares granted	570,754	551,599
Maximum term to deliver the shares	04/18/2027	05/15/2026
Period of restriction on the transfer of shares	1 year for 3.,33%	1 year for 3.,33%
Fair value of the shares on the grant date	10.46	8.50
Multiplication of the number of shares granted by the fair value of the shares on the grant date	5,970,090	4,688,594

* According to the plan's rules, each year 1/3 of the shares granted will be given to the participant.

The Issuer had no stock-based compensation for 2021 and 2022.

8.11. With respect to the shares delivered relating to the stock-based compensation of the board of directors and statutory board of officers for the past three years, please prepare a table containing:

- a) body
- b) total number of members
- c) number of members who are compensated
- d) number of shares
- e) weighted average acquisition price
- f) weighted average market price of shares acquired
- g) multiplication of the total shares acquired by the difference between the weighted average acquisition price and the weighted average market price of shares acquired

On April 28, 2023, the Issuer approved Itaúsa's Long-Term Incentive Plan, based on shares, with the delivery of the first batch of shares only scheduled for 2024.

The Issuer had no stock-based compensation for 2021 and 2022.

8.12. Provide a brief description of the information necessary for understanding the data disclosed in items 8.5 to 8.11, such as an explanation of the pricing model for the share and option price, indicating, at least:

On April 28, 2023, the issuer's General Shareholders' Meeting approved the Itaúsa Long-Term Incentive Plan ("Plan").

Below is the information required by this item:

a) Pricing model

The Issuer will consider the arithmetic means of the closing prices of the trading session of the preferred shares issued by the Company (ITSA4) weighted by the respective trading volumes of said shares for the past thirty (30) trading sessions on B3 prior to the approval of each Program ("Virtual Restrictive Shares").

b) Data and assumptions used in the pricing model, including the weighted average price of shares, strike price, volatility expected, term of the option, dividends expected and risk-free interest rate

The Company will grant to the Participant, provided that the Participant buys preferred shares issued by Itaúsa (ITSA4) through the use of the percentage of their short-term incentive, net of taxes ("Own Shares"), Virtual Restricted Shares that, if the respective Waiting Period has elapsed and other conditions set forth in the Plan and respective Programs and Stock Grant Agreement are fulfilled, will be "converted" into Matching Shares) and granted to the Participant.

The number of Virtual Restricted Shares and Matching Shares granted to each Participant shall observe the pricing model as described in item "a" above.

At the end of each waiting period of the Virtual Restricted Shares, the dividends due will be converted into Dividend-Paying Shares using the same pricing model as the Virtual Restricted Shares.

c) Method used and assumptions made to absorb the expected early exercise effects

Not applicable.

d) Method to determine expected volatility

Not applicable.

e) Whether any other characteristic of the option was included in its fair value measurement

Not applicable.

8.13. State the number of shares or quotas and other securities convertible into shares or quotas issued in Brazil or abroad by the issuer, its direct or indirect controlling stockholders, subsidiaries or jointly-controlled companies, held by members of the board of directors, statutory board of officers or supervisory council, grouped by body:

Companies	Controlling Stockholders ^(1, 3 and 4)			Board of Directors ^(2 and 3)			Board of Officers ^(2 and 3)			Fiscal Council		
	Shares			Shares			Shares			Shares		
	Common	Preferred	Total	Common	Preferred	Total	Common	Preferred	Total	Common	Preferred	Total
Issuer:												
Itaúsa S.A.	2,254,344,447	1,210,281,991	3,464,626,438	-	5,570,760	5,570,760	-	126,254	126,254	-	259,760	259,760
Controlling stockholder:												
Companhia ESA	2,226,627,962	-	2,226,627,962	-	-	-	-	-	-	-	-	-
Subsidiaries:												
Itaú Unibanco Holding S.A.	3,253,068,132	7,228,211	3,260,296,343	-	2,511,230	2,511,230	-	3,580	3,580	155,816	1,863,985	2,019,801
IJPAR - Itaú Unibanco Participações S.A.	355,227,092	350,942,273	706,169,365	-	-	-	-	-	-	-	-	-
Alpargatas S.A.	148,274,505	51,080,799	199,355,304	-	-	-	-	-	-	-	-	-
CCR S.A.	208,669,918	-	208,669,918	-	-	-	-	-	-	-	-	-
Dexco S.A.	334,823,684	-	334,823,684	1,366	-	1,366	-	-	-	6	-	6
Itaútec S.A.	11,072,186	-	11,072,186	-	-	-	-	-	-	-	-	-

Reporting date: 12/31/2024

Note: The shares are held directly.

(1) Item included to match the information sent monthly by the issuer to B3 to comply with item 7.1 of Level 1 Corporate Governance Regulation and Art. 11 of CVM Resolution No. 44;

(2) except for those already included in item "Controlling Stockholders";

(3) It includes interests held by a spouse from whom they are not separated judicially or extra judicially, by a partner, by any dependant included in the annual income tax adjustment return, and by companies controlled directly or indirectly by these persons; and

(4) It includes information on stockholders with direct or indirect control in subsidiaries.

8.14. With respect to the pension plans in effect granted to the members of the board of directors and statutory board of officers, please provide the following information in a table format:

Bodies	Board of Directors		Statutory Board of Officers		
Total number of members (*)	3		7		
Number of members who are compensated (*)	2	1	3	1	3
Plan's name	Itaubanco CC (**)	Flexprev PGBL	Itaubanco CC (**)	Flexprev PGBL	Plano PAI – CD
Number of management members entitled for retirement	2	1	3	0	1
Conditions for early retirement	50 years of age	50 years of age	50 years of age	50 years of age	55 years of age and a minimum of ten years of contribution to the plan
Adjusted amount of contributions accumulated in the pension plan by the end of last year, less the portion related to contributions made directly by management members	R\$ 12,037,840	R\$ 2,384,096	R\$ 16,403,513	R\$ 1,471,844	R\$ 1,464,399
Total amount of contributions made last year, less the portion related to the contributions made directly by management members	R\$ 81,263	R\$ 0	R\$ 218,864	R\$ 68,201	R\$ 747,247
Whether early redemption is possible and the conditions for it	No	No	No	No	No

Notes:

(*) The number of members of each body corresponds to the number of management members who are active participants in each pension plan; and

(**) The defined contribution supplementary pension plan was implemented in March 2010 to absorb the participants of the Defined Benefit Supplementary Retirement Plan (PAC) through each participant's adherence. In the process of spinning off the plan, the account balance of each participant was separated.

ATTACHMENT IV – Compensation of Management Members

(Item 8 of Reference Form – Attachment C of CVM Resolution No. 80/22)

8.15. In a table, please indicate, for the past three years, with respect to the board of directors, statutory board of officers and supervisory council

2023			
Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council
total number of members	8.67	7.00	9.75
number of members who are compensated	8.67	7.00	9.75
amount of the highest individual compensation	4,203,883	15,094,819	264,000
amount of the lowest individual compensation	600,000	476,082	84,000
average amount of individual compensation (total compensation divided by the number of members who are compensated)	1,245,025	4,834,539	176,308

2022			
Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council
total number of members	8.67	7.00	10.00
number of members who are compensated	8.67	7.00	10.00
amount of the highest individual compensation	4,180,474	14,259,316	248,000
amount of the lowest individual compensation	600,000	435,151	84,000
average amount of individual compensation (total compensation divided by the number of members who are compensated)	1,188,026	4,212,103	166,000

2021			
Bodies	Board of Directors	Statutory Board of Officers	Supervisory Council
total number of members	8.00	7.00	10.00
number of members who are compensated	8.00	7.00	10.00
amount of the highest individual compensation	5,222,979	13,471,147	216,000
amount of the lowest individual compensation	550,000	427,976	84,000
average amount of individual compensation (total compensation divided by the number of members who are compensated)	1,351,488	4,360,465	147,200

Notes:

Statutory Board of Officers

- 12/31/2023 The amount of the highest, lowest and average annual individual compensation includes the sum of fixed and variable compensation to which officers are entitled, plus the benefits and except the payroll charges borne by the Company.
- 12/31/2022 The amount of the highest, lowest and average annual individual compensation includes the sum of fixed and variable compensation to which officers are entitled, plus the benefits and except the payroll charges borne by the Company.
- 12/31/2021 (i) The amount of the highest, lowest and average annual individual compensation includes the sum of fixed and variable compensation to which officers are entitled, plus the benefits and except the payroll charges borne by the Company.
(ii) The amount of the lowest annual individual compensation was calculated by excluding the members of the Statutory Board of Officers who had been in office for less than twelve months and except the payroll charges borne by the Company.

Board of Directors

- 12/31/2023 (i) The amount of the highest, lowest and average annual individual compensation includes the sum of fixed and variable compensation to which members of the Board of Directors are entitled, plus the benefits and except the payroll charges borne by the Company.

- 12/31/2022 (ii) The amount of the lowest annual individual compensation was calculated by excluding the members of the Board of Directors who had been in office for less than twelve months and except the payroll charges borne by the Company.
(i) The amount of the highest, lowest and average annual individual compensation includes the sum of fixed and variable compensation to which members of the Board of Directors are entitled, plus the benefits and except the payroll charges borne by the Company.
- 12/31/2021 (ii) The amount of the lowest annual individual compensation was calculated by excluding the members of the Board of Directors who had been in office for less than twelve months and except the payroll charges borne by the Company.
(i) The amount of the highest, lowest and average annual individual compensation includes the sum of fixed and variable compensation to which members of the Board of Directors are entitled, plus the benefits and except the payroll charges borne by the Company.
(ii) The amount of the lowest annual individual compensation was calculated by excluding the members of the Board of Directors who had been in office for less than twelve months and except the payroll charges borne by the Company.

Supervisory Council

- 12/31/2023 (i) The amount of the highest, lowest and average annual individual compensation includes the sum of the monthly fees to which effective and alternate members of the Supervisory Council are entitled. (ii) The amount of the lowest annual individual compensation was calculated by excluding the members of the Supervisory Council who had been in office for less than twelve months and the payroll charges borne by the Company.
- 12/31/2022 The amount of the highest, lowest and average annual individual compensation includes the sum of the monthly fees to which effective and alternate members of the Supervisory Council are entitled.
- 12/31/2021 The amount of the highest, lowest and average annual individual compensation includes the sum of the monthly fees to which effective and alternate members of the Supervisory Council are entitled.

8.16. Describe any contractual arrangements, insurance policies or other instruments used to structure mechanisms for compensating or indemnifying management members in the event of removal from their position or retirement, indicating the financial consequences to the issuer

The Issuer has no contractual arrangements, insurance policies or other instruments used to structure mechanisms for compensating or indemnifying management members in the event of their removal from position or retirement.

8.17. With respect to the past three years and to that expected for the current fiscal year, please indicate the percentage of total compensation of each body recognized in the issuer’s profit or loss related to members of the board of directors, statutory board of officers or supervisory council that are parties related to the direct or indirect controlling stockholders, as determined by the accounting rules that address this matter

The percentage of total compensation of each body recognized in the Issuer’s profit or loss for the past three years and expected for the current fiscal year (2024) is as follows:

Years	Board of Directors	Statutory Board of Officers	Supervisory Council
2024 (expectation)	21%	72%	0%
2023	22%	73%	0%
2022	24%	72%	0%
2021	23%	62%	0%

8.18. With respect to the past three years and to that expected for the current fiscal year, please indicate the amounts recognized in the issuer’s profit or loss as compensation of the members of the board of directors, statutory board of officers or supervisory council, grouped by body, for any reason other than the position they hold, such as commissions and consulting or advisory services provided

No amounts were recognized for the past three years and no are expected to be recognized for the current year.

8.19. With respect to the past three years and to that expected for the current fiscal year, please indicate the amounts recognized in profit or loss of the Issuer's direct or indirect controlling stockholders, jointly-controlled companies and subsidiaries as compensation of the members of the issuer's board of directors, statutory board of officers or supervisory council, grouped by body, specifying the reason such amounts were paid to these people

In the last 3 fiscal years and there is no forecast for the current fiscal year (2024), there were no amounts recognized/recognized in the results of direct or indirect controlling shareholders, companies under common control and subsidiaries of the Issuer, as remuneration of members of the Board of Directors and its Advisory Committees, the Advisory Board, the Board of Officers or the Supervisory Council of the Issuer.

8.20. Supply other information that the issuer may deem relevant

The Issuer holds interest, either directly or indirectly, in the capital of other publicly-held companies, which have compensation policies/practices adjusted to the profile of each business, and they may or may not have their own stock-based compensation plans. Information on the aforementioned plans and policies/practices can be found in the Reference Forms disclosed by each of the companies in question (Aegea Saneamento e Participações S.A., Alpargatas S.A., CCR S.A., Dexco S.A., Itaú Unibanco Holding S.A. and Nova Transportadora do Sudeste S.A. – NTS).

Article 1 – NAME, TERM AND HEAD OFFICE – The publicly-held corporation governed by these Bylaws, named **ITAÚSA S.A.** (“ITAÚSA” or “Company”), 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, 5º andar, CEP 01310-200, Bela Vista, and it may establish branches or offices in any market places 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 Supervisory 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, directly or indirectly, equity interests in other legal entities, in Brazil or abroad, for investment in any sectors of the economy and civil society, including through investment funds, and to this result it may acquire, dispose of or trade on securities of publicly- or privately-held companies, on or off stock exchanges, whenever management deems appropriate, with the purpose of sharing with investees its principles of appreciation of human capital, governance, ethics in business, and creation of value for its stockholders and society on a sustainable basis.

2.1. ITAÚSA shall be allowed to incorporate and operate non-profit civil society organizations intended to promote the welfare and sustainable development of society, as an auxiliary or instrumental way to fulfill its purpose and notably its social role.

Article 3 – CAPITAL AND SHARES – Subscribed and paid-up capital is **seventy-three billion, one hundred eighty-nine million Brazilian reais (R\$73,189,000,000.00)** represented by **ten billion, three hundred twenty-eight million, one hundred forty-nine thousand, four hundred thirty-one (10,328,149,431)** book-entry shares, with no par value, of which **three billion, five hundred forty-nine million, three hundred two thousand, two hundred forty-three (3,549,302,243)** are common shares and **six billion, seven hundred seventy-eight million, eight hundred forty-seven thousand, one hundred eighty-eight (6,778,847,188)** 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 block.

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, until the capital reaches the limit of twelve billion (12,000,000,000) shares, of which four billion (4,000,000,000) are common shares and eight billion (8,000,000,000) are preferred shares.

3.1.1. 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 of another company, may be carried out without subject to the preemptive right of stockholders or by shortening the deadline for its exercise (Article 172 of Law No. 6,404/76).

3.1.2. Within the limit of authorized capital and in accordance with the plan approved by the General Stockholders’ Meeting, ITAÚSA may grant, without preemptive rights to stockholders, stock options to management members and employees of the Company or of its investees.

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 legislation in force, and this institution may charge stockholders for transfer service fees, as well as for other remuneration permitted by legislation in force.

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 shares into preferred shares (reconversion being forbidden), on the basis of an exchange ratio established by it or through an auction on a stock exchange, in both cases, for periods and quantities of shares to be determined.

3.3.1.1. The 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 that exceed the limit of two-thirds (2/3) of preferred shares, the Company shall carry out the apportionment among common stockholders interested in the conversion in proportion to the number 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 them, holding them in treasury for subsequent sale or using them under the long-term stock grant or stock option-based compensation program, subject to authorization by the Board of Directors.

3.6. Obtainment of Voting Rights by the Preferred Shares – Preferred shares shall 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 minimum priority dividend set forth in item I of Article 3 of these Bylaws for three (3) consecutive years.

Article 4 – GENERAL STOCKHOLDERS' MEETING – The work of the General Stockholders' Meeting shall be presided by a Chairperson and a secretary chosen by the attending stockholders, and the selection process will 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 have a guiding, elective and supervisory role, whereas the Board of Officers shall be responsible for operational 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 is of 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 their 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.

5.4. Indemnity Contract – In addition to the civil liability insurance, the Company may enter into an indemnity contract in favor of its management members, members of the Supervisory Council, members of its committees and members of the Advisory Board, in order to guarantee the payment of expenses due to claims, inquiries, investigations, procedures and arbitration, administrative or judicial proceedings, in Brazil or in any other jurisdiction, in order to hold them harmless against liability for acts carried out in the performance of their managerial duties, construed as those carried out diligently and in good faith, in the interests of the Company and in compliance with their fiduciary duties. The payment of expenses under the indemnity contract must be submitted to the approval governance itself to ascertain the independence of the decision-making process and preventing any conflicts of interest.

5.4.1. The benefit described in the head provision of this Article will extend to the parties appointed by the Company to hold a position on the Board of Directors or a statutory or non-statutory committee in its investees.

Article 6 – BOARD OF DIRECTORS – The Board of Directors shall be composed of at least three (3) and at the most ten (10) effective members elected by the General Stockholders' Meeting. It shall have one (1) Chairperson and one (1) to 3 (three) Vice Chairpersons chosen by the members from among their peers. No individual who is seventy-five (75) years of age on the date of their election may be elected for the position of member of the Board of Directors. The member of the Board of Directors who reaches the age limit after the election date may continue in the position until the end of the term of office for which they were elected.

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. It is certain that at least one-third (1/3) shall be composed of independent members, as set forth in applicable regulation and in the Company's Nomination Policy for the Members of the Board of Directors and Supervisory Council. The same General Stockholders' Meeting may elect:

- a) one (1) alternate member to the member representing the minority stockholders, if elected in accordance with Article 141, paragraph 4, item I, of Law No. 6,404/76;
- b) one (1) alternate member to the member representing the preferred stockholders, if elected in accordance with Article 141, Paragraph 4, item II, of Law No. 6,404/76; and
- c) two (2) alternate members to the members elected by the controlling stockholders.

6.2. In the case of vacancy, absence or incapacity in office of the Chairperson, they shall be replaced by one of the Vice Chairpersons 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 at all times called by the Chairperson or his replacement, shall meet ordinarily six (6) times a year and extraordinarily whenever necessary, and it shall be validly opened only where there is at least the absolute majority of its acting members present.

6.4.1. The resolutions of the Board of Directors shall always be taken by majority vote of those present.

6.4.2. Meetings can be held via conference call, 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; these minutes may be signed either digitally or electronically, without the need for authentication through certificates issued according to the parameters of the Brazilian Public Key Infrastructure ("PKI - Brazil"), subject to applicable legal and regulatory requirements.

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 in accordance with legislation and regulation in force;
- VI) express an opinion on the management report and the accounts of the Board of Officers;
- VII) resolve upon the Company's annual budget;
- VIII) appoint and remove independent auditors;
- IX) resolve upon the set-up of committees to address specific matters within the scope of the Board of Directors and elect and remove their members;
- X) resolve upon the distribution of interim dividends according to the provisions in Article 13;
- XI) resolve upon the payment of interest on capital, as provided for in item 13.6;
- XII) resolve upon the conversion of common shares into preferred shares, in accordance with sub item 3.3.1;
- XIII) resolve upon: (i) the issue of simple non-convertible debentures; (ii) the issue of shares or convertible debentures, within the limit of the authorized capital, according to the provisions in item 3.1 hereof; (iii) granting of stock options, as provided in sub item 3.1.2; and (iv) the buyback of the Company's own shares, for the purposes set out in item 3.5 hereof;
- XIV) 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 the likely acceptance of the public offering and the Company's economic value deemed fair;

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

XVI) resolve upon investments or divestitures in equity interests to be made in a single operation or a set of related operations, considering a twelve (12) month term, at an amount higher than five percent (5%) of the latest parent company's equity as published by the Company, subject to item (XVII) below;

XVII) resolve upon investments or divestitures to be made in subsidiaries or jointly-controlled subsidiaries, at any amount and number;

XVIII) resolve upon transactions with related parties or a set of related 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, except for a specific provision of Law No. 6,404/76;

XIX) resolve upon the filing of lawsuits or administrative or arbitration proceedings, as applicable, at amounts higher than five percent (5%) of the latest parent company's equity disclosed by the Company;

XX) resolve upon the disposal, acquisition or encumbrance of assets (except for equity interests), as it may also settle claims and waive rights, in individual operations or a set of related operations, considering a twelve (12) month period, with amounts higher than five per cent (5%) of the latest parent company's equity disclosed by the Company; and

XXI) resolve upon contracting derivative transactions, except for those aimed to protect against exchange and/or interest exposure arising from operations carried out by the Company, including commercial and financial (hedge) operations.

Article 7 – ADVISORY COMMITTEES TO THE BOARD OF DIRECTORS – The Board of Directors shall be advised on specific matters relating to its activities by (i) the Audit Committee; (ii) the Strategy and New Business Committee, (iii) the Governance and People Committee, (iv) the Related Parties Committee and (v) the Sustainability Committee, without prejudice to the set-up of other committees.

7.1. The same obligations and prohibitions imposed by law and these Bylaws to the Company's management members shall also apply to the members of the Committees.

7.2. Each Committee shall have its own internal charter, approved by the Board of Directors, to regulate its own operational matters.

Article 8 – 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 as from the date of the General Stockholders' Meeting that elects this Board, 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.

8.1. The members of the Board of Directors can be appointed to hold up to one third (1/3) of the Board of Officers' positions. The positions of Chairperson of the Board of Directors and Chief Executive Officer (or Company's principal executive) may not be concurrently held by the same person.

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

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

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

8.5. 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 the age limit after the election date may continue in the position until the end of the term of office for which they were elected.

8.6. The resolutions of the Board of Officers shall be taken by the Executive Committee at meetings called 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, with participation of Managing Officers as invitees in these meetings being permitted.

8.6.1. Meetings can be held via conference call, videoconference, telepresence, email, or any other means of communication. In these cases, the officer 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; these minutes may be signed either digitally or electronically, without the need for authentication through certificates issued according to the parameters of the Brazilian Public Key Infrastructure ("PKI - Brazil"), subject to applicable legal and regulatory requirements.

8.7. It is incumbent upon the Executive Committee, as set forth in item 8.6: a) to resolve upon: (i) the disposal, acquisition and 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 (12) period, at amounts of up to five percent (5%) of the latest parent company's equity disclosed by the Company; (ii) investments or divestitures in equity interests to be made in a single operation or a set of related operations, considering a twelve (12) month term, at an amount of up to five percent (5%) of the latest parent company's equity as published by the Company, except for divestitures in subsidiaries or jointly-controlled subsidiaries, which must be approved at all times by the Board of Directors, at any amount and number; (iii) provision of guarantees and obligations of third parties; and (iv) issue of promissory notes and securities in Brazil and/or abroad, in accordance with legislation in force; and b) propose to the Board of Directors: (i) the acquisition of shares issued by the Company, for purposes of cancelling or holding them in treasury for subsequent sale; (ii) investments or divestitures in equity interests to be made in a single operation or a set of related operations, considering a twelve (12) month term, at an amount higher than five percent (5%) of the latest parent company's equity as published by the Company; (iii) divestitures in subsidiaries or jointly-controlled subsidiaries at any amount and number; and (iv) disposal, acquisition or encumbrance of assets (except for equity interests), in individual or a set of related transactions, considering a twelve-month (12) period, at amounts higher than five percent (5%) of the latest parent company's equity disclosed by the Company.

8.8. Without prejudice to the provisions in item 8.7 above, ITAÚSA shall be represented by: a) two (2) officers together, and one (1) 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 (2) 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 that implies responsibility on the part of the Company up to the limit of one million Brazilian reais (R\$1,000,000.00) in a single operation or in a series of related operations executed within a term of twelve (12) months.

8.8.1. ITAÚSA may also be represented: (i) jointly, by one (1) officer and one (1) attorney-in-fact or by two (2) attorneys-in-fact with such powers to be stated in the related power of attorney; (ii) individually, by one (1) officer or one (1) attorney-in-fact in acts that do not imply the assumption of obligations or waiving of rights, including 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 attorneys-in-fact with powers and modes of action (jointly or individually) set in a power of attorney. The Company's representation by a single member to execute or sign any document implying the acquisition and/or disposal of assets shall not be permitted.

8.8.2. Documents may be signed on behalf of ITAÚSA either digitally or electronically, without the need for authentication through certificates issued according to the parameters of the Brazilian Public Key Infrastructure ("PKI - Brazil"), subject to applicable legal and regulatory requirements.

8.9. It is incumbent upon the Chief Executive Officer to: (i) coordinate the implementation of the strategic planning drawn up by the Board of Directors; (ii) organize the structure and steer the Company's business and set rules; and (iii) call and preside the meetings of the Board of Directors, overseeing the work of the officers in the many areas of activities.

8.10. The Executive Vice Presidents, General Director and Managing Officers are responsible for assisting the Chief Executive Officer in the management of the Company's business and steering of its corporate services.

Article 9 – 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.

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

Article 10 – SUPERVISORY COUNCIL – Under Articles 161 to 165 of Law No. 6,404/76, the Company shall have a Supervisory Council operating 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 of 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 their respective alternate members that, in any case, shall make up a number equal to the number of members elected according to a) and b) above, plus one (1) effective member and respective alternate member.

10.1. The effective members of the Supervisory Council and their alternate members shall hold office until the first Ordinary General Stockholders' Meeting held after their election, reelection being permitted. No individual may be elected to the position of member of the Supervisory Council who is seventy-five (75) years of age on the date of their election. The member of the Supervisory Council who reaches the age limit after the election date may continue in the position until the end of the term of office for which they were elected.

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

10.3. The compensation of the members of the Supervisory Council 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.

10.4. The Supervisory Council shall have one (1) Chairperson, chosen from among their peers, and shall 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.

10.4.1. Meetings can be held via conference call, 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; these minutes may be signed either digitally or electronically, without the need for authentication through certificates issued according to the parameters of the Brazilian Public Key Infrastructure ("PKI - Brazil"), subject to applicable legal and regulatory requirements.

Article 11 – 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 12 – ALLOCATION OF PROFIT – Together with the financial statements, the Board of Directors shall submit to the Ordinary General Stockholders' Meeting a proposal for the allocation of profit for the year in accordance with Articles 186 and 191 to 199 of Law No. 6,404/76 and the following provisions:

12.1. before any other allocation, five percent (5%) shall be allocated to the Legal Reserve, which will not exceed twenty percent (20%) of the capital stock;

12.2. the amount to be allocated for the payment of dividends to stockholders shall be specified in accordance with Article 13, subject to the following provisions:

- a) preferred shares shall be entitled to a minimum priority dividend referred to in item I of Article 3;

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

c) the shares of both types shall share the profits to be distributed under equal conditions, after a dividend equal to the minimum amount paid to preferred stockholders is also attributed to common stockholders, as set forth in item "a" of this provision.

Article 13 – DIVIDENDS – Stockholders are entitled to receive as mandatory dividend an amount equivalent to twenty-five percent (25%) of the profit recorded in the same year, adjusted by the reduction or increase of the specific amounts under "a" and "b" of item I of Article 202 of Law No. 6,404/76, and in compliance with items II and III of the same provision, without prejudice to the minimum priority dividend referred to in item I, Article 3 hereof.

13.1. The mandatory dividend, including the minimum priority dividend, shall be paid out in four or more installments, either 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.

13.2. The Board of Directors shall determine the amounts of the interim payments 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 profit (item 12.2), that portion of the mandatory dividend corresponding to the interim distributions will be credited to the same Reserve.

13.3. It shall be incumbent upon the Ordinary General Stockholders' Meeting that approves the financial statements for the year to resolve upon the payment of the portion that may be 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.

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

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

13.6. 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 the head provision of this Article, based on Article 9, paragraph 7 of Law No. 9,249/95.

Article 14 – 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, and III – Reserve for Capital Increase of Investees:

14.1. The Reserve for Dividend Equalization shall be limited to forty percent (40%) of capital stock and its purpose is to guarantee funds for the payment of dividends, including as interest on capital (item 13.6), or interim distributions, so as to maintain the flow of remuneration to stockholders, comprising the following funds:

a) equivalent to up to fifty percent (50%) of profit for the year, adjusted according to the provisions of Article 202 of Law No. 6,404/76;

b) equivalent to up to one hundred percent (100%) of the realized portion of Revaluation Reserves, credited to retained earnings;

c) equivalent to up to one hundred percent (100%) of the prior years' adjustments amounts, credited to retained earnings; and

d) arising from the credit corresponding to the payment of interim dividends (item 13.2).

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

14.3. The Reserve for Capital Increase of Investees shall be limited to thirty percent (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 fifty percent (50%) of profit for the year, adjusted in accordance with Article 202 of Law No. 6,404/76.

14.4. 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.

14.5. These reserves shall break down the profit 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 profit to be used in the distribution of interim dividends, which can be charged to different sub accounts according to the type of stockholder.

By this proxy, [STOCKHOLDER NAME], [NATIONALITY], [MARITAL STATUS], [OCCUPATION], Brazilian Identification (RG) No./[ISSUING AUTHORITY], Individual Taxpayer’s Registry (CPF) No., domiciled at [FULL ADDRESS] (“Grantor”) appoints Mr./Ms. [PROXY NAME], [NATIONALITY], [MARITAL STATUS], [OCCUPATION], Brazilian Identification (RG) No./[ISSUING AUTHORITY], Individual Taxpayer’s Registry (CPF) No., domiciled at [FULL ADDRESS] as Proxy with specific powers to represent Grantor as Stockholder of **Itaúsa S.A.** (“Company”) at the Company’s Annual and Extraordinary General Stockholders’ Meeting to be held on April 30, 2024, at 11:00 a.m., in the exclusively digital form.

The proxy shall attend the General Stockholders’ Meeting as the representative of the Grantor, exercising the voting right they are entitled to as the holder of common and/or preferred shares issued by **Itaúsa S.A.**, with powers to submit proposals, examine, discuss and vote on the matters submitted to voting at said Meeting, including but not limited to direct the vote to be cast on the candidates nominated to sit on the Board of Directors and the Supervisory Council. Said Proxy shall also be entitled to sign minutes, books, papers, instruments and anything that is deemed necessary for the faithful execution of this mandate.

[City], _____ [month] [day] _____, 2024.

