



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 1

I, Lucas Livingstone Felizola Soares de Andrade, Sworn Public Translator, attest that I was presented with an original document in Portuguese language to be translated to the English language, which I perform in compliance with my duty, as follows://

[There appears seal of the TRADE BOARD OF THE STATE OF SÃO PAULO PROTOCOL 0.923.159/16-2]//

BANCO INDUSTRIAL DO BRASIL S.A.//

CNPJ No. 31.895.683/0001-16//

NIRE 35.300.119.339//

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON 06.10.2016

DATE://

June 10th, 2016, at 10:00 a.m.//

PLACE://

Headquarters, at Av. Presidente Juscelino Kubitschek, n° 1703 - Vila Nova Conceição - São Paulo-SP.//

ATTENDANCE://

All shareholders.//

BOARD OF THE MEETING://

Chairman: Carlos Alberto Mansur.//

Secretary: Eduardo Barcelos Guimarães.//

AGENDA://

1. Restructure the wording of the sole paragraph of article 1 of the Bylaws, in order to evidence that the change of address of the head office, as long as within the same municipality, may be resolved by resolution of the Board of Directors.//

2. Adapt the wording of Section V of Chapter IV of the Ombudsman Office, pursuant item I, II and III of art. 9 of the Resolution-CMN No. 4.433, of July 23rd, 2015; and//

3. -----Reform the Bylaws.//

RESOLUTIONS://

The shareholders present, by unanimous vote and without any restrictions, resolve the following://

1. Restructure the wording of the sole paragraph of article 2 of the Bylaws, in order to evidence that the alteration of address of the head office, as long as within the same municipality, may be resolved by resolution of the Board of Directors. Thus, the sole paragraph of article 2 of the Bylaws shall be read as follows://

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 2

Article 2. The Bank has its headquarters and legal domicile at Avenida Juscelino Kubitschek, No. 1.703, Itaim Bibi, CEP No. 04.543-000, in the City and State of São Paulo.//

Sole Paragraph - The Bank may: (i) change the address of the head office, as long as within the same municipality; and (ii) open and close or change the address of branches, agencies, stations, administrative units or offices of the Bank in the country through resolution of the Executive Committee, or abroad, upon approval of the Board of Directors.//

Adapt the wording of Section V of Chapter IV of the Ombudsman Office, pursuant item I, II and III of art. 9 of the Resolution-CMN No. 4.433, of July 23rd, 2015, which shall be read as follows://
Section V – Ombudsman Office//

Article 33. - The Ombudsman Office, permanently operating, will have the following attributions://

a) provide last resort service to the demands of clients and users of products and services which have not been solved by the company's primary service channels;//

b) act as communication channel between the company and the clients and users of products and services, including in conflicts' arbitration; and//

c) inform the company's Board of Directors regarding the Ombudsman Office's activities.//

Article 34. - The attributions of the Ombudsman Office cover the following activities://

a) attend, register, instruct, analyze and give formal and appropriate treatment to demands of the clients and users of products and services;//

b) provide clarification to plaintiffs regarding the progress of the demands, informing the expected term for the response, which may not exceed ten business days, which may be extended, exceptionally and in a justified manner, once, for an equal period, limited to the number of extensions to 10% (ten percent) of the total demands in the month, the plaintiff being informed on new reasons for the extension;//

c) -----submit conclusive response for the demand within the expected term;//

d) keep the Board of Directors of the company informed on the problems and deficiencies detected in the compliance with their attributions and on the result of the measures adopted by the company's managers to solve them; and//

e) prepare and submit for internal audit and to the Board of Directors of the company, at the end of each semester, quantitative and qualitative report on the activities developed by the Ombudsman Office in the compliance with its attributions.//

Article 35. The Company shall have an Ombudsman Office, comprised by an Ombudsman, which shall be appointed by the Board among the persons who meet the conditions and minimum requirements to ensure the smooth operation, being qualified in subjects related to ethics,

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 3

consumer rights and protection, and conflicts' arbitration, with a term of office of 3 (three) years.//
Sole Paragraph - The Board may dismiss the Ombudsman if it fails to comply with the attributions provided in articles 33 and 34, or replace it at any time.//

Article 36. Appropriate conditions for the Ombudsman Office will be given for its smooth operation, as well as for its operation to be guided by transparency, independence, impartiality and exemption.//

Article 37. The Ombudsman Office will have access to the information necessary for the preparation of appropriate response to received demands, with full management support, and may request information and documents to exercise its activities in the compliance with its attributions.//

3. For the purpose of filing in the Trade Board of the State of São Paulo, the Bylaws, properly consolidated, is attached at the end of these minutes.//

CLOSURE://

There being nothing further, Mr. President suspended the works for the time necessary to draw up these minutes in proper book, which was read, approved and signed by everyone. São Paulo, June 10, 2016. //

SIGNATURES://

Chairman: Carlos Alberto Mansur.//

Secretary: Eduardo Barcelos Guimarães.//

Shareholders: CARLOS ALBERTO MANSUR; and//

CM - INDÚSTRIA E COMÉRCIO LTDA, represented by Mr. Carlos Alberto Mansur.//

This is a true copy of the minutes drawn up in proper book.//

[There appears signature of Carlos Alberto Mansur – Chief Executive Officer]//

BANCO INDUSTRIAL DO BRASIL S/A//

BYLAWS//

CHAPTER 1 - NAME, HEADQUARTERS, PURPOSE AND TERM//

Article 1 BANCO INDUSTRIAL DO BRASIL S.A. ("Bank") is a joint-stock company governed by the present Bylaws and the applicable legal provisions, including Law No. 6.404 of December 15th, 1.976, as amended ("Stock Corporations Act").//

Sole Paragraph - With the admission of the Bank to Level 1 of Corporate Governance ("Level 1") of São Paulo Stock Exchange ("BOVESPA") the Bank, its shareholders, administrators and members of the Audit Committee, one set up, are subject to the provisions of BOVESPA Level 1 Listing Regulations ("Level 1 Regulations").//

Article 2 The Bank has its headquarters and legal domicile at Avenida Juscelino Kubitscheck,

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 4

No. 1.703, Itaim Bibi, CEP No. 04.543-000, in the City and State of São Paulo.//

Sole Paragraph - The Bank may: (i) change the address of the head office, as long as within the same municipality; and (ii) open and close or change the address of branches, agencies, stations, administrative units or offices of the Bank in the country through resolution of the Executive Committee, or abroad, upon approval of the Board of Directors.//

Article 3. The corporate purpose of the Bank shall be the practice of active, passive and supplementary operations and authorized services to multiple banks with commercial, investment, credit, financing and investment and commercial lease portfolios, including exchange rate and administration of the securities portfolio, as well as participate in other companies, according to legal and regulatory provisions applicable to its type of financial institution.//

