



Grandes **marcas**, grande **história**, grande **futuro**.

CNPJ 61.532.644/0001-15

A Publicly-Held Company

NOTICE ON RELATED-PARTY TRANSACTIONS

ITAÚSA S.A. ("Itaúsa"), in compliance with the provisions of Attachment F to CVM Resolution No. 80/2022, announces to its stockholders and the general market the performance of a related-party transaction, as follows:

Name of Related Parties	Itaúsa and NTS Campos Elíseos Fundo de Investimento Renda Fixa Crédito Privado Investimento no Exterior ("Fundo NTS").
Relationship with Itaúsa	Itaúsa is the holder of 8.5% of the capital stock of Nova Transportadora do Sudeste S.A. - NTS ("NTS" and "Interest in NTS", respectively), which in turn is the sole unit holder of Fundo NTS.
Instrument	<i>"Indenture of Book-Entry Commercial Notes, in Three Series, of the First (1st) Issuance of Itaúsa S.A. under Private Placement"</i> , entered into on February 21, 2024 between Itaúsa, as the issuer, and Fundo NTS, as the creditor ("Issuance" and "Indenture").
Subject matter and main terms and conditions	<p>In accordance with Article 45 and following of Law No. 14,195/2021, as amended, and other applicable laws and regulations, the terms and conditions of the Issuance, as set out in the Indenture, are as follows:</p> <p>(a) Total Issue Price: R\$731,000,000.00, on the Issue Date, of which R\$243,667,000.00 refers to Book-Entry Commercial Notes of the first series ("First Series Book-Entry Commercial Notes"), R\$243,667,000.00 refers to Book-Entry Commercial Notes of the second series ("Second Series Book-Entry Commercial Notes") and R\$243,666,000.00 refers to Book-Entry Commercial Notes of the third series ("Third Series Book-Entry Commercial Notes").</p> <p>(b) Issue Date: February 21, 2024.</p> <p>(c) Series: issued in three (3) series.</p> <p>(d) Number: 731,000 Book-Entry Commercial Notes were issued, of which 243,667 were First Series Book-Entry Commercial Notes, 243,667 were Second Series Book-Entry Commercial Notes, and 243,666 were Third Series Book-Entry Commercial Notes.</p> <p>(e) Unit Face Value: R\$1,000.00, on the Issuance Date.</p>

(f) Form, Type and Proof of Ownership: these are registered and book-entry Commercial Notes, with no provisional or definitive certificates issued, and with their ownership to be proven by the statement issued by the underwriter.

(g) Maturity Date: as set forth in the Indenture, **(i)** the First Series Book-Entry Commercial Notes will mature on February 11, 2029; **(ii)** the Second Series Book-Entry Commercial Notes will mature on February 11, 2031; and **(iii)** the Third Series Book-entry Commercial Notes will mature on February 11, 2034.

(h) Interest Payment: except in the event of early settlement of these Book-Entry Commercial Notes due to any Mandatory Early Redemption, Mandatory Extraordinary Amortization or Early Maturity of the obligations arising from the Book-Entry Commercial Notes of the respective series, interest earned on these Book-Entry Commercial Notes will be paid on a semiannual basis.

(i) Underwriting and Payment Price: Book-Entry Commercial Notes were underwritten and paid in cash and in Brazilian currency at their Unit Face Value.

(j) Monetary Adjustment: not applicable.

(k) Interest Earned: Interest will be paid on the Unit Face Value of the Book-Entry Commercial Notes (or on the balance of the Unit Face Value of the Book-Entry Commercial Notes, as applicable) corresponding to the accumulated variation of 100.00% of DI (interbank) rate, plus spread (surtax) of **(i)** 2.00% per year for the First Series Book-Entry Commercial Notes; **(ii)** 2.20% per year for the Second Series Book-Entry Commercial Notes; and **(iii)** 2.50% per year for the Third Series Book-Entry Commercial Notes.

(l) Risk Rating: no risk rating agency will be hired to assign a rating to said Notes.

(m) Mandatory Extraordinary Amortization and Mandatory Early Redemption: in the event of payment of dividends, interest on capital, reduction of capital with refund to Itaúsa or any other payment made by NTS to Itaúsa due to the Interest in NTS, or sale of the Interest in NTS, the procedures applicable to the mentioned events shall be followed.

(n) Guarantees: These Book-Entry Commercial Notes will not be backed by any collateral or personal guarantees.

(o) Use of Proceeds: the net proceeds raised through the Issuance of Book-Entry Commercial Notes were used for general corporate purposes.

(p) Early Maturity: obligations arising from the Book-Entry Commercial Notes will be considered due in advance, and Fundo NTS must declare all obligations contained in the Indenture as due in advance.

	(q) Other Characteristics: Other characteristics of the Book-Entry Commercial Notes and terms of the Indenture are described in the Indenture.
Transaction date (Indenture date)	February 21, 2024.
Any participation of the counterparty, its partners or management members in Itaúsa's decision-making process with respect to the transaction or negotiation of the transaction as representatives of the Company, describing this participation	There was no participation of the counterparty, its stockholders or management members in Itaúsa's decision-making process with respect to the approval of the Issuance, except for one member of NTS's Board of Directors appointed by Itaúsa, who is also a member of its management.
Detailed justification of the reasons why the Company's management considers that the transaction was conducted under commutative conditions or provides for proper compensation	The conditions set out in the Issuance are not materially different from market conditions for similar operations, nor do they generate material impacts on the cost and average term of Itaúsa's current debts. Additionally, no material effects on Itaúsa's results this year are expected. This Issuance was also subject to the favorable opinion of Itaúsa's Related-Party Committee, composed exclusively by independent members.

São Paulo (SP), March 1st, 2024.

ALFREDO EGYDIO SETUBAL

Investor Relations Officer