

**BANCO SANTANDER (BRASIL) S.A.
INTERNAL CHARTER OF THE FISCAL COUNCIL**

PURPOSE

1. The purpose of this Internal Charter ("**Internal Charter**") is to establish the general rules with respect to organization, operation and structuring of the activities of the fiscal counsel ("**Fiscal Council**") of Banco Santander (Brasil) S.A. ("**Company**"), in order to perform its duties as set forth in Law no. 6.404/76 ("**Corporate Law**"), in the applicable regulatory provisions and in the bylaws of the Company ("**Bylaws**") and in line with the corporate governance guidelines of the Santander Group.

NATURE

2. The Company's Fiscal Council is not permanent and is the collegiate body responsible for the supervision of the Company's administrative management acts, the protection of the interests of the Company and its shareholders.

2. The Fiscal Council monitors and verifies the actions of the managers and the fulfillment of their legal and statutory duties, exercising the attributions inherent to its supervisory power in accordance with the legislation in force and with the Company's Bylaws, seeking, through the principles of transparency, equity and accountability, to contribute to the best interests of the Company.

COMPOSITION AND TERM

3. Pursuant to article 28 of the Bylaws, the Company's Fiscal Council is composed of at least 3 (three) and at most 5 (five) sitting members ("**Sitting Members**") and an equal number of alternates ("**Alternate Members**"), shareholders or not, whose appointment, if it occurs, shall be made by the General Meeting, being allowed its re-election and observing the provisions regarding their powers, duties and responsibilities and the requirements and impediments to take office, in addition to the other provisions set forth in paragraph 4 of article 147, and paragraph 2 of article 162 of the Corporate Law.

3.1. The Sitting Members will be replaced, in their absences, impediments and vacancy, by the respective Alternate Members.

3.2. The Chairman of the Fiscal Council shall be appointed among the Sitting Members, by a majority of votes at the first meeting of the Fiscal Council after the election of its members by the General Meeting. The appointed Chairman shall exercise its functions until the end of his(her) term of office as member of the Fiscal Council.

3.3. The Chairman of the Fiscal Council shall be responsible, among other duties provided for in this Internal Charter, to: a) call and act as chairman in the meetings of the Fiscal Council; b) send, to the applicable people, the deliberations of the Fