

## INTERNAL CHARTER OF THE RELATED PARTIES COMMITTEE

**1. CHARTER** – The functioning of the Related Parties Committee (“Committee”) of Itaú Unibanco Holding S.A. (“Itaú Unibanco” or “Company”), as well as the presentation of opinions and the making of themes of the Committee to the management organs and the General Stockholders’ Meeting shall be regulated by this Internal Charter (“Charter”).

**2. COMPOSITION** - The Committee reports to the Board of Directors of the Company (“Board of Directors”) and shall be made up of 3 (three) members elected annually by the Board of Directors from among its members deemed as independent.

**2.1.** The Chairman shall be nominated by the Board of Directors from among the Directors, who are elected members of the Committee.

**2.2.** The function of a member of the Committee may not be delegated.

**2.3.** The Board of Directors may elect or remove members at any time.

**2.4.** In the event of a seat on the Committee becoming vacant due to removal, resignation, death, proven incapacity, invalidity or loss of mandate or other reasons provided in law, the Board of Directors shall nominate the substitute to complete the term of office of the member so replaced.

**3. FUNCTIONS OF THE COMMITTEE** – It is incumbent on the Committee to analyze the transactions between Related Parties which have a Significant Amount, as defined in the Policy for Transactions with Related Parties (“Policy”), assuring equality and transparency in such a way as to guarantee stockholders, investors and other stakeholders that the Company employs the best practices of Corporate Governance, behooving it to:

**(i)** analyze if the transactions are in accordance with Market Conditions as set forth in the terms and conditions contained in the respective Policy and aligned with the other practices used by the Company’s Management such as the guidelines in its Code of Ethics;

**(ii)** in the respective analysis, verify and highlight the advantages of the transaction to the Company, as well as if it meets the requirements in the respective Policy and further if it benefits one of the parties in an improper manner;

**(iii)** approve the transactions and report them on a quarterly basis to the Board of Directors;

(iv) monitor compliance with the Policy, proposing its review to the Board of Directors, whenever necessary; and

(v) if deemed pertinent, engage outside consultants for assistance, ensuring the integrity and confidentiality of the work, without exempting the Committee from its responsibilities.

**4. MEETINGS** – The Committee shall meet when necessary, pursuant to the rules of the Policy and upon convening by its Chairman.

4.1. The convening of the meetings of the Committee shall be conducted through notices which shall be sent at least 48 (forty-eight) hours prior to the meeting, by telephone or e-mail.

4.2. The convening notice of a meeting is waived when all the members of the Committee are present.

4.3. The members of the Committee shall attend, at least, 75% (seventy-five percent) of the meetings held in each term of office.

4.4. Resolutions may be adopted at on site meetings, via conference call or video conference or in addition, through electronic mail.

4.5. The agenda of the meeting and supporting documentation whenever possible shall be distributed to the members of the Committee prior to the meeting.

4.6. Resolutions shall be adopted by the absolute majority of its members.

4.6.1. In the event of a tie due to a vacancy on the Committee (item 2.4), exceptionally it shall be incumbent on the Chairman to cast the deciding vote.

**5. DUTIES** – In addition to complying with the legal duties inherent to the position, the members of the Committee shall base their conduct on the highest ethical standards as well as observe and stimulate good practices of corporate governance in the Company, rigorous confidentiality to be maintained with respect to any material information related to the Company if still not officially disclosed to the market.

5.1. The members of the Committee are subject to the same duties as the director.

**6. CONTINGENCIES NOT COVERED** – Contingencies not covered in this Charter shall be resolved by the Chairman, “ad referendum” of the Committee.

**7. AMENDMENTS** – This Charter may only be amended by the Board of Directors.

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