

BYLAWS OF BANCO VOTORANTIM S.A.

CHAPTER I CORPORATE NAME, MAIN OFFICE, PURPOSE AND EFFECTIVE TERM

1st Article – Banco Votorantim S.A. (“Company”) is a business corporation governed by these Bylaws and the applicable legal and regulatory provisions.

2nd Article – The main office and jurisdiction of the Company are in the Capital City of the State of São Paulo, and it can, upon the resolution by the Board of Directors and in compliance with the legal and regulatory requirements, open, transfer and/or close branches or representation offices and appoint correspondents anywhere in the national territory or abroad.

3rd Article – The Company’s corporate purpose is the performance of active, passive and accessory operations, as well as those services permitted to be performed by commercial banks and investment banks, including foreign trade, through the respective portfolios, pursuant to the legal and regulatory provisions in force.

Sole Paragraph – The Company can take part in other companies as a member or shareholder, which participation shall be subject to the limitation set forth by the laws in force.

4th Article – The Company’s effective term is indefinite.

CHAPTER II CAPITAL STOCK AND SHARES

5th Article – The totally subscribed and paid-in capital is of eight billion, one hundred and thirty million, three hundred and seventy two thousand, one hundred and ninety five reais and twenty five cents (R\$ 8,130,372,195.25) divided into one hundred and five billion, three hundred ninety one million, four hundred seventy two thousand, eight hundred sixteen (105.391.472.816) shares, whose eighty six billion, two hundred twenty nine million, three hundred eighty six thousand, eight hundred forty (86.229.386.840) shares are common ones, nominative and without par value, and nineteen billion, one hundred sixty two million, eighty five thousand, nine hundred seventy six (19.162.085.976) shares are preferred ones, nominative and without par value.

1st Paragraph – Each common stock shall be entitled to one vote concerning the General Meetings’ resolutions.

2nd Paragraph – The preferred shares shall not be entitled to vote at the General Meetings and shall have priority for capital refund, without any premium.

3rd Paragraph - Pursuant to the shareholders’ agreement provisions, shareholders shall have preemptive rights on the subscription of new shares of any type or class, proportionally to their share in the Company’s capital stock, as well as the issue of any other securities that can be converted into shares.

CHAPTER III MANAGEMENT

Article 6 – The Company will be managed by one Board of Directors and one Management according to the duties and powers granted by the applicable laws, the shareholders' agreement and these bylaws.

Article 7 – The General Meeting will set the aggregate annual amount of the compensation to the Company's managers, and the Board of Directors shall resolve on its distribution.

SECTION I BOARD OF DIRECTORS

Article 8 – The Board of Directors is a regulatory, group-resolution body, whose primary role is to set the fundamental guidelines for the Company's general policies, as well as to check and follow their enforcement.

1st Paragraph -- The Board of Directors shall consist of six (6) members selected among qualified individuals and of fine reputation, with experience in the management of the Company's operating area, elected by the General Meeting, with a two (2) year office term, and reelection is allowed.

2nd Paragraph -- Among the elected ones, the General Meeting shall appoint the Chairman and the Vice-Chairman of the Board of Directors, who will hold their respective positions for one (1) year and, at the end of such term, the General Meeting shall appoint, among the directors with effective office terms, the new Chairman and Vice-Chairman of the Board of Directors.

3rd Paragraph – The members of the Board shall take their offices after the validation by the Central Bank of Brazil according to the regulations in force, and they shall sign the book of minutes of the Board, and they shall remain in their offices until their elected replacements take the office.

4th Paragraph – In case of temporary unavailability or vacancy in the position of the member of the Board of Directors, a General Meeting shall be called in order to fill the relevant vacant position. In case the replaced director is the chairman of the Board, the chair shall be taken over by the Board vice-chairman, until the new Board chairman takes the office.

Article 9 - Except for the Article 10 below, the Board of Directors' resolutions shall be approved by the vote by the majority of the members attending the Board of Directors' meeting.

