

REMUNERATION AND ELIGIBILITY COMMITTEE INTERNAL REGULATION

Chapter I -Object

Art. 1 This Internal Regulation rules the work of the Remuneration and Eligibility Committee, observing the provisions of the Bylaw, the decisions of the Board of Directors, the law in force and the best corporate governance practices.

Chapter II – Concepts, Composition and Duties

Art. 2. The Remuneration and Eligibility Committee reports to the Board of Directors and is intended to assist that Board in establishing Banco do Brasil's management remuneration policy and policy of appointment and succession.

Sole paragraph. The Remuneration and Eligibility Committee will also exercise its duties and responsibilities related to remuneration of Administrators before companies controlled by the Banco do Brasil that have adopted the single Audit Committee regime.

Art. 3. The Remuneration and Eligibility Committee works on a permanent basis and it is composed by five effective members, with 2-year tenure that can be reelected for no more than three times, pursuant to the rules in force.

Paragraph 1 -The members of the Remuneration and Eligibility Committee shall be elected and dismissed by the Board of Directors, according to applicable law and the Bylaws of Banco do Brasil. The Committee shall be composed as follows:

I -01 (one) member chosen among the members of the Board of Directors appointed by the minority shareholders;

II -01 (one) member chosen among the members of the Board of Directors appointed by the Federal Government;

III -03 (three) members selected to the discretion of the Board of Directors, observing that the Committee must be composed mostly by independent members.

Paragraph 2 -Observing the remaining provisions of this article, the Remuneration and Eligibility Committee may be composed by members of other committees, preferably the Audit Committee, by employees or Members of the Board of Directors, with no additional compensation.

Paragraph 3 -The role of Remuneration and Eligibility Committee's member cannot be delegated.

Paragraph 4 -Members may only return to join the Remuneration and Eligibility Committee after a period of at least (03) three years of the end of their previous term.

Art. 4 -The situations provided in art. 13 of Banco do Brasil Bylaws constitute impediments to the performance of the roles of Remuneration Committee's member.

Art. 5 -The responsibilities of the Remuneration and Eligibility Committee, besides other specified in the Bylaws, are as follows:

I -prepare the remuneration policy of Banco do Brasil's management, proposing to the Board of Directors the methods of fixed and variable compensation, in addition to benefits and special recruiting and dismissal programs;

II -oversee the implementation and operation of the remuneration policy of the Banco do Brasil's management;

III - annually review the remuneration policy of Banco do Brasil's management, recommending to the Board of Directors adjustment or improvement;

IV - propose to the Board of Directors the amount of aggregate remuneration of management to be submitted to the General Shareholders Meetings, pursuant to art. 152 of Law 6.404 of 1976;

V - evaluate future scenarios, internal and external, and their likely impacts on the management compensation policy;

VI - examine the remuneration policy of Banco do Brasil's management compared to market practices, in order to identify significant discrepancies against similar companies, proposing the necessary adjustments;

VII - ensure that the management remuneration policy is permanently compatible with the risk management policy, goals, current and expected financial situation of the company and in accordance with the law.

VIII - propose to the Board of Directors the assemblage of Remuneration Committee in the entities related to BB, whenever it deems necessary, observing the law requirements;

IX - Comply with other duties defined by the Board of Directors and by the Brazilian Central Bank.

X - issue opinion to assist the shareholders in the appointment of Administrators, members of the advisory committees to the Board of Directors and Supervisory Board members regarding the fulfillment of the requirements and inexistence of prohibitions to the respective elections;

XI - check the conformity of the processes to appraise Administrators, members of the advisory committees to the Board of Directors and Supervisory Board members.

Paragraph 1 -The Remuneration and Eligibility Committee's members have full independence in the performance of their duties and shall keep the confidential character of the information received from Banco do Brasil.

Paragraph 2 -For the exercise of their duties and preparation of their proposals to the Board of Directors, the Committee will have the support of Directorships and Units of Banco do Brasil, subject to their respective responsibilities.

Paragraph 3 -The duties and responsibilities of the Remuneration and Eligibility Committee related to remuneration of Administrators are extensive to the companies controlled by the Banco do Brasil that have adopted the single Remuneration Committee regime.

Paragraph 4 -When performing the duty defined in item X, the Committee must issue its opinion within eight business days as of the date of receipt of the standardized form submitted by the body in charge of the appointment, under the penalty of tacit approval and of rendering each member liable if any required is further found to be noncompliant.