Article 4. The duration of the Bank is indefinite.//

Chapter II- Share Capital and Shares //

Article 5. The Banks' share capital, fully subscribed and paid-in shall be of R\$367,222,709.46 (three hundred sixty-seven million, two hundred twenty-two thousand, seven hundred and nine reais and forty-six cents), divided into 171,317,301 (one hundred seventy-one million, three hundred seventeen thousand, three hundred and one) shares, being 113,735,909 (one hundred thirteen million, seven hundred thirty-five thousand, nine hundred and nine) ordinary shares and 57,581,392 (fifty-seven million, five hundred eighty-one thousand, three hundred and ninety-two) preferred shares, all registered, without certificates, without par value.//

Paragraph One. The Bank's share capital shall be represented by ordinary and preferred shares.//

Paragraph Two. Each ordinary share confers one right to vote in resolutions of the Bank's General Meetings.//

Paragraph Three. Preferred shares do not confer the right to vote in resolutions of the General Meeting, being assured to them the following preferences and benefits://

(i)priority in capital reimbursement in the event of liquidation of the Bank, without premium;//

(ii) -----participation in profits distributed on equal terms of the ordinary shares; and//

(iii)right to be included in public sale offer of Bank Control for the same price offered to Control shares, according to definitions provided in Chapter VII of the Bylaws. //

§ 4. All shares of the Bank shall be without certificates and shall be retained on deposit account, in the name of its holders, in a financial institution authorized by the Securities Commission ("CVM") with whom the Bank maintains an custody agreement in force, without certificates issuance.//

§ 5. The depository institution may charge shareholders for the cost of transfer and amendment services of the property of shares without certificates, as well as the cost of services related to the

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 5

shares under custody, subject to the maximum limits set forth by CVM.//

§ 6. It is prohibited the issuance of beneficiary parties by the Bank.//

§ 7. The shares shall be indivisible in relation to the Bank. When the share belongs to more than one person, the representative of the group shall be entitled to the rights conferred to the share.//

Article 6. The Bank is authorized to increase its share capital up to the issuance limit of 44,000,000 (Forty-four million) new shares, all registered, without certificates, and without par value, regardless of statutory reform, by resolution of the Board of Directors, being also entitled to establish issuance conditions, including price, term and paying in.//

Paragraph One. The Bank's resolution to increase its share capital upon incorporation of reserves or accumulated profits, according to standards issued by the National Monetary Council, shall be under the responsibility of the General Meeting, after consulting the Audit Committee, if set up.//

Paragraph Two. The Bank may issue shares and subscription bonuses within the authorized capital limit, as provided in the head of this article.//

Paragraph Three. The increase in the Bank's share capital, with share issuance, may include one or more types or classes of shares, without maintaining proportions between shares of each type or class, subject, concerning preferred shares, to the limit provided by law.//

§ 4. The Board of Directors, when resolving on the eventual capital increase under the terms of the head of this clause, may, pursuant to Article 172 of the Stock Corporations Act, exclude the right of first refusal or reduce the term of its exercise, in issuance of ordinary shares and subscription bonuses, whose placement shall be conducted upon (i) trade in stock exchange or public subscription, or (ii) exchange of shares, in public offer control acquisition, within the legal terms and the authorized capital limit.//

§ 5. In the event of a capital increase that was not fully subscribed by the holder of rights of first refusal or without contact with a sufficient number of people interested in the respective public distribution, the total or partial subscription of such capital increase by the controlling shareholder shall cause it to take all necessary actions to restore the minimum percentage of outstanding shares of 25% of the share capital, within six months following the subscription approval.//

Article 7. The Bank may, by resolution of the Board of Directors and according to plan approved by the General Meeting, establish conditions and grant purchase option or share subscription, without the right of first refusal to shareholders, subject to the dilution limit of 5% (five percent) of the share capital, on behalf of administrators, employees or individuals rendering services to the Bank or companies controlled by the Bank, directly or indirectly.//

Sole Paragraph - The Bank may, by resolution of the Board of Directors, obtain its own shares to keep them in treasury and for later disposal or cancellation, up to the amount of the available

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 6

profits or reserves balance, except the legal, without reduction in the share capital, subject to the applicable legal and regulatory provisions.//

Chapter III - General Meeting//

Article 8. The General Meeting shall meet, ordinarily, within the 4 (four) months subsequent to the end of the fiscal year and, extraordinarily, whenever corporate interests so require, subject, in its calling, set up and resolution, to the relevant legal requirements and provisions of the present Bylaws. //

Paragraph One. The first calling for General Meeting shall be made, at least, 15 (fifteen) calendar days in advance, and the second at least 8 (eight) days in advance. The General Meeting shall be chaired by the President of the Board of Directors or, in his/her absence, by its deputy, and its secretary shall be a shareholder appointed by the Chairman of the Meeting among those present.//

§ 2. The General Meeting, except special quorum required by law, shall be set up, on first call, with the presence of shareholders representing, at least, 50% (fifty percent) of the share capital, and on second call, it shall be set up in the presence of any quorum.//

Article 9. To be a part of the General Meeting, the shareholder shall deposit in the Bank, at least 3 (three) calendar days in advance, from the date of the respective meeting: (i) slip issued by the financial institution depository of the shares without certificates held by it or under custody, pursuant to Article 126 of Stock Corporations Act; and (ii) power of attorney, duly registered pursuant to the law and these Bylaws, in the event of shareholder's representation. The shareholder or a legal representative shall attend the General Meeting in possession of their identification documents.//

Paragraph One. The shareholder may be represented in the General Meeting by an attorney constituted for less than 01 (one) year, and who is also a shareholder, administrator of the Bank, lawyer, financial institution or administrator of investments funds representing the group.//

§ 2. Resolutions shall be made through a majority of voting shares, except in cases in which the law or these Bylaws require a higher quorum.//

CHAPTER IV - ADMINISTRATION//

SECTION I - GENERAL PROVISIONS//

Article 10. The Bank shall administrated by a Board of Directors and an Executive Board, with powers granted by the applicable law and pursuant to the present Bylaws.//

Article 11. The administrator's investiture is conditioned to prior subscription of the Administrators Term of Consent referred to by BOVESPA'S Level 1 Regulations.//

Article 12. The Ordinary General Meeting shall set up the annual global amount of the Bank administrator's compensation, which shall constitute of, under the terms of Article 152, paragraph

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 7

1, of Stock Corporations Act, variable portion represented by participation in the Bank's profits. The total of administrators' participation in the Bank's profits shall not exceed the annual compensation established by the General Meeting, nor one tenth of the profits, prevailing the lowest limit. The Board of Directors, in a meeting, shall distribute the referred remuneration among its members and the members of the Executive Board.//

SECTION II - BOARD OF DIRECTORS//

STRUCTURE//

Article 13. The Board of Directors shall be composed of at least 03 (three) and at most 07 (seven) members, shareholders or not, elected by the General Meeting of Shareholders and removed from office by it at any time, with unified term of 02 (two) years, except removal, being able to be reelected.//

§ 1. The General Meeting shall determine, by vote of the majority of the shares entitled to vote, prior to its election, the number of offices of the Board of Directors of the Bank to be filled in each financial year, subject to a minimum of 03 (three) members.//

§ 2. The Board of Directors shall consist of at least 20% (twenty per cent) of independent councilors, expressly declared as such in the General Meeting that elect them. When the application of the percentage defined in this Paragraph Two result in fractional number of councilors, it shall be rounded to the integer: (i) immediately higher if the fraction is equal to or greater than 0.5 (five tenths); or (ii) immediately lower, if the fraction is less than 0.5 (five tenths).//

§ 3. For the purposes of these Bylaws, it shall be considered as an independent councilor the one that (i) does not have any bond with the Bank, except for participation in the share capital; (ii) is not a controlling shareholder, spouse or relative up to the second degree of the controlling shareholder, is not and has not been in the last 3 (three) years bound to the company or entity related to the controlling shareholder (individuals bound to educational and/or research institutions are excluded from this restriction); (iii) has not been, in the last 3 (three) years, employee or officer of the Bank, of the controlling shareholder or company controlled by the Bank; (iv) is not a supplier or buyer, directly or indirectly, of services or products of the Bank, in magnitude involving loss of independence; (v) is not an employee or administrator of a company or entity that is offering or requiring services and/or products to the Bank; (vi) is not a spouse or relative up to the second degree of any Bank administrator; or (vii) does not receive other remuneration from the Bank, besides of councilor (cash proceeds from any participation in the capital are excluded from this restriction).//

§ 4. It is also considered an independent councilor the one elected by the multiple vote provided

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 8

for in article 141, paragraphs 4 and 5 of the Stock Corporations Act.//

§ 5. The Board of Directors shall have 01 (one) President and 01 (one) Vice President, who shall be elected by the General Meeting. In case of vacancy in the offices of President and Vice President of the Board of Directors, an Extraordinary General Meeting shall be immediately convened for election of deputies. In case of absence or temporary inability to act of the President of the Board of Directors, the Vice President of the Board of Directors shall assume the duties of the President. In case of absence or temporary inability to act of the President and Vice President of the Board of Directors, the duties of the President shall be exercised by another member of the Board of Directors appointed by the President.//

Article 14. The members of the Board of Directors shall be invested in their offices upon execution of investiture term drawn up in the Book of Minutes of the Board of Directors Meetings, remaining subject to requirements, constraints, duties, obligations and responsibilities provided by articles 145 to 158 of the Stock Corporations Act. The members of the Board of Directors may be dismissed by the General Meeting, at any moment, and shall remain in their offices until election and investiture of their successors.//

Article 15. It shall not be elected as a member of the Board of Directors, except otherwise expressly determined by the majority of the members of the Board of Directors, the one who://
(i) -is an employee or hold positions in companies deemed competitor of the Bank; or//
(ii) -----has or represents conflicting interests with the Bank.//

Article 16. In case of vacancy in the office of any member of the Board of Directors, a deputy shall be appointed, to finish the respective term, by an Extraordinary General Meeting, within 30 (thirty) days.//

Sole Paragraph - Members of the Board of Directors may not be absent from performing their duties for more than 30 (thirty) consecutive calendar days, under penalty of loss of office, except in cases of leave of absence granted by the Board of Directors itself.//

CALLING, CONVENING AND ACTION OF THE BOARD//

Article 17. The Board of Directors shall meet, ordinarily, 4 (four) times per year, quarterly and, extraordinarily, whenever applicable. The meetings of the Board of Directors shall be called by its President, upon written notification delivered at least 05 (five) calendar days in advance, and upon submission of the day's agenda. In urgent cases, the meetings of the Board of Directors may be called by its President without observing the referred term, provided all the other members of the Board are unequivocally aware. The calls may be made through letter with return receipt, fax or any other means, electronic or not, whose receipt can be proven.//

Paragraph One. The meetings of the Board of Directors shall be chaired by the President of the

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 9

Board of Directors and the secretary shall be appointed by him.//

§ 2. Regardless of formalities prescribed in this Article, a meeting shall be deemed regular when attended by all Counselors personally or represented hereby pursuant Sole Paragraph of Article 18 of these Bylaws.//

§ 3. The meetings of the Board of Directors shall be held, preferably, at the Bank's headquarters. Meetings by conference call or video conference shall be allowed, as well as their recording and transcription. Such participation shall be deemed personal presence in the meeting. In this case, the members of the Board of Directors remotely taking part in the meeting of the Board of Directors may express their vote, on the meeting date, by letter or fax or electronic mail digitally certified.//

Article 18. The meetings of the Board of Directors shall only be set up upon the presence of a majority of its acting members.//

Sole Paragraph - In case of temporary inability to act or absence, the temporarily unable or absent Board Member may grant a power of attorney to other member of the Board of Directors, so that this member can vote on its behalf in the Meetings of the Board of Directors. Alternatively, in case of temporary absence of any member of the Board of Directors, it may, based on the day's agenda, express its vote in writing, through letter, fax or electronic email digitally certified submitted to the President of the Board of Directors on the meeting day, with return receipt.//

Article 19. The resolutions of the Board of Directors shall be made upon positive vote of the majority of the acting members, being computed the votes proffered pursuant to Article 18, Sole Paragraph of these Bylaws, whereas, in case of tie, the President of the Board of Directors shall be entitled to a casting vote.//

Paragraph One. At the end of the meeting, the minutes shall be drawn up and signed by all Counselors personally attending the meeting, and later transcribed to the Book of Minutes Registry of the Board of Directors of the Bank. Votes proffered by Counselors taking part remotely in the Committee meeting or having expressed themselves pursuant to Article 18, Sole Paragraph of these Bylaws, shall equally appear in the Book of Minutes Registry of the Bank's Board of Directors, and a copy of the letter, fax or electronic message, as appropriate, containing the Counselor's vote, shall be attached to the Book immediately after transcription of the minutes.//

§ 2. The Bank's Board of Directors meeting minutes with a resolution that may affect third parties shall be filed with the trade board.//

§ 3. The Board of Directors may accept in its meetings other participants, with the purpose of proving explanation of any type, but they shall not be entitled to vote.//

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 10

Article 20. The Board of Directors has as primary function the general guidance of the Bank's business, as well as to control and monitor its performance, and it shall, specially://

(i) set forth the general guidelines for the Bank's business, decide on its financial and economic and administrative policy and create internal mechanisms for verification of compliance with its determinations;//

(ii) approve and review business plans and organizational structure of the Bank; approve and review the Investments Annual Plan of the Bank;//

(iii) approve operational and credit limits and granting of guarantees on behalf of third parties and define the competence regime;//

(iv) establish maximum credit operations limits for financial and non-financial companies;//

(v) approve biannual, annual or multi-annual plans and budgets for investment operations and administrative activities;//

(vi) authorize contracting of loans in national and foreign currency in Brazil or abroad;//

(vii) authorize acquisition and disposal of immovable property, transaction, waiver and resignation of rights of constitution of real liens//

(viii) elect and dismiss Directors, appoint deputies in case of inability to act, absence or vacancy, setting forth their duties, subject to the applicable provisions of these Bylaws;//