Article 10 - In addition to the other matters provided in the laws, whose approval shall be in accordance with the Article 9 above, the following matters shall be exclusive to the Board of Directors and their approval shall be conditioned to the favorable votes by at least four (4) members of the Board of Directors:

(i) The decision about (a) proposition, to the Shareholders' General Meeting, of the

issue of the Company's shares; and (b) issue by means of public or private offer, by the Company, of indebtedness-representing securities, whether convertible or not into shares, however provided the Article 10 (ix) below shall be applicable to futures, options and derivative contracts;

- (ii) The approval, by the Company and by its directly or indirectly controlled companies, of interest in other companies or associations with other companies, whose involved value is higher than two percent (2%) of the Company's shareholders' equity;
- (iii) Approval of the yearly budget, as well as any further changes related to it;
- (iv) Authorization for the Company to engage in any operation involving amounts higher than one percent (1%) of its shareholders' equity, concerning the acquisition, disposal or encumbrance of the Company's fixed assets, including trademarks and intellectual property, unless it's expressly provided in the Company's yearly business plan;
- (v) Prior approval for the execution of contracts between the Company, its directly or indirectly controlled companies and/or its controlling companies or companies under common control, and any of their employees, shareholders or controlling companies, direct or indirect ones, of their shareholders or companies that directly or indirectly are controlled by or associated with the Company's shareholders or its controlling companies, as well as the respective employees of such companies, except for banking operations on market conditions and in the ordinary course of the Company's business, the companies it controls, directly or indirectly, its controlling companies or companies under common control;
- (vi) Taking measures meaning the waiver and/or restriction, by the Company and/or by the companies it controls, directly or indirectly, concerning rights whose aggregate value is higher than one percent (1%) of the Company's shareholders' equity;
- (vii) The development of new businesses by the Company and/or by the companies it directly or indirectly controls, except for new business activities to be developed within the scope of the existing business;
- (viii) Election, removal or replacement of the independent auditors of the Company and/or the companies it directly or indirectly controls;
- (ix) The approval of and the change in the business plan and the treasury risk and credit policies that shall also include futures, options and derivative contracts, in addition to setting the competence of the treasurer of the Company, the Credit Risk Committee and the Board of Directors to approve operations due to the type of operation and the financial value involved;
- (x) The resolution about the creation, termination and operation of the committees within the scope of the Board of Directors itself;

- (xi) The election and removal of the members of the Company's Management;
- (xii) The election and removal of the members of the Advisory Committees, of the Audit Committee and of the Human Resources and Compensation Committee;
- (xiii) The consideration of the matters to be submitted to the Company General Shareholders' Meeting, so that the Board of Directors can issue its opinion concerning the approval or not of such matters; and
- (xiv) Creation of companies directly or indirectly controlled by the Company, agencies, branches, as well as the creation of branches and/or representation offices abroad.

Sole Paragraph -- The resolutions by the Company Board of Directors concerning a matter provided in the article 10 (i) (b) above shall be made in an exclusive meeting to be held on the third (3rd) business day as of the respective call. Only in the event of such meetings of the Company Board of Directors, there shall be no convening quorum and such matter can be resolved by the vote by the majority of the attending directors, and, in such case the qualified quorum mentioned in the article 10 above shall not be applicable.

Article 11 -- The Company Board of Directors shall meet, on an ordinary basis, once a month, and, on an extraordinary basis, whenever called by the Chairman of the Board of Directors or by at least two (2) members of the Board of Directors.

1st Paragraph -- The meeting shall be called at least five (5) business days in advance by means of personal delivery notice, registered mail or e-mail addressed to each member of the Board. The call notice shall include (i) the date, time and venue of the meeting; (ii) the agenda; and (iii) copies of all the documents and propositions related to the matters mentioned in the agenda.

2nd Paragraph - The call notice can be waived in case all the members of the Board of Directors are present.

Article 12 -- The Board of Directors meetings shall begin, upon first call, upon the presence of at least four (4) directors or, in second call, upon the same five (5) business days in advance, with any number of directors present.

1st Paragraph -- Any member of the Board attending the meeting through videoconference, teleconference, Internet or other means of communication that enables the real-time discussion among the members of the Board of Directors shall be regarded as present.

2nd Paragraph -- The Board of Directors meetings shall be held in the main office of the Company and presided over by the Chairman of the Board of Directors and seconded by the person appointed by the chairman. In case of temporary absence of the Board of Directors Chairman, the meetings will be presided over by the Board of Directors Vice-Chairman.

Article 13 -- During the Board of Directors meetings: (a) a director can be represented by another director, as long as the present director submits a consent, in writing, by the absent director, which can be submitted by facsimile or e-mail; (b) any director can be accompanied by one or more members of the advisory committees, provided in the articles 10 (x) and 14, as the case may be, who will not be entitled to vote, however they will be able to take part in the meeting and the discussions on the agenda; and (c) the vote by an absent director who sent his/her vote by facsimile, e-mail, telephone or through the probable and recognized electronic means shall be regarded as valid if acknowledged, in writing and with the original signature of said director, within five (5) business days as of the meeting date where the vote was cast.

Article 14 -- The Board of Directors, for its assistance, can resolve on the creation of technical and consultation committees, with the goals and functions to be established, joined by members of the management bodies of the Company or not.

Sole Paragraph -- It's up for the Board of Directors to set the rules applicable to the committees, including rules about the composition, management term, compensation and operation.

Article 15 -- At the end of each meeting, all minutes shall be prepared and signed by all the directors physically attending the meeting, and then registered in the Book of Register of Minutes of the Company's Board of Directors.

Sole Paragraph -- The minutes of the Company's Board of Directors meetings containing resolutions intended to produce effects over third parties shall be published and retained in the file of the public register of business corporations.

SECTION II MANAGEMENT

Article 16 - The Company Management shall consist of two (2) to fifteen (15) Officers, shareholders or not, all of them residing in the Country, elected by the Board of Directors for a two (2) year office term, reelection is allowed, consisting of one (1) President Officer, up to seven (7) Executive Officers and up to fourteen (14) Officers without any special designation.

1st Paragraph -- Within the scope of the Management, the President Officer and the Executive Officers shall constitute the Executive Committee.

2nd Paragraph - The Officers shall take their offices, regardless of any guarantee, after their validation by the Central Bank of Brazil, pursuant to the regulations in force, upon the office-taking document entered into and signed on the relevant book, and they shall remain in their offices until their elected replacements take over.

3rd Paragraph -- The Officers' compensation shall be set by the Board of Directors.

4th Paragraph -- The Management meetings shall start only upon the presence of at least the plurality of the acting members. The Management resolutions shall be made by the majority of the present votes.

5th Paragraph – In case of impediment or vacancy in the position of the Management member, the President Officer shall appoint any other member to perform the duties of the prevented or absent member, to be submitted to the Board of Directors' approval.

6th Paragraph -- In case of vacancy in the President Officer position, the chairman of the Board of Directors shall appoint a new Chairman, who shall, preferably, be selected among the other directors of the Company, and such appointment shall be submitted to the Board of Directors' approval.

Article 17 -- The Executive Committee shall:

- (i) monitor the company's performance, the macro economic scenario and the result projections;
- (ii) resolve on conflicts in the matters addressed in the internal governance committees;
- (iii) submit the matters to be presented to the Board of Directors, including, but not limited to the Article 10 hereof;
- (iv) enforce the policies, the budget and the business plan of the Company;
- (v) resolve on the plans for positions, compensation and benefits of employees;
- (vi) resolve on the internal organization of the Bank, the administrative structure of the managements and the creation, termination and operation of internal governance committees;
- (vii) resolve on the creation, change and termination of branches in the country;
- (viii) resolve on situations not comprehended in the duties of another managing body and in extraordinary cases.

Single Paragraph -- The Executive Committee resolutions shall be approved, at least, by the majority of its members.

Article 18 – The Management shall be in charge of the corporate matters in general and shall take, for such purpose, all the required or convenient measures, except for those which depend, due to the laws or these bylaws, upon the decision by the General Meeting or the Board of Directors. Its powers shall comprehend, but without limitation, among others, the ones sufficient to:

- (a) Arrange for the compliance with the laws and with these Bylaws;
- (b) Comply with and enforce all the resolutions made by the general meetings, the Board of Directors meetings and its own meetings;
- (c) Manage and run the corporate business;
- (d) On a yearly basis, submit to the Board of Directors' consideration, the Management's report, accompanied by the independent auditors' report, as well as the proposition for the use of the prior fiscal year profits; and
- (e) Represent the Company before any federal, state or municipal agencies and bodies, financial entities and third parties in general, in accordance with the article 20 below.

