



## BANCO ITAÚ HOLDING FINANCEIRA S.A.

CNPJ. 60.872.504/0001-23    A Publicly Listed Company    NIRE. 35300010230

Authorized Capital: up to 6,000,000,000 shares  
Subscribed and Paid-in Capital: R\$ 29,000,000,000.00 – 4,155,396,563 shares

### EXTRAORDINARY GENERAL MEETING OF NOVEMBER 28, 2008

On November 28, 2008 at 5:00 p.m., the stockholders of **BANCO ITAÚ HOLDING FINANCEIRA S.A.** met in the auditorium of the company's registered offices at Praça Alfredo Egydio de Souza Aranha 100, 9th floor, in the city and state of São Paulo for an Extraordinary General Meeting, convened by notices published in the newspapers, "Valor Econômico", editions for November 13 (page C5), November 14 (page C11) and November 17, 2008 (page C11) and "Diário Oficial do Estado de São Paulo", editions of November 13 (page 9), November 14 (page 18) and November 15, 2008 (page 18), with the following AGENDA:

1. altering the corporate name to **Itaú Unibanco Banco Múltiplo S.A.**;
2. altering the composition of the Board of Directors which shall now have an even number of members, composed of a minimum of 10 and a maximum of 14 members;
3. improving the provisions with respect to the basic conditions for the composition and election of the Audit Committee;
4. increasing the maximum number of members of the Board of Executive Officers (from 15 to 20 members);
5. altering the wording of articles 1, 5 (5.1), 7 (7.1 and 7.1.1) and 11 (11.1) of the corporate bylaws in view of the preceding items;
6. reestablishing the Board of the Directors, thereby terminating the current annual term of office.

With the signatures in the appropriate register indicating the presence of stockholders representing more than two thirds of the voting stock, the Meeting was declared in session. In accordance with the statutory provisions, the presidency was assumed by Roberto Egydio Setubal, Chief Executive Officer, who invited the stockholder, Carlos Roberto Zanelato, to act as secretary, thus completing the Meeting's presiding officials.

Beginning the agenda, the President requested the Secretary to read the following:

### "PROPOSAL OF THE BOARD OF DIRECTORS

Stockholders,

The Board of Directors of **BANCO ITAÚ HOLDING FINANCEIRA S.A.** believes it opportune to submit to the examination and resolution of the General Meeting the following proposals within the scope of the corporate reorganization process arising from the ITAÚ and UNIBANCO Merger:

#### I – CORPORATE NAME

To alter the corporate name from Banco Itaú Holding Financeira S.A. to **Itaú Unibanco Banco Múltiplo S.A.**, Article 1 of the corporate bylaws being reworded as follows:

'Article 1 - DENOMINATION, TERM AND HEAD OFFICE- The publicly listed joint stock company governed by these bylaws and denominated Itaú Unibanco Banco Múltiplo S.A., incorporated for an indeterminate period and with head office and address for legal purposes in the city of São Paulo and state of São Paulo.'

## II – BOARD OF DIRECTORS

To alter the composition of the Board of Directors, which shall now have an even number of members, composed of a minimum number of 10 (ten) and a maximum of 14 (fourteen) members, Article 5 (5.1) of the corporate bylaws shall now read:

**'5.1.** The Board of Directors shall have an even number of members, composed of a minimum of 10 (ten) and a maximum of 14 (fourteen) members. Within these limitations, it is the responsibility of the General Meeting which elects the Board of Directors to initially establish the number of Directors who will comprise this body for each term of office.'

## III – AUDIT COMMITTEE

To improve the provisions relative to the basic conditions for the composition and election of members to the Audit Committee, Article 7 (7.1 and 7.1.1) of the corporate bylaws shall be worded as follows:

**'7.1.** The Audit Committee shall comprise from 3 (three) to 7 (seven) members, elected annually by the Board of Directors from among the members of the Board itself and professionals of proven knowledge of the accounting and auditing areas, conditional on: (i) the chair being held by one of the members of the Board of Directors; (ii) at least one of the members of this Committee, being designated the Financial Specialist, shall have proven knowledge of the accounting and auditing areas.

**7.1.1.** The basic conditions for assuming a position on the Audit Committee are:

**a)** not to be, or not to have been, in the past (12) twelve months: (i) a director of the company or its affiliates; (ii) an employee of the company or its affiliates; (iii) responsible technician, director, manager, supervisor or any other member, with a managerial function, of the team involved in auditing work at the company or its affiliates; (iv) member of the Fiscal Council of the company or its affiliates; (v) controlling stockholder of the company or its affiliates; or (vi) a private individual owner of a direct or indirect stake higher than ten percent of the voting capital of the company or its affiliates;

**b)** not to be a spouse, or family member in a direct or a collateral line or by affinity, up to twice removed, of the said persons in section "a".'

## IV – BOARD OF EXECUTIVE OFFICERS

To increase from 15 (fifteen) to 20 (twenty), the maximum limit of members of the Board of Executive Officers, Article 11 (11.1) of the bylaws to read as follows:

**'11.1.** The Board of Executive Officers shall comprise 5 (five) to 20 (twenty) members, to include the Chief Executive Officer, Senior Vice Presidents, Executive Vice Presidents, Executive Officers, Senior Managing Directors and Managing Directors, in accordance with what is decided by the Board of Directors when establishing these positions.'