(ix) assign, from the remuneration global amount set forth by the General Meeting, monthly fees to each member of the administration and of the Advisory Committees of the Bank, in compliance with provisions of Article 12 of these Bylaws;//

(x) monitor the management of the Executive Committee, inspect, at any time, the Bank's books and files, request information on agreements executed or about to be executed by the Bank, and act in as many other ways which may be deemed necessary to perform its duties;//

(xi) resolve on any subject submitted to it by the Executive Committee, as well as call the members of the Executive Committee for group meetings, whenever it deems appropriate;//

(xii) authorize the constitution of real lien and provision of endorsements, bonds and guarantees and personal obligations, excluding guarantees on behalf of third parties related to the conduction of standard banking business, whose competence shall be of Directors, subject to the limitation established by the Board of Directors;//

(xiii) give its opinion on the report and accounts of the Executive Committee, as well as financial statements of the fiscal year, which shall be submitted to the Ordinary General Meeting;//

(xiv) grant, in special cases, specific authorization so that certain documents can be signed by only one Director, which shall be reflected in minutes drawn up in proper book;//

(xv) resolve on the call of the Ordinary General Meeting and, when deemed appropriate, the

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 11

Extraordinary General Meeting://

- (xvi)----- resolve on the issuance of shares and subscription bonuses;//
- (xvii)establish the price, term for paying-in and other conditions for issuance of shares and subscription bonuses, being also entitled to exclude the right of first refusal or reduce the term for its exercise in the issuance of shares and subscription bonuses whose placement is made upon sale in stock exchange or public subscription or in control acquisition public offer, as established by the law;//
- (xviii)propose a capital increase to the Extraordinary General Meeting, as appropriate, through incorporation of reserves or issuance and subscription of shares;//
- (xix)submit to the General Meeting a proposal for capital increase exceeding the authorized capital limit, as well as amendment of the Bylaws;//
- (xx)resolve on extraordinary and omitted cases, following these Bylaws and the current legislation;//
- (xxi)-----choose and dismiss independent auditors;//
- (xxii)select an institution specialized in economic assessment of companies, for the purposes of determination of the Economic Value, as provided in Articles 51 and 52 of these Bylaws;//
- (xxiii)resolve on the acquisition of shares issued by the Bank for the purposes of cancellation or holding in treasury, as well as resolving on their resale or replacement in the market, subject to the standards issued by CVM and other applicable legal and regulatory provisions;//
- (xxiv)submit to the General Meeting a proposal of winding-up, spin-off, merger and incorporation of the Bank; and incorporation of other companies by the Bank, as well as authorize, pursuant to Sole Paragraph of Article 2 of the present Bylaws, the constitution, winding-up or liquidation of branches, agencies, stations, administrative units and offices or representatives of the Bank abroad;//
- (xxv)authorize the issuance or hiring of any credit instrument for resource funding that do not usually occur in regular business or that may affect the Bank's capital structure;//
- (xxvi) -----approve the hiring of an institution to provide bookkeeping services;//
- (xxvii)approve information disclosure policies to the market and negotiation with Bank's securities; and //
- (xxviii)decide, subject to the standards of these Bylaws and the current legislation, on its agenda and adopt or enact regimental standards for its functioning.//
- (xxix) ----- appoint and dismiss members of the Remuneration Committee;//
- (xxx)approve operational rules that may be set forth by the Remuneration Committee for its own operation and be aware of the activities of the Remuneration Committee; and //

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 12

(xxxix) ----set forth the remuneration of the members of the Remuneration Committee.//

SECTION III - EXECUTIVE COMMITTEE//

Article 21. The Bank shall be administered by an Executive Committee composed of at least 05 (five) and at most 12 (twelve) members, shareholders or not, residing in this country, elected by the Board of Directors, who shall have the following duties, being permitted the accumulation of duties by the same Director: 1 (one) office of Chief Executive Officer; 2 (two) offices of Vice Chief Executive Officer; (1) office of Investors Relations Director; 1 (one) to 4 (four) offices of Director, without portfolio and up to 4 (four) offices of Deputy Director, with duties set forth in these Bylaws and granted in the meeting of the Board of Directors.//

Article 22. Members of the Board of Directors shall have a term of office of 03 (three) years, which may be renewed, and shall end on the date of the Board of Directors Meeting taking place after the third Ordinary General Meeting subsequent to that in which they were elected. The Directors shall remain in the exercise of their positions until the election and possession of their successors.//

Paragraph One. The Directors may not be absent from performing their duties for more than 30 (thirty) consecutive calendar days, under penalty of loss of office, except in cases of leave of absence granted by the Executive Committee itself.//

§ 2. In case of vacancy in the Executive Committee, the Executive Committee shall, as a collegiate body, appoint, among its members, a deputy who shall fully accumulate the duties of the replaced member, and such replacement shall last until the definitive granting of the office to be decided in the first meeting of the Board of Directors that takes place, and the deputy elected shall act until the end of the term in office in the Executive Committee.//

§ 3. Directors shall be invested in their offices upon execution of investiture term drawn up in the Book of Minutes of the Executive Committee Meetings, dismissed any management pledge, remaining subject to requirements, constraints, duties, obligations and responsibilities provided by articles 145 to 158 of the Stock Corporations Act.//

Article 23. The Executive Committee shall meet whenever corporate interest so require, being called by its Chief Executive Officer, at least 24 (twenty-four) hours in advance, or by 2/3 (two thirds) of the Directors, in this case, at least 48 (forty-four) hours in advance.//

Article 24. The resolutions in the Executive Committee meetings shall be made by a majority of votes of each meeting's participants, or those who have expressed their votes pursuant to Paragraph One of this Article, whereas, in case of tie, the Chief Executive Officer shall be entitled to a casting vote.//

Paragraph One. In the case of temporary absence of any Director, he/she may, based on the day's

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 13

agenda, express his/her vote in writing, by means of a letter or fax sent to the Chief Executive Officer, and also by electronic mail digitally certified, with return receipt by the Chief Executive Officer.//

§ 2. In the case of temporary absence of the Chief Executive Officer, his/her duties shall be performed by 1 (one) of the elected Vice Chief Executive Officers, and the Chief Executive Officer shall choose which of the elected Vice Presidents shall replace him/her. In case there is only 1 (one) elected Vice Chief Executive Officer, he/she shall replace the Chief Executive Officer automatically. In case of lack of at least 1 (one) elected Vice Chief Executive Officer at the moment of the temporary absence, the Chief Executive Officer's duties and powers shall be performed by another acting Director, to be appointed by the Chief Executive Officer him/herself.//

§ 3. Executive Committee meetings may be held by conference call, video conference or other communication means. Such participation shall be deemed personal presence in the meeting. In this case, the members of the Executive Committee remotely taking part in the meeting of the Executive Committee shall express their votes through letter, fax or electronic mail digitally certified.//