Article 19 – The following duties shall be applicable to the President Officer:

- a) call and preside over the Management Meetings;

- b) coordinate and guide the activities of the other Officers, providing any Officer with the tasks not set herein; and
- c) perform the other duties as assigned by the Board of Directors.

II – The Executive Officers and the Officers without any specific designation shall perform the duties as set by the Management.

Article 20 - All the measures implying any assumption of liability by the Company, including the provision of guarantees, pledges or other guarantees in favor of third parties, shall always be performed:

- a) by two Officers, jointly;
- b) by one Officer jointly with a proxy;
- c) by two proxies, jointly, appointed pursuant to the article 21;
- d) by a single proxy, under special circumstances, granted with specific powers for the performance of the measure whose performance powers s/he was granted with.

Article 21 – The Company can, through two of its Officers, and one of them shall be the President Officer or the Executive Officer, appoint proxies, and grant them with the powers and effective terms as provided in the respective powers of attorney, except, concerning their effective term, the “*Ad Judicia*” powers of attorney, and the powers of attorney with “*Et Extra*” clause intended to grant powers for the management of administrative processes with agencies of the Federal, State or Municipal Public Administration.

Article 22 – Any steps taken by the Directors, proxies or employees of the Company which are alien to the Company’s corporate purpose and business shall be expressly prohibited, and shall be rightfully null and void.

Article 23 – The Management operation shall be governed by its internal regulations, under the provisions in this chapter.

CHAPTER IV INSPECTION COMMITTEE

Article 24 – The Company shall have an Inspection Committee, to operate on a permanent basis, consisting of four (04) effective members and four (04) deputy ones.

1st Paragraph -- The members of the Inspection Committee shall be natural persons residing in the Country, which meet the legal requirements, and will be annually elected by the General Ordinary Meeting, which shall set their compensation and appoint the Chairman and the Vice-Chairman.

2nd Paragraph -- In case of any vacancy in the inspection office, one of his/her deputies shall take over, until the end of the office term. In case the vacancy refers to the Chairman or Vice-Chairman office, the General Meeting can appoint another member of the Inspection Committee to take the vacant office.

3rd Paragraph -- The members of the Inspection Committee shall take their offices after their validation by the Central Bank of Brazil, pursuant to the regulations in force, upon due registration on the relevant book.

CHAPTER V AUDIT COMMITTEE

Article 25 -- The Audit Committee shall consist from three (3) to five (5) members, and one (1) of them shall be designated as the coordinator, to be elected by the Board of Directors, for a two (2) year office term, who can be removed by the Board of Directors any time.

1st Paragraph -- At least one of the Audit Committee's members shall hold proved know-how in the areas of accounting and audit, which qualifies such member for the office.

2nd Paragraph – Such Audit Committee shall be the single one for the Company and its controlled companies, pursuant to the laws in force.

3rd Paragraph -- The compensation of the Audit Committee's members shall be set by the Board of Directors, in line with market parameters, and compatible with the duties set in the internal regulations approved by the Board of Directors, observing:

- (i) The compensation for the members of the Audit Committee shall not be higher than the average compensation received by the Directors; and
- (ii) The member of the Audit Committee who is also a member of the Board of Directors shall be compensated only for the position of member of the Audit Committee.

Paragraph 4 - The members of the Audit Committee shall take their offices, regardless of any guarantee, after the ratification of their names by the Central Bank of Brazil, pursuant to the regulations in force, upon an office-taking instrument to be signed and entered into the relevant book, and they shall remain in their offices until their elected replacements take office.

Article 26 - For the exercise of the Audit Committee's office duties, the basic requirements for the exercise of the respective office duties shall be observed, as well as the impediments provided in the applicable laws.

Sole Paragraph –The office held by the member of The Audit Committee shall not be assigned.