## V – RECOMPOSITION OF THE BOARD OF DIRECTOR

To reestablish the Board of Directors of the company, thereby terminating the current annual term of office, which shall end with the taking of office of the members of the Board elected by the Ordinary General Meeting of 2009.

Finally it is proposed to publish the minutes of the Meeting, omitting the names of the stockholders present as permitted by paragraph 2, Article 130 of Law 6,404/76.

This is the proposal which we submit for the examination of Stockholders. São Paulo-SP, November 12 2008. (signed) Carlos da Camara Pestana – Chairman; José Carlos Moraes Abreu, Alfredo Egydio Arruda Villela Filho and Roberto Egydio Setubal – Vice-Chairmen; Alcides Lopes Tápías, Alfredo Egydio Setubal, Fernão Carlos Botelho Bracher, Gustavo Jorge Laboissiere Loyola, Henri Penchas, Persio Arida, Ricardo Villela Marino, Roberto Teixeira da Costa, Sergio Silva de Freitas and Tereza Cristina Grossi Togni - Directors."

Following which, the President submitted the Board of Directors' Proposal to discussion and voting, which resulted in total approval (with the sole exception of the abstention of stockholder Caixa de Previdência dos Funcionários do Banco do Brasil-PREVI in the voting on item V of the Proposal), the consolidated wording of the corporate bylaws,

following the amendments to Articles 1, 5 (5.1), 7 (7.1 and 7.1.1) and 11 (11.1), all other provisions remaining unaltered, therefore now being in force in the form of the attachment to these minutes, which hereby become an integral part of the same.

The President next clarified that it was the responsibility of the Meeting, finalizing the agenda, to reestablish the Board of Directors, thereby terminating the current annual term of office, which shall end with the taking of office of the members of the Board elected by the Ordinary General Meeting of 2009.

The President further clarified that no request had been received for the adoption of the cumulative voting system for the election of members to the Board of Directors, and requested that minority stockholders, holders of common or preferred shares, manifest themselves as regards the right to elect a member to the Board of Directors, as assured by § 4 of Article 141 of Law Nr. 6,404/76. In the absence of any manifestation regarding the exercising of this right, the President opened up the composition of the Board of Directors to discussion.

Offered the floor, Dr. Renato Roberto Cuoco, in his capacity as legal representative of controlling shareholder Itaúsa – Investimentos Itaú S.A., proposed to fill 14 (fourteen) positions in the Board of Directors, as follows:

a) election of stockholders **PEDRO MOREIRA SALLES**, Brazilian, married, banker, bearer of Brazilian identity card RG-SSP/SP number 19.979.952, enrolled in the Brazilian tax register (CPF) under number 551.222.567-72, domiciled in the city and state of São Paulo at Avenida Eusébio Matoso, 891, 4º floor; **FERNANDO ROBERTO MOREIRA SALLES**, Brazilian, married, industrial, bearer of Brazilian identity card RG-SECC/RJ 2.066.712-7, enrolled in the Brazilian tax register (CPF) under number 002.938.068-53, domiciled in the city and state of São Paulo at Avenida Eusébio Matoso, 891, 22º floor; **CANDIDO BOTELHO BRACHER**, Brazilian, married, business administrator, bearer of Brazilian identity card RG-SSP/SP 10.266.958-2, enrolled in the Brazilian tax register (CPF) under number 039.690.188-38, domiciled in the city and state of São Paulo, at Av. Brigadeiro Faria Lima, 3.400, 4º floor; **FRANCISCO EDUARDO DE ALMEIDA PINTO**, Brazilian, divorced, economist, bearer of Brazilian identity card RG-IFP/RJ 04.061.799-5, enrolled in the Brazilian tax register (CPF) under number CPF 664.266.777-87, domiciled in the city and state of São Paulo at Avenida Eusébio Matoso, 891, 22º floor; **ISRAEL VAINBOIM**, Brazilian, divorced, engineer, bearer of Brazilian identity card RG-SSP/SP 14.189.351, enrolled in the Brazilian tax register (CPF) under number CPF 090.997.197-87, domiciled in the city and state of São Paulo at Avenida Eusébio Matoso, 891, 22º floor; **PEDRO LUIZ BODIN DE MORAES**, Brazilian, married, economist, bearer of Brazilian identity card RG-IFP/RJ 3.733.122, enrolled in the Brazilian tax register (CPF) under number CPF 548.346.867-87, domiciled in England, at Evelyn Gardens, 32, Flat 5, London, UK, SW7 3BJ;

b) re-election of the following current Board members **ROBERTO EGYDIO SETUBAL**, Brazilian, married, engineer, bearer of Brazilian identity card RG-SSP/SP number 4.548.549, enrolled in the Brazilian tax register (CPF) under number 007.738.228-52, domiciled in the city and state of São Paulo, at Praça Alfredo Egydio de Souza Aranha, 100, Torre Itaúsa, 10th floor; **ALCIDES LOPES TÁPIAS**, Brazilian, married, lawyer, bearer of Brazilian identity card RG-SSP/SP number 3.262.877, enrolled in the Brazilian tax register (CPF) under number 024.054.828-00, domiciled in the city and state of São Paulo, at Av. Paulista, 1294, 10th floor; **ALFREDO EGYDIO ARRUDA VILLELA FILHO**, Brazilian, married, engineer, bearer of Brazilian identity card RG-SSP/SP number 11.759.083-6, enrolled in the Brazilian tax register (CPF) under number 066.530.838-88, domiciled in the city and state of São Paulo, at Av. Sansão Alves dos Santos, 102 – 5th floor; **ALFREDO EGYDIO SETUBAL**, Brazilian, married, administrator, Brazilian identity card RG-SSP/SP number 6.045.777-6, enrolled in the Brazilian tax register (CPF) under number 014.414.218-07, domiciled in the city and state of São Paulo, at Praça Alfredo Egydio de Souza Aranha, 100, Torre Eudoro Villela, 13th floor; **GUSTAVO JORGE LABOISSIERE LOYOLA**, Brazilian, married, PhD in economy, Brazilian identity card RG-SSP/DF number 408.776, enrolled in the Brazilian tax register (CPF) under number 101.942.071-53, domiciled in the city and state of São Paulo, at Rua Estados Unidos, 498; **HENRI PENCHAS**, Brazilian, married, engineer, bearer of Brazilian identity card RG-SSP/SP number 2.957.281, enrolled in the Brazilian tax register (CPF) under number 061.738.378-20, domiciled in the city and state of São Paulo, at Praça Alfredo Egydio de Souza Aranha, 100, Torre Conceição, 12th floor; **RICARDO VILLELA MARINO**, Brazilian, married, engineer, bearer of Brazilian identity card RG-SSP/SP number 15.111.115-7, enrolled in the Brazilian tax register (CPF) under number 252.398.288-90, domiciled in the city and state of São Paulo, at Praça Alfredo Egydio de Souza Aranha, 100 – Torre Alfredo Egydio – 12º floor; and by indication of the Bank of America Corporation, the Director **GUILLERMO ALEJANDRO CORTINA**, Argentine, married, banker, bearer of United States passport number 403758854, enrolled in the Brazilian tax register (CPF) under number 232.341.518-22, domiciled at 4743 Binford's Ridge Road, Charlotte, North Carolina, United States of America.

All corroborative documentation indicating the necessary conditions for eligibility having been verified as correct pursuant to Articles 146 and 147 of Law 6,404/76, to National Monetary Council Resolution 3,041/02 and Article 3 of the Brazilian Securities Commission (CVM) Instruction 367/02, the Meeting decided to approve in full the proposals tabled by the stockholder Itaúsa – Investimentos Itaú S.A., with the sole exceptions of the abstention of stockholder Caixa de Previdência dos Funcionários do Banco do Brasil-PREVI and the dissenting vote of stockholder Elizabeth Cruz de Oliveira.

The President then requested to pay tribute and to register a vote of gratitude to all those Members of the Board who are not being re-elected, Dr. Fernão Carlos Botelho Bracher, Dr. Persio Arida, Dr. Roberto Teixeira da Costa, Dr. Sérgio

Silva de Freitas and Dra. Tereza Cristina Grossi Togni and, especially, to Dr. José Carlos Moraes Abreu and Dr. Carlos da Camara Pestana, for all they have done for us. He added that Dr. Moraes Abreu and Dr. Camara Pestana, who have already occupied the positions of President of the Board of Executive Officers and Chairman of the Board of Directors of the Bank, will stay with us in the capacity of Chairman and Vice-chairman of the Board of Directors of Itaúsa – Investimentos Itaú S.A., respectively.

As a final item, the Meeting unanimously decided to register in these minutes:

**a)** the death this week, at 95 years of age, of Advisory Board Member LUIZ EDUARDO CAMPELLO, who took so active a part in the business and socio-cultural life of the state of São Paulo;

**b)** the enormous sorrow felt by all for the death, on August 27, 2008, of the Chairman of the Board of Directors, Dr. OLAVO EGYDIO SETUBAL, an outstanding entrepreneur and successful public figure; in the world of business, Dr. Olavo Setubal joined the Banco Federal de Crédito in the 1950s and, together with Dr. Eudoro Villela, restructured the institution and turned it into the foundation for the creation of Banco Itaú Holding Financeira, which became one of the leading financial conglomerates of Latin America and now, with the association between ITAÚ and UNIBANCO, the largest private sector financial conglomerate in the Southern Hemisphere.

With no further items on the agenda and as no one present desired to make any further statement, the President thanked all for their presence, declaring the Meeting concluded and requesting the drafting of these minutes. These having been read and approved were signed by all the stockholders present. São Paulo-SP, November 28, 2008 (signed) Henri Penchas – President; Carlos Roberto Zanelato – Secretary; Stockholders: ...

ALFREDO EGYDIO SETUBAL

Investor Relations Officer

[Access here the complete Minute with Company's Bylaws.](#)