[STOCKHOLDER]

By this proxy, [STOCKHOLDER NAME], [NATIONALITY], [MARITAL STATUS], [OCCUPATION], Brazilian Identification (RG) No./[ISSUING AUTHORITY], Individual Taxpayer’s Registry (CPF) No., domiciled at [FULL ADDRESS] (“Grantor”), as a stockholder of **Itaúsa S.A.** (“Company”), appoints as Proxies:

- **Mirna Justino Mazzali**, Brazilian, married, Bachelor’s degree in Law, holder of Brazilian Identification RG-SSP/SP No 16.240.598-4, Individual Taxpayer’s Registry (CPF) No 088.524.148-78; and
- **Cleiton Medeiros Galvan**, Brazilian, divorced, Bachelor’s degree in Law, holder of Brazilian Identification RG-SSP/SP No. 28.572.686-9, Individual Taxpayer’s Registry (CPF) No. 216.680.348-24,

both with commercial address at Avenida Paulista, 1938, 18º andar, Bela Vista, São Paulo (SP), with powers to, any of them separately, irrespective of order of nomination, represent Grantor, as a stockholder of the Company, at the Annual and Extraordinary Stockholders’ General Stockholders’ Meeting which will be held on April 30, 2024, at 11:00 a.m., in the exclusively digital form.

The proxies shall have limited powers to attend the General Stockholders’ Meeting to vote on the matters of the agenda in conformity with the voting instructions below, and shall have no right or obligation to take any measures other than those required to fully comply with these voting instructions. The proxies are hereby authorized to abstain from voting in any resolution or matter for which they have not received sufficiently specific voting instruction and shall vote in accordance with the number of shares held by the Grantor.

[City], _____[month] [day] _____, 2024.

[STOCKHOLDER]

VOTING INSTRUCTIONS

OBS: questions left blank shall be deemed as “**ABSTAIN**”.

AGENDA OF THE ANNUAL GENERAL STOCKHOLDERS’ MEETING:

[Eligible tickers in this resolution: (ITSA3)]

- 1) Take cognizance of the Managements Report, the Independent Auditor’s Report, the Opinion of the Supervisory Council and the Audit Committee’s Report and examine, discuss, and vote on the Financial Statements for the fiscal year ending December 31, 2023.

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 2) Resolve on the proposal of the Board of Directors for the allocation of profit for the fiscal year 2023, as detailed in the Manual by the General Meeting available at <https://www.itausa.com.br/br/General-Stockholders-Meetings>.

Further distribution of earnings for account of fiscal year 2023 shall not be proposed in the Meeting.

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 3) To deliberate on the proposal of Management that the number of seats on the Board of Directors for the next annual term of office shall be set at 8 (eight) effective and 2 (two) alternate directors.

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 4) Do you wish to request the cumulative voting for the election of the board of directors, under the terms of art. 141 of Law 6,404, of 1976? (If the shareholder chooses "no" or "abstain", his/her shares will not be computed for the request of the cumulative voting request).

Yes

No

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 5) Nomination of all the names that compose the slate (the votes indicated in this section will be disregarded if the shareholder with voting rights fills in the fields present in the separate election of a member of the board of directors and the separate election referred to in these fields takes place). By nomination of the controlling shareholders.

Effective MembersAlternate Members**Nominated by controlling stockholders:**

Alfredo Egydio Setubal

Roberto Egydio Setubal

Ana Lúcia de Mattos Barretto Villela

Rodolfo Villela Marino

Patrícia de Moraes (Independent Member)

Raul Calfat (Independent Member)

Vicente Furletti Assis (Independent Member)

Indicado pela Fundação Antonio e Helena Zerrenner:

Edson Carlos De Marchi (Independent Member)

Ricardo Egydio Setubal

Ricardo Villela Marino

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Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 6) If one of the candidates that composes your chosen slate leaves it, can the votes corresponding to your shares continue to be conferred on the same slate?

Yes

No

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 7) In case of a cumulative voting process, should the corresponding votes to your shares be equally distributed among the members of the slate that you've chosen? [If the shareholder chooses "yes" and also indicates the "approve" answer type for specific candidates among those listed below, their votes will be distributed proportionally among these candidates. If the shareholder chooses to "abstain" and the election occurs by the cumulative voting process, the shareholder's vote shall be counted as an abstention in the respective resolution of the meeting].

Yes

No

Abstain

[Eligible tickers in this resolution: (ITSA3)]

8) View of all the candidates that compose the slate to indicate the cumulative voting distribution:

Nominated by controlling stockholders:

Alfredo Egydio Setubal (Effective) / Ricardo Egydio Setubal (Alternate)	[]%
Approve <input type="checkbox"/>	Reject <input type="checkbox"/>
	Abstain <input type="checkbox"/>
Ana Lúcia de Mattos Barretto Villela (Effective) / Ricardo Villela Marino (Alternate)	[]%
Approve <input type="checkbox"/>	Reject <input type="checkbox"/>
	Abstain <input type="checkbox"/>
Roberto Egydio Setubal (Effective) / Ricardo Egydio Setubal (Alternate)	[]%
Approve <input type="checkbox"/>	Reject <input type="checkbox"/>
	Abstain <input type="checkbox"/>
Rodolfo Villela Marino (Effective) / Ricardo Villela Marino (Alternate)	[]%
Approve <input type="checkbox"/>	Reject <input type="checkbox"/>
	Abstain <input type="checkbox"/>
Patrícia de Moraes (Independent Member)	[]%
Approve <input type="checkbox"/>	Reject <input type="checkbox"/>
	Abstain <input type="checkbox"/>
Raul Calfat (Independent Member)	[]%
Approve <input type="checkbox"/>	Reject <input type="checkbox"/>
	Abstain <input type="checkbox"/>
Vicente Furletti Assis (Independent Member)	[]%
Approve <input type="checkbox"/>	Reject <input type="checkbox"/>
	Abstain <input type="checkbox"/>