Article 27 – The Audit Committee shall:

- a) Set forth the operational rules for its own operations, which shall be approved by the Board of Directors;
- b) Recommend to the Board of Directors the entity to be engaged for the provision of independent audit services, as well as the replacement of the provider of such services, in case it's thought fit;
- c) Review, prior to the disclosure, the half-yearly accounting statements, including explanatory notes, management reports and the independent auditor's opinion;

- d) Evaluate the efficacy of the independent and internal audits, including the determination of the compliance with the legal and regulatory provisions applicable to the Company, in addition to the internal regulations and codes;
- e) Evaluate the compliance, by the Company's management, with the recommendations submitted by the independent or internal auditors;
- f) Set and disclose the procedures for the receipt and treatment of information about the noncompliance with the legal and regulatory provisions applicable to the Company, in addition to the internal regulations and codes, including the establishment of specific procedures for the protection of the provider and the information confidentiality;
- g) Recommend to the Management and Board of Directors any correction or improvement to the policies, practices and procedures identified within the scope of their duties;
- h) Meet, at least on a quarterly basis, with the Management, the Board of Directors, with the independent audit and with the internal audit in order to determine the compliance with their recommendations or questions, including those concerning the planning of the respective audit tasks, as well as formalizing the content of such meeting in due minutes;
- i) Meet with the Inspection Committee and Board of Directors, upon its request, in order to address policies, practices and procedures identified within the scope of their respective duties; and
- j) Perform other duties necessary for the compliance with the applicable laws and regulations, as well as those the Audit Committee itself thinks fit.

CHAPTER VI OMBUDSPERSON OFFICE

Article 28 – The Ombudsperson office shall consist of one (1) Ombudsperson, to be elected by the General Meeting for a one-year (1) office term, who can be removed by the General Meeting any time, and the duties assigned to the Ombudsperson shall not be delegated.

1st Paragraph – Such Ombudsperson shall be the single one for the Company and its controlled companies pursuant to the laws in force.

2nd Paragraph – The General Meeting shall elect the Ombudsperson who shall have skills in topics related to ethics, consumers' rights and defense and conflict mediation, as proved in certification exam organized by a recognized technical capacity entity.

3rd Paragraph – The Ombudsperson may be removed, by absolute majority of votes, upon the election of a new Ombudsperson, as regarded more suitable for the performance of such position tasks and duties or due to the following reasons:

- I - performance of acts exceeding his/her competence;
- II - ethical conduct not compatible with the position dignity; and

III - other nonconforming practices and conducts justifying the removal.

4th Paragraph – For the performance of the Ombudsperson position, the basic requirements set by the National Monetary Council shall be complied with.

Article 29 – The Ombudsperson’s duties are:

- a) provide service as the last level concerning client’s and users’ claims related to products and services which have not been settled by the Company’s primary service channels;
- b) act as a communication channel between the Company and clients and users of products and services, including conflict mediation; and
- c) report the Ombudsperson’s activities to the Board of Directors.

Article 30 – The Ombudsperson’s duties are:

- a) receive, register, instruct, review and provide the formal and adequate treatment to the complaints submitted by the clients and users of the Company’s products and services;
- b) provide clarifications to claimants about the progress of their complaints, report the time required to provide a reply, which shall not exceed ten (10) business days, which term may be extended, exceptionally and on a justified basis, only once, for an equal period of time, and the number of extensions shall be limited to ten per cent (10%) of the total number of complaints in the month, and the claimants shall be reported about the extension reasons;
- c) provide conclusive replies to the complaints within the established term;
- d) keep the Board of Directors posted about problems and deficiencies detected in the performance of his/her duties and about the results of the measures taken by the Company’s officers to settle them;
- e) prepare and submit to the internal audit, the Audit Committee and the Board of Directors at the end of each half-yearly period a quantitative and qualitative report on the activities performed by the Ombudsperson for the performance of his/her duties; and
- f) other tasks required for the compliance with the applicable laws and regulations, as well as those the Ombudsperson herself/himself may think fit.

Article 31 – The Company expressly undertakes to:

- a) create conditions appropriate for the operation of the Ombudsperson, as well as to cause her/his performance to be transparent, independent, impartial and unbiased; and
- b) provide the Ombudsperson with access to the information necessary for the preparation of adequate replies to the complaints received, with full administrative

support, and can also request for information and documents for the performance of her/his duties.