§ 4. At the end of the meeting, the minutes shall be drawn up and signed by all Directors personally attending the meeting, and later transcribed to the Book of Minutes Registry of the Executive Committee of the Bank. Votes proffered by Directors taking part remotely in the Executive Committee meeting or having expressed themselves pursuant to Sole Paragraph of this Article, shall equally appear in the Book of Minutes Registry of the Bank's Executive Committee, and a copy of the letter, fax or electronic message, as appropriate, containing the Director's vote, shall be attached to the Book immediately after transcription of the minutes.//

Article 25. The Board of Directors shall manage the corporate business in general, and the practice, for such, of all the necessary or convenient acts, except those to which the competence is, by law or by these Bylaws, attributed to the General Meeting or the Board of Directors. In performing their duties, the Directors may perform all operations and acts of ordinary administration necessary for the accomplishment of their position's goals, subject to the provisions of the present bylaws regarding the form of representation and competence to the performance of certain acts, pursuant to Article 26 et seq. and the general guidelines for business set forth by the Board of Directors.//

Article 26. The Director-President shall://

- (i) ----- direct, coordinate and supervise activities of the other Directors;//
- (ii) -----structure the Bank's services and establish internal and operational standards;//

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 14

- (iii) -----manage banking operations; //
- (iv)----- establish targets and goals for the Bank jointly with other Directors; //
- (v)assign powers to the Executive Committee for the performance of administrative acts of its competence; //
- (vi)submit to the Ordinary General Meeting a report on the Executive Committee' management jointly with opinions from the Audit Committee, whenever called, and from independent auditors; and //
- (vii)----- call and chair Executive Committee's meetings. //

Article 27. The Vice Chief Executive Officers shall: //

- (i) -----assist the Chief Executive Officer in the performance of his/her duties; //
- (ii) ----- to manage and supervise the areas conferred to it by the Board of Directors; //
- (iii)replace the Chief Executive Officer in all his/her duties and activities, whenever necessary. //

Article 28. The Investors Relations Director shall, among other duties to which he/she may be assigned: //

- (i)represent the Bank before controlling bodies and other institutions acting in the capital market, being responsible for providing information to investors, to CVM and, if applicable, to the stock exchange in which the Bank negotiates its securities, pursuant to the applicable legislation; //
- (ii)disclose and inform to CVM and, if applicable, to the stock exchange in which the Bank negotiates its securities, any act or fact of event relevant or related to its business, as well as ensure is immediate and wide spreading, simultaneously in all markets in which such securities are accepted for negotiation, according to disclosure policy approved by the Board of Directors; //
- (iii)provide information to investors, to CVM, to Banco Central, to all stock exchange in which the Bank negotiates its securities and to all bodies related to the activities developed by the Bank in the securities commission in Brazil or abroad; and //
- (iv)keep the Bank's registration as a publicly-held company updated, in compliance with CVM's applicable regulations. //

Article 29. The Directors shall be responsible for: //

- (i)the practice of all necessary or convenient acts, except those to which the competence is, by law or by these Bylaws, attributed to the General Meeting, the Board of Directors or another office of the Executive Committee; //
- (ii)active and passive representation of the Bank, in or out of court, before bodies and public and private entities, pursuant to Article 31 bellow, being entitled, for such, to constitute attorneys-in-fact with specific powers; and //
- (iii)perform the duties assigned by the Board of Directors, as well as comply with specific

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 15

assignments conferred to them in a meeting of the Executive Committee.//

Article 30. The Executive Committee shall, as a collegiate body://

(i)comply with and enforce these Bylaws and resolutions of the Board of Directors and the General Meeting;//

(ii)resolve on the opening, changing or closing of Bank's branches, agencies, offices or representatives address, in any part of the Country or abroad, subject to the statutory and legal procedures,//

(iii)submit for review of the Board of Directors resolution on the creation and extinction of branches and subsidiaries in the Country or abroad, as well as the acquisition, assignment, transfer, disposal and/or encumbrance, under any title and form, of shareholding and securities of other companies in the Country or abroad, in any case restricted to special purpose entities that may be incorporated for exclusive purposes of real estate ventures in which the Bank may take part;//

(iv)prepare and propose to the Board of Directors, the business plans and organizational structure of the Bank;//

(v)practice all acts necessary for the execution of the Bank's Investment Annual Plan, as approved by the Board of Directors, under the terms of these Bylaws;//

(vi)- set forth basic guidelines for provision and management of the Bank's personnel;//

(vii)----- prepare the Bank's organization plan and issue correspondent standards;//

(viii)propose, without exclusive initiation, to the Board of Directors the assignment of duties to each Director upon its election; approve the Bank's career and salary plan and its regulation;//

(ix)approve the contracting of a depository institution to provide bookkeeping services;//

(x)propose to the Board of Directors the creation, determination of expiration dates and extinction of new office or function in the Bank's Executive Committee; //

(xi)decide on any matter other than those of private competence of the General Meeting or the Board of Directors; and //

(xii)-----appoint and dismiss an Ombudsman.//

Article 31. The Bank shall be bound by or exempt third parties from liability before it://

(i)In contracts regarding the acquisition and disposal of real property or movable assets, in contracts involving real liens on equity of the Bank, as well as on issue of securities of allowance and bond, subject the provisions of these bylaws://

(a)by the signatures of 2 (two) Directors together, whatever title or position held by them; or//

(b) -----by the signatures of one Director and one attorney-in-fact together.//

(ii)In other contracts and business, in addition to the aforementioned, as well as in routine

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 16

procedures and administrative acts that do not involve acts of management of the Bank private to administrators whose election has been approved by the Central Bank of Brazil;//

(a) by the signatures of 2 (two) Directors together, whatever title or position held by them; or//

(b) ----- by the signatures of one Director and one attorney-in-fact together; or//

(c) ----- by the signatures of two attorneys-in fact together. //

§ 1 - The powers of attorney shall be granted on behalf of the Bank by the signature of 2 (two) Directors, and shall specify the powers granted and, with the exception of those for judicial purposes, will have a term limited to a maximum of 01 (one) year.

//

§ 2. The contracts referred to in item (i) above, that concern solely on the disposal of real property and other acts related to the disposal of real property of the Bank can be signed severally outside the Bank headquarters by attorney-in-fact appointed by a power of attorney that: (a) is signed by, at least, the Chief Executive Officer or the Vice Chief Executive Officer, (b) assign express, unequivocal and especially the powers necessary for the Bank's representation in that specific act and (c) with term not exceeding 60 (sixty) days from the date of its issuance.//

SECTION IV - AUDIT COMMITTEE//

Article 32. The Bank shall have an Audit Committee which will operate non-permanently, and will have 03 (three) to 05 (five) effective members and equal number of deputies, whether shareholders or not, elected by the Ordinary General Meeting. The term of operation of the Audit Committee will end on the first Ordinary General Meeting held after its convening.//

Paragraph One. The Audit Committee will have the attributions and the powers conferred by law and the remuneration of its members will be fixed by the General Meeting which elects it, subject to the legal limits.//

§ 2. In case of temporary absence of any member of the Audit Committee, it shall be replaced by the respective deputy.//

§ 3. In case of vacancy in the Audit Committee, this body shall call Extraordinary General Meeting, based on the prerogative of Article 163, V of the Stocks Corporations Law, intended to elect a replacement and respective deputy to hold the office until the end of the term of office of the Audit Committee.//

§ 4. Audit Committee meetings may be held by conference call, video conference or other communication means. Such participation shall be deemed personal presence in the meeting. In this case, the members of the Audit Committee remotely taking part in the meeting shall express and formalize their votes or opinions through letter, fax or electronic mail digitally certified. //

§ 5. The Audit Committee is manifested by majority of votes, with the attendance of the majority

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 17

of its members.//

§ 6. At the end of the meeting, the minutes shall be drawn up and signed by all Auditors personally attending the meeting, and later transcribed to the Book of Minutes Registry of the Audit Committee of the Bank. Votes or opinions expressed by Counselors taking part remotely in the Executive Committee meeting or who have expressed themselves pursuant to Paragraph Five of this Article, shall equally appear in the Book of Minutes Registry of the Bank's Audit Committee, and a copy of the letter, fax or electronic message, as appropriate, containing the Director's vote, shall be attached to the Book immediately after transcription of the minutes.//

SECTION V - OMBUDSMAN OFFICE//

Article 33. - The Ombudsman Office, permanently operating, will have the following attributions://

a) provide last resort service to the demands of clients and users of products and services which have not been solved by the company's primary service channels;//

b) act as communication channel between the company and the clients and users of products and services, including in conflicts' arbitration; and//

c) inform the company's Board of Directors regarding the Ombudsman Office's activities.//

Article 34. - The attributions of the Ombudsman Office cover the following activities://

a) attend, register, instruct, analyze and give formal and appropriate treatment to demands of the clients and users of products and services;//

b) provide clarification to plaintiffs regarding the progress of the demands, informing the expected term for the response, which may not exceed ten business days, which may be extended, exceptionally and in a justified manner, once, for an equal period, limited to the number of extensions to 10% (ten percent) of the total demands in the month, the plaintiff being informed on new reasons for the extension;//

c) -----submit conclusive response for the demand within the expected term;//

d) keep the Board of Directors of the company informed on the problems and deficiencies detected in the compliance with their attributions and on the result of the measures adopted by the company's managers to solve them; and//

e) prepare and submit for internal audit and to the Board of Directors of the company, at the end of each semester, quantitative and qualitative report on the activities developed by the Ombudsman Office in the compliance with its attributions.//

Article 35. The Company shall have an Ombudsman Office, comprised by an Ombudsman, which shall be appointed by the Board among the persons who meet the conditions and minimum requirements to ensure the smooth operation, being qualified in subjects related to ethics,

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 18

consumer rights and protection, and conflicts' arbitration, with a term of office of 3 (three) years.//
Sole Paragraph - The Board may dismiss the Ombudsman if it fails to comply with the attributions provided in articles 33 and 34, or replace it at any time.//

Article 36. Appropriate conditions for the Ombudsman Office will be given for its smooth operation, as well as for its operation to be guided by transparency, independence, impartiality and exemption.//

Article 37. The Ombudsman Office will have access to the information necessary for the preparation of appropriate response to received demands, with full management support, and may request information and documents to exercise its activities in the compliance with its attributions.//

SECTION VI - REMUNERATION COMMITTEE//

Article 38. The Remuneration Committee will be comprised of at least 03 (three) and at most 06 (six) members, individuals residing in the country, elected and removed by the Board of Directors, which shall determine their remuneration and will act on behalf of all institutions members of the financial conglomerate, authorized to operate by the Central Bank of Brazil ("Institutions of the Conglomerate"). //

Paragraph One. The term of office of the members of the Remuneration Committee shall be of 5 (five) years, being prohibited the permanence of a member in the Committee for a period of more than 10 (ten) years.//

Paragraph Two. The Remuneration Committee shall://

- (i) ----- report directly to the Board of Directors;//
- (ii) have at least one non-administrator member of the Bank in its composition;//
- (iii) have, in its composition, members with the qualifications and experience necessary for the exercise of judgment on the Bank's remuneration policy, including on the impact of this policy on risk management.//

§ 3. After the maximum term provided for in paragraph 1 above, the member of the Remuneration Committee may only to join such body at the Bank again after at least 3 (three) years.//

§ 4. In the event of vacancy by resignation or dismissal in which the Committee is reduced to less than 3 (three) members, the Board of Directors shall, in time, elect one deputy, who will act until the end of the term of office of the deputy.//

§ 5. The Remuneration Committee shall mandatorily meet once a year between the months of January and March or, extraordinarily, upon request of any of its members, and the meeting of the Remuneration Committee shall only be validly installed with the presence of the majority of its members.//

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 19

Article 39. Apart from the ones provided by Law or regulations, the Remuneration Committee shall also://

(i) Prepare the remuneration for administrators of Institutions of the Conglomerate, proposing to the Board of Directors several methods of fixed and variable remuneration, in addition to benefits and special recruitment and dismissal programs;//

(ii) Monitor the implementation and operationalization of the remuneration policy for administrators of Institutions of the Conglomerate;//

(iii) Review annually the remuneration policy for administrators of Institutions of the Conglomerate, recommending its correction or enhancement to the Board of Directors;//

(iv) Propose to the Board of Directors the amount of the administrators' global remuneration to be submitted to the general meeting, pursuant to Article 152 of Law No. 6.404 of 1976;//

(v) Evaluate future internal and external scenarios and their possible impacts on the remuneration policy for administrators;//

(vi) Analyze the remuneration policy for administrators of Institutions of the Conglomerate concerning market practices aiming at identifying significant discrepancies in relation to similar companies, proposing the necessary adjustments; and //

(vii) Ensure that the remuneration policy for directors is permanently compatible with the risk management policy, with targets and the current and expected financial situation of the institution and with the provision in the regulation in force.//

Article 40. The Remuneration Committee will annually prepare, within 90 (ninety) days, regarding the base date of December 31st, a document called "Remuneration Committee Report", which shall be maintained at the disposal of the Central Bank of Brazil for at least 5 (five) years.//

CHAPTER V - TAX YEAR, BALANCE SHEET AND PROFITS//

Article 41. The fiscal year shall begin on January 1st and end on December 31st of each year.//

Article 42. After the end of each quarter, the Bank's financial and accounting statements will be prepared, which shall mandatorily include the statements of the cash flow, indicating, at least, the alterations occurred in the cash balance and cash equivalents, segregated in operations, funding and investments flows. //

Paragraph One. The standardized financial statements shall include, in explanatory notes, the Statements of Cash Flows and the information, provided in the administration report, of the binding to the arbitration clause.//

Article 43. Accrued losses, if any, the provision for income tax and social contribution on profit shall be deducted from the income for the year before any participation. The assessed net profit will be successively destined in this order, as follows://

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 20

a) 5% (five percent) shall be invested, prior to any allocation, in the constitution of legal reserve, which shall not exceed 20% (twenty percent) of the share capital; //

b) one portion, upon proposal of the administration bodies, may be destined to the formation of Contingencies Reserve, pursuant to article 195 of Stock Corporations Act; //

c) the portion corresponding to, at least, 25% (twenty-five percent) of the net income, calculated on balance obtained with deductions and additions provided by Article 202, items II and III of Stock Corporations Act, shall be distributed to shareholders as a mandatory dividend; //

d) in the financial year in which the amount of the mandatory dividend exceeds the portion held of the profit for the year, the General Meeting may, by proposal of the administrative entities, allocate the excess to the creation of Unrealized Profits Reserve, subject to the provisions of Article 197 of Brazilian Corporate Law; and //

e) the remaining installment of the net profit, by proposal of the administration bodies, may be fully or partially intended to the construction of the "New Investments Realization Reserve", subject to the provision of Article 194 of the Stock Corporations Act, which has as purpose to preserve the integrity of the social equity, reinforcing the share and working capital of the Bank, intended to enable the Bank to perform new investments, and the balance of such reserve, added to the balances of other profit reserves, except for payable profits reserves, legal reserve and reserve for contingencies, may not exceed 100% (one hundred percent) of the share capital value. Once this maximum limit is reached, the General Meeting may resolve on the application of the excess to pay-up or increase the share capital, or in the distribution of dividends. //

Article 44. By resolution of the Board of Directors, interest on equity may be distributed to shareholders, provided by Article 9 of Law No. 9.249/95 and other legal and regulatory provisions relevant to this matter, which, once distributed, may be, after income tax deduction at source, imputed to the mandatory or intermediate dividends. //

Article 45. The Bank may draft biannual and/or quarterly balance sheets, and, based on them, state, by resolution of the Board of Directors, intermediate and interim dividends or interest on equity. Intermediate and interim dividends and interest on won capital provided in this Article may be allocated to the minimum mandatory dividend. //

Sole Paragraph - Dividends and interests on own capital unclaimed within 03 (three) years after the date on which they are put at the disposal of the shareholders, shall be reverted in favor of the Bank. //

CHAPTER VI - LIABILITY OF THE DIRECTORS //

Article 46. The directors shall be liable before the Bank and third parties for the acts they practice in the exercise of their functions, pursuant the law, of Level 1 Regulation and these Bylaws. //

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 21

Article 47. The Bank, in cases in which is not the plaintiff of a lawsuit, shall ensure to members of the Board of Directors, the Audit Committee and the Executive Committee, through contracted third parties, their defense in judicial and administrative proceeding proposed by third parties against its administrators, during or after the respective terms of office, until the end the limitations period of responsibility of such administrators, for acts related to the performance of their duties.//

Paragraph One. The guarantee provided in the heading of this Article covers the Bank's employee and their legally appointed agents, who act on behalf of the Bank. //

§ 2. If a member of the Board of Directors, the Audit Committee, a Director or employee is sentenced, with a final and unappealable decision, based on breach of law or of these bylaws or arising from their negligence or malicious fraud, he/she shall reimburse the Bank for all costs, expenditures and losses caused to it.//

§ 3. The Bank may, by resolution of the Board of Directors, contract on behalf of the members of its Board of Directors and its Directors, insurance for coverage of liabilities arising from the performance of their duties.//

CHAPTER VII - DISPOSAL OF SHARE CONTROL//

Article 48. The disposal of the Bank's share control, directly or indirectly, whether through a single operation or through successive operations, shall be hired under suspensive or resolute condition that (i) the acquirer of the control is obliged to perform public offer of acquisition of other shares from other shareholders, compliant with the conditions and the terms provided in the legislation in force, in order to ensure treatment equal to that given to the transferor shareholder, also compliant with the provision of Article 5, Paragraph Three, item "iii" of these Bylaws; and (ii) the Central Bank of Brazil expressly agrees with the change in the share control, pursuant Resolution No. 3.040, of November 28th, 2001, of the Central Bank of Brazil.//

Paragraph One. For the purposes of public offers mentioned on the heading, the transferor controlling shareholder and the purchaser shall immediately submit to BOVESPA a statement containing the price and the conditions of the Bank's transfer of control operation.//

§ 2. The public offer mentioned herein shall also be carried out in cases in which there is assignment for consideration of rights of subscription of shares and other securities or rights related to convertible securities in Bank's shares, which may result in the transfer of the Bank's control. //

Paragraph Three. The public shares acquisition offer mentioned herein will be demanded in case of transfer of control of company holding the control power of the Bank to third parties. In this case, the transferor controlling shareholder shall state to CVM and BOVESPA the value attributed

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 22

to the Bank for the disposal of its control, attaching documentation proving this value.//

Article 49. The shareholder holding shares of the Bank and who may acquire its control due to private contract executed with the controlling shareholder, involving any amount of shares, shall://

(i) ----- make a public offer pursuant to Article 48 of these Bylaws;//

(ii) reimburse the shareholder who have bought shares in stock in the 06 (six) months prior to the date of acquisition of the representative shares of the Bank's control, to whom it shall pay the difference between the price paid by the representative control shares and the value paid in stock by the Bank's shares in this period, duly updated by the positive variation of the General Market Prices index, disclosed by Fundação Getúlio Vargas - IGP-M/FGV until the moment of payment; and//

(iii) take the appropriate measures to recompose the minimum percentage of 25% (twenty-five percent) of the total current shares of the Bank, within the 6 (six) months following the control acquisition, when necessary.//

Article 50. The Bank will not registry transfers of shares to the purchaser or the shareholders that may hold control power, while those do not subscribe the Controllers' Term of Consent to the Level 1 Regulation and while the Central Bank has not expressly authorized the respective change of control.//

Sole Paragraph - Likewise, no shareholders agreement providing for the exercise of the control power may be registered in the headquarters of the Bank without its signatories having subscribed the Controllers' Term of Consent referred to in the heading hereof and the Central Bank having authorized it.//

CHAPTER VIII - REMOVAL FROM BOVESPA'S LEVEL 1 AND CANCELLATION OF OPEN-CAPITAL COMPANY REGISTRY//

Article 51. The removal from BOVESPA's Level 1 of the Bank is conditioned to the execution, by the Bank's controlling shareholder, of public shares acquisition offer for the minimum price corresponding to the economic value ascertained in evaluation report. //

Paragraph One. The public offer provided herein will comply with the applicable rules provided in the law, the public shares acquisition offer rules issued CVM, as well as those provided in Level 1 Regulation.//

§ 2. If resolved jointly by shareholders in an Extraordinary General Meeting: (i) discontinuance of their Level 1 Differentiated Corporate Governance Practices in order for Bank's shares to have a negotiation registration outside Level 1, (ii) corporate reorganization from which the resulting company is not accepted in Level 1, or (iii) exclusion or limitation from provisions of this Article,