Nominated by stockholder Fundação Antonio e Helena Zerrenner

Edson Carlos De Marchi (Independent Member)	[]%
Approve <input type="checkbox"/>	Reject <input type="checkbox"/>
	Abstain <input type="checkbox"/>

[Eligible tickers in this resolution: (ITSA3)]

9) Do you wish to request a separate election of a member of the board of directors, under the terms of article 141, paragraph 4, I, of Law 6,404, of 1976 (Common shares)? (The shareholder can only fill this field in case of keeping the position of voting shares uninterrupted for 3 months prior to the general meeting. If the shareholder chooses “no” or “abstain”, his/her shares will not be computed for the request of a separate election of a member of the board of directors).

Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
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[Eligible tickers in this resolution: (ITSA4)]

10) Do you wish to request a separate election of a member of the board of directors, under the terms of article 141, paragraph 4, II, of Law 6,404, of 1976 (Preferred shares)? (The shareholder can only fill this field in case of keeping the position of voting shares uninterrupted for 3 months prior to the general meeting. If the shareholder chooses “no” or “abstain”, his/her shares will not be computed for the request of a separate election of a member of the board of directors).

Yes <input type="checkbox"/>	No <input type="checkbox"/>	Abstain <input type="checkbox"/>
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[Eligible tickers in this resolution: (ITSA3)]

- 11)** Resolve whether the candidates met the criteria for independent member of the Board of Directors, in accordance with the independence criteria set forth in the applicable regulation and in the Company’s Nomination Policy for the Members of the Board of Directors and Supervisory Council.

Approve

Reject

Abstain

Election of the supervisory council by single group of candidates**[Eligible tickers in this resolution: (ITSA3)]**

- 12)** Nomination of all the names that compose the slate. By nomination of the controlling shareholders.

Effective Members

Guilherme Tadeu Pereira Júnior
Marco Tulio Leite Rodrigues
Elaine Maria de Souza Funo

Alternate Members

José Carlos de Brito e Cunha
Félicio Contra do Prado Junior
Valdir Augusto de Assunção

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 13)** If one of the candidates of the slate leaves it, to accommodate the separate election referred to in articles 161, paragraph 4, and 240 of Law 6404, of 1976, can the votes corresponding to your shares continue to be conferred to the same slate?

Yes

No

Abstain

Election of the supervisory council in separate Voting – Common Shares**[Eligible tickers in this resolution: (ITSA3)]**

- 14)** Nomination of candidates to the supervisory council by minority shareholders with voting rights (the shareholder must fill this field if the general election field was left in blank).

Eduardo Rogatto Luque (Effective) / Gustavo Amaral de Lucena (Alternate)
nominated by stockholder Fundação Antonio e Helena Zerrenner Instituição Nacional de Beneficência

Approve

Reject

Abstain

Election of the supervisory council in separate voting – Preferred Shares**[Eligible tickers in this resolution: (ITSA4)]**

- 15)** Nomination of candidates to the supervisory council by shareholders with non-voting preferred shares or restricted voting rights.

Maurício Nogueira (Effective) / Olivier Michel Colas (Alternate)
nominated by stockholder Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 16)** To deliberate on the proposal of the Board of Directors for maintain the aggregate and annual amount to be allocated for the compensation of the management (Board of Directors and its Advisory Committees, Advisory Board and Board of Officers) of up to R\$ 55 million, except social charges the obligation of the Company.

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 17) To deliberate on the proposal of the Board of Directors for setting the monthly compensation individual of the Supervisory Councilors at R\$ 22 thousand for the effective members and R\$ 10 thousand for the alternates.

Approve

Reject

Abstain

AGENDA OF THE EXTRAORDINARY GENERAL STOCKHOLDERS' MEETING:

Amendment the Corporate Bylaws to:

[Eligible tickers in this resolution: (ITSA3)]

- 1) in the caput of Article 3, record the new composition of capital stock, after the private subscription of shares and the capitalization of reserves with bonus shares, approved by the Board of Directors at the meetings on August 14, 2023 and November 22, 2023.

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 2) in item item 5.4, to provide for the signing of indemnity contract for persons who way be appointed to the Advisory Board.

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 3) in item 6.1, update the reference to the Company's Nomination Policy for the Members of the Board of Directors and Supervisory Council.

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 4) in item 6.5, simplify the wording of items X and XI by excluding the expression “ad referendum of the General Meeting”.

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 5) delete the Article 15 – Temporary Provision of the Bylaws, as it has fulfilled its purpose.

Approve

Reject

Abstain

[Eligible tickers in this resolution: (ITSA3)]

- 6) approve the resulting consolidation of the Bylaws.

Approve

Reject

Abstain