Art. 6 -The Remuneration and Eligibility Committee shall prepare in annual basis, within ninety days as of the base date of December 31, a document called "Remuneration and Eligibility Committee Report", containing at least the following information:

I -description of the composition and duties of the Remuneration and Eligibility Committee;

II -activities carried out in pursuance of their duties in the period;

III -description of the decision process used to establish the policies of remuneration and of appointment and succession;

IV -key features of the remuneration policy, including the criteria used for performance measurement and adjustment to risk, the relationship between remuneration and performance, remuneration deferral policy and the parameters used to determine the percentage of cash remuneration and the other forms of compensation;

V -main features of the Appointment and Succession Policy;

VI -description of changes in remuneration policy in the period and its implications on the Institution's risk profile and on the behavior of managers regarding risk-taking;

VII -description of the changes to the composition of management bodies, advisory committees to the BoD, Supervisory Board and conformity of incumbents in relation with the requirements and prohibitions provided for in the Appointment and Succession Policy;

VIII -Consolidated quantitative information of management's remuneration structure, specifying:

a) the amount of remuneration of the year, split into fixed and variable remuneration and the number of beneficiaries;

b) the amount of benefits granted and the number of beneficiaries;

c) the amount and form of variable remuneration, split into cash compensation, shares, share-based compensation and others;

d) the amount of compensation that was deferred for payment in the year, separated into compensation paid and reduced compensation due to the company's performance adjustments;

e) the amount of payments for the recruitment of new managers and the number of beneficiaries;

f) the amount of payments for dismissals made during the year, the number of beneficiaries and the highest amount paid to one person; and,

g) Fixed and variable percentages of remuneration and benefits granted, calculated regarding the profit for the period and shareholders' equity.

Sole paragraph. The Remuneration and Eligibility Committee shall make available to the Central Bank of Brazil and to the Board of Directors the Remuneration and Eligibility Committee Report, for at least five years from its elaboration.

Art. 7 -The Remuneration and Eligibility Committee may, in the scope of the duties assigned to it, use the work of specialists.

Paragraph 1. The use of specialists' work does not relieve the Remuneration and Eligibility Committee from its responsibilities.

Paragraph 2. Banco do Brasil, pursuant to the duties and jurisdictions established, will adopt the necessary measures to meet the needs of using experts identified by the Committee.

Art. 8. The Remuneration and Eligibility Committee, at the demand of any of its members, shall request to the management bodies the clarifications or information necessary to perform its duties.

Art. 9 -The Coordinator of the Committee shall be appointed by the Board of Directors, among the independent members. S/he is responsible for:

I -Calling and heading meetings;

II -complying with and enforcing the rules of this Regulation;

III -evaluating and defining the matters to be discussed in the meetings;

IV -submitting to the Board of Directors reviews, opinions and reports prepared by the Committee;

V -inviting, on behalf of the Committee, other people to attend the meetings;

V -proposing additional rules necessary for the Committee's activities; and,

VI -carrying out other acts of technical or administrative nature necessary to perform its duties.

Chapter III – Meetings and Resolutions of the Remuneration and Eligibility Committee

Art. 10. The Remuneration and Eligibility Committee shall meet:

I – at least semiannually to evaluate and propose to the Board of Directors the fixed and variable pay of the Bank Administrators and of its subsidiaries that have adopted the single committee regime;

II – in the first three months of the year to evaluate and propose the annual total amount of pay to be set for the members of the management bodies, to be submitted to the General Shareholders Meetings of the Bank and of the companies that have adopted the single Remuneration Committee system;

III -convened by the coordinator, to issue opinion about the fulfillment of the requirements and inexistence of prohibitions regarding those appointed to offices in the administration bodies, Supervisory Board and advisory committees to the Board of Directors.

IV -convened by the coordinator, to check the conformity of the process to appraise Administrators, members of the advisory committees to the Board of Directors and Supervisory Board members.

V -convened by the coordinator, whenever any of the members deems it necessary, or upon request from Banco do Brasil's management.

Paragraph 1 -In addition to permanent members the following may be invited to attend meetings of the Committee with no voting rights:

- I -Supervisory Board members;
- II -members of the Board of Directors and other advisory committees of the Board;
- III -Executive Board members; and
- IV -employees of Banco do Brasil or any other eventual participants of the meeting.

Paragraph 2 -The minutes of the meetings related to verify the compliance, by the members appointed to the desired profile will be fully disclosed, including any possible dissent from the members of the Committee.

Paragraph 3 –The minutes of the meetings of the Committee shall be disclosed when requested by one of its members, except when the majority decides that the disclosure could put in risk the legitimate interest of the Bank.

Art. 11. Decisions will be made by majority vote of the members of the Committee.

Sole paragraph. eventual divergent manifestations shall be recorded on the minutes.

Chapter IV -Secretariat and Advisory

Art. 12. The Committee's administrative and logistical support shall be provided by the Executive Secretariat, which is responsible for: I -preparing and distributing the meetings' agenda, with minimum advance notice established by the coordinator;

- II -serve as secretary to the meetings;
- III -prepare the minutes of meetings;
- IV -organizing and safeguarding the documents related to the activities performed by the Committee;
- V -taking care of other activities required to the smooth work of the Committee.

Chapter V -General Provisions

Art. 13. The Committee members should promptly report to the Secretariat of the Board any change to Company shareholding, under the conditions and manner defined by the Securities Commission (Comissão de Valores Mobiliários), and as provided for in the Bank's Policy for Trading Banco do Brasil's Securities.

Art. 14. Omissions relating to this Regulation will be submitted to the Board of Directors.

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