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 23

as well as of Article 5, Paragraph Three, item “iii”, Article 13, Paragraph Two and Three, 48, 49, 50 and 52 of these Bylaws which results in losses for shareholders who do not hold the controlling power, except if the referred exclusion or limitation arises from legal provision or regulation issued by BOVESPA, the controlling shareholder shall tender the public officer of share acquisition of the other shareholders of the Bank, whose minimum price offered shall correspond to the economic value, determined in assessment report referred to in Article 52 below, subject to the applicable legal and regulatory standards.//

§ 3. The controlling shareholder will be dismissed from proceeding to the public offer mentioned in the heading of this Article 51 if the Bank has discontinued the Differentiated Practices of Level 1 Corporate Governance due to the execution of the participation contract of the Bank in BOVESPA's special segment called Level 2 or New Market.//

Article 52. The evaluation report provided in this Chapter shall be prepared by specialized company, with proven experience and independence regarding the decision power of the Bank, its directors and/or controlling shareholder, in addition to satisfying the requirements of the First Paragraph of Article 8, of the Stock Corporations Act, and contain the responsibility provided in paragraph six thereof.//

Paragraph One. The General Meeting shall select the specialized company responsible for the preparation of the evaluation report regarded herein, from the submission, by the Board of Directors, of a three-name list, and the respective resolution, not calculating blank votes, shall be taken by the majority of the votes of shareholders representing current shares present in such meeting, which, if held in first call, shall count with the presence of shareholders that represent at least 20% (twenty percent) of the total current shares, or, if held in second call, may count on the attendance of any number of shareholders representing the current shares. It shall be deemed as current all shares issued by the Bank, except those held by the controlling shareholder, by people bound to it, by the Bank's directors and those maintained in treasury.//

§ 2. The costs incurred with the preparation of the report shall be entirely afforded by the offering shareholder.//

CHAPTER IX - WINDING UP//

Article 53. The Bank will be wound up in cases provided by law, the General Meeting being the competent body to determine the form of winding-up and appoint the liquidator and the Audit Committee that shall operate in the winding-up period.//

CHAPTER X - GENERAL PROVISIONS//

Article 54. Omitted cases herein shall be solved by the General Meeting and regulated pursuant the provisions of the Brazilian Corporate Act.//

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 24

Article 55. The Bank shall comply with the Shareholders' Agreements filed in its head office, being expressly prohibited to register transfer of shares and to calculate votes issued in General Meeting or Board of Directors' Meeting opposed to the terms of such Shareholders' Agreement.//
Sole Paragraph - The Shareholders' Agreements which intend to regulate the exercise of entitlement to vote and the control power of the Bank shall be previously submitted for approval of the Central Bank of Brazil.//

CHAPTER XI - TRANSITIONAL PROVISIONS//

Article 56. The provisions herein specifically regarding Level 1 procedural rules, including (a) Sole Paragraph of Article 1, (b) Article 11, (c) the heading of Article 42; (d) Chapters VII and VIII; without prejudice of other legal standards applicable, will be only effective from the date of admission of the Bank in BOVESPA's Level 1 segment.//

UNTIL THE EXTRAORDINARY GENERAL MEETING OF 06.10.2016.//

BYLAWS UPDATED UNTIL THE EXTRAORDINARY GENERAL MEETING OF 06.10.2016//

[There appears signature of Eduardo Barcelos Guimarães – Investors Relations Officer]//

[There appears signature of Wagner Cesar Pavão – Assistant Director]//

BANCO INDUSTRIAL DO BRASIL S.A.//

[There appears logo of the Central Bank of Brazil]//

Official Letter 15994/2016-BCB/Deorf/GTSP2//

Pt 1601617303//

São Paulo, AUG 16, 2016//

To Mr.//

Eduardo Barcelos Guimarães and Wagner Cesar Pavão//

Investors Relations Officer and Assistant Director//

Banco Industrial do Brasil S.A.//

Avenida Presidente Juscelino Kubitschek, 1.703 - Vila Nova Conceição//

04543-901 - São Paulo - SP//

Subject: Notification of claim approval.//

Dear Sirs,//

We notify that the Central Bank of Brazil, by order on this date, approved the Statutory Reform and consolidation of the bylaws, resolved by the Extraordinary General Meeting of June 10th, 2016, object of its requirements of June 15th, 2016.//

2. We remind the need of updating, in the bylaws, the address of the head office of this institution, regarding the neighborhood (Vila Nova Conceição) and the Postal Code (04543-901), which may

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com



LUCAS LIVINGSTONE FELIZOLA SOARES DE ANDRADE
Tradutor Público Juramentado e Intérprete Comercial

AT-19074(001)

Enrolled in the Trade Board of the State of São Paulo under number 1879, on 06/14/2016, named for the English and Portuguese languages. Página: 25

be implemented in the next Amendment carried out.//

3. Also, in the next amendment to the bylaws made, this company shall adjust the wording of the sole paragraph of art. 35 of the bylaws, regarding the criteria to be adopted for the dismissal of the Ombudsman, since the expression "or replace it at any time" enables the construction that their dismissal may occur without the compliance with the criteria defined, which opposes the provision in item II of art. 9 of the Resolution No. 4.433, of July 23rd, 2015. //

4. We attached the certified documents, for the purposes of filing with the Trade Registry.//

Respectfully,//

[There appears signature of Young Man To – Technical Manager]//

[There appears signature of Guilherme Radino Rouse – Deputy Coordinator]//

Annex: 1 document; 33 pages.//

Organization Department of the Financial System (Deorf)//

Technical Management in São Paulo II (GTSP2)//

Av. Paulista, 1.804 – 5º Andar – 01310-922 – São Paulo / SP//

Telephones: (11) 3491-6415, (11) 3491-6943//

E-mail: gtsp2.deorf@bcb.gov.br //

[There appears authentication seal issued by the Association of Notaries Public of Brazil in all pages]//

[There appears authentication stamp issued by the 4th Notary Public in all pages]//

[There appears stamp on the back of all pages signed by Benedito Barbosa Sobrinho, Analyst, with the following wording: We certify that this document was submitted for review of the Central Bank of Brazil in regular process and the manifest regarding the acts practiced is in the letter issued separately – ORGANIZATION DEPARTMENT OF THE FINANCIAL SYSTEM – Technical Management in São Paulo]//

[There appears authentication seal issued by the Association of Notaries Public of Brazil in the back of all pages]//

[There appears authentication stamp issued by the 4th Notary Public in the back of all pages]//

//

This was the full content of the document that I faithfully translated, verified and attest. This translation is not a judgment on the form, authenticity and/or content of the document. Lucas Livingstone Felizola Soares de Andrade, CPF (Individual Taxpayer Registration) 009.109.715-0, enrollment JUCESP 1879. São Paulo, 06/23/2017.//

Av. das Américas, 500 – bl. 16 / sl. 209

Barra da Tijuca – Cep: 22640-100 – Rio de Janeiro/RJ

Tel: (21) 3281.0005

E-mail: contato@alliancetraducoes.com

Av. Brigadeiro Faria Lima, 1461 17 andar sala 42

Jardim Paulistano - CEP 01452-002 – São Paulo SP

Tel: (11) 3034.1580

E-mail: sp@alliancetraducoes.com