CHAPTER VII GENERAL MEETING

Article 32 – General Meetings shall be held, on an ordinary basis, within the four (4) months following the end of the fiscal year, and, on an extraordinary basis, whenever the corporate interests require so.

Article 33 -- The General Meeting resolutions addressing the matters listed below shall be approved only by the affirmative votes of the shareholders representing at least seventy five percent (75%) of the common shares issued by the Company:

(i) The payment of dividends, interest on own capital or any other form of distribution or compensation to the Company's shareholders, in amounts higher than twenty five percent (25%) of the Company's adjusted net income;

(ii) The merger, incorporation, split involving the Company or any other company directly or indirectly controlled by the Company, as well as the transformation of the Company or the companies it directly or indirectly controls, into another corporate type or any other corporate operation involving the Company and/or the companies it controls, directly or indirectly, or their current or future business;

(iii) Any amendment to the bylaws meaning (a) increase or reduction in capital; (b) change in any right resulting from the class and type of the shares issued by the Company; (c) changes in the number of the Company's directors; (d) amendment to the corporate purpose; or (e) change in the competence of the General Meeting or the Board of Directors and/or the respective approval quorums;

(iv) Application for bankruptcy, judicial or extrajudicial reorganization, liquidation or dissolution of the Company and/or the companies it directly or indirectly controls;

(v) The performance, by the Company, of any gratuitous act involving values higher than one million reais (R\$ 1,000,000.00);

(vi) Approval of the plans for the offer of shares, stock options, subscription bonus, as well as any other public offers of securities issued by the Company and/or the companies it directly or indirectly controls;

(vii) Approval of the execution, size and structure of an initial public offer for the shares issued by the Company;

(viii) Reduction in the mandatory dividend;

(ix) Annual approval of the officers' reports and the Company's annual financial statements;

(x) The approval of: 1) the Company's reinvestment policy; 2) proposition by the

management bodies related to the use of the Company's profits; 3) establishment of the term for the payment of dividends to the shareholders by the Company; and 4) Constitution of profit or capital reserves by the Company;

(xi) Redemption, repurchase or amortization of the Company's shares, the terms and conditions of such operations, including, without limitation, the amounts to be paid, concerning the parameters set in the laws; and

(xii) The approval of the matters provided in the article 10 above, except for the items (viii) and (xi) (whose resolution is the Company's Board of Directors exclusive competence due to express legal provision), whenever not submitted to the Company's Board of Directors resolution or, if submitted, they were not approved and were requested by the Company's General Shareholders' Meeting.

Article 34 - General Meetings shall be called, convened and presided over by the Chairman of the Board of Directors, to be seconded by a shareholder, or not, selected among the present parties.

Article 35 – The General Meeting agenda and resolutions shall be registered in the relevant book, the minutes shall be signed by the members of the presiding board and the shareholders present.

CHAPTER VIII HUMAN RESOURCES AND COMPENSATION COMMITTEE

Article 36 – The Human Resources and Compensation Committee shall be the only one for the Company and its controlled entities, pursuant to the laws in force, and shall consist of five (5) members, individuals and residing in the country, as elected and removed by the Board of Directors, and at least one of them shall not be an Officer, for a two (2) year office term, reelection allowed, and office terms shall not exceed ten (10) years, pursuant to the laws in force.

1st Paragraph – The Human Resources and Compensation Committee shall report directly to the Company's Board of Directors

2nd Paragraph – By the end of the ten (10) year office term, pursuant to the Caput of the Article 36 above, the Human Resources and Compensation Committee member may join again such organizational component of the Company after three (3) years at least.

3rd Paragraph – In case of vacancy, either due to resignation or removal, and, as a result, the number of the Committee members is lower than four (4), the Board of Directors shall elect a replacement to hold the position until the end of the replaced member's office term.

Article 37 – The Human Resources and Compensation Committee shall meet on a quarterly basis, or on an extraordinary basis, upon the call notice from any of its members, and the Human Resources and Compensation Committee meeting shall be effectively called to order upon the presence of the majority of its members.

Article 38 – The Human Resources and Compensation Committee members shall not be compensated for holding their positions. In case a non-employee is appointed, his/her compensation shall be set by the Board of Directors, pursuant to the market parameters.

Article 39– The Human Resources and Compensation Committee shall, in addition to other duties as set by the laws or regulatory rules:

(i) prepare the compensation policy applicable to the Officers of the Company and its controlled entities, and submit to the Board of Directors the diverse forms of fixed and variable compensation, in addition to benefits and special hiring and dismissal programs;

(ii) supervise the implementation and operationalization of the compensation policy applicable to the Officers of the Company and its controlled entities;

(iii) on a yearly basis revise the compensation policy applicable to the Officers of the Company and controlled entities, recommending corrections or upgrades to the Board of Directors;

(iv) propose to the Board of Directors the amount of the aggregate compensation for the Officers of the Company and controlled entities to be submitted to the General Meeting, pursuant to the Article 152 of the Law n. 6.404/76;

(v) review future internal and external scenarios and their potential impacts on the compensation policy applicable to the Officers of the Company and controlled entities;

(vi) review the compensation policy applicable to the Officers of the Company and controlled entities against market practices, in order to identify any significant divergences concerning similar companies, thereby proposing any required adjustments;

(vii) take measures to ensure the compensation policy applicable to the Officers of the Company and its controlled entities remains permanently compatible with the risk management policy, the Company's goals and the current and expected financial status and the laws in force; and

(viii) advise the Board of Directors concerning matters related to Compensation and Human Resources such Board is responsible for.

Article 40 – The Human Resources and Compensation Committee shall prepare, on a yearly basis, within ninety (90) days, as of the base date of December 31, a document named "Human Resources and Compensation Committee Report", to contain, at least, the information required by the National Monetary Council Resolution n. 3.921/2010, which shall remain available for the Central Bank of Brazil for five (5) years.

Sole Paragraph – The Human Resources and Compensation Committee Report shall contain information related to the financial institutions controlled by the Company.

CHAPTER IX

FISCAL YEAR, PROFITS AND DISTRIBUTION

Article 41 - The fiscal year shall coincide with the calendar year, to end on December 31 each year, time when the financial statements shall be prepared in accordance with the legal and regulatory provisions, to be submitted to the General Meeting's approval.

Sole Paragraph – The Company shall prepare a half-yearly balance sheet on June 30 each year.

Article 42 – From the net income determined, subtracted or added by the values provided in the article 202 of the Law nr 6.404/76, twenty five percent (25%) shall be stated and paid as the minimal mandatory dividends to the shareholders, and the balance shall remain at the Meeting's disposal.

Sole Paragraph – The amount of the net income not intended for the payment of dividends shall be retained in the expansion reserve intended for the investments designed for the expansion of the Company's business, up to the capital stock limit, pursuant to the article 199 of the Law 6404/76, then in force.

Article 43 - The Board of Directors can declare the dividends to the account of the net income determined in the half-yearly balance sheets and prepare the balance and distribute dividends in shorter time periods, pursuant to the legal provisions, as well as declare interim dividends to the retained earnings or the profit reserves existing in the last yearly or half-yearly balance sheet. The Board of Directors can also authorize the distribution of profits to the shareholders as interest on own capital, as provided in the 9th Article of the Law 9249 of 12.26.95, as amended by the 78th Article of the Law 9430 of 12.27.96 and in the respective regulations.

Article 44 – The General Meeting can grant the members of the Board, Directors and employees of the Company with profit sharing pursuant to the laws in force.

CHAPTER X DISSOLUTION AND LIQUIDATION

Article 45 – The Company shall be dissolved and undergo liquidation under the events provided in the Laws, and the General Meeting shall define how it shall be carried out, including the appointment of an administrator and the Inspection Committee which will execute it during the liquidation time.

CHAPTER XI GENERAL

Article 46 -- the Company shall observe the shareholders' agreement filed in its main office, and the members of the presiding board (including the chairman) of the General Meeting or the Board of Directors shall not expressly accept the declaration of votes from any shareholder signing the shareholders' agreement duly retained in the archives in the corporate main office, which is cast in disagreement with such agreement provisions, and the Company shall not expressly accept and proceed with the transfer of actions upon the encumbrance and/or assignment of the preemptive right over the subscription of shares and/or other securities not complying with the shareholders' agreement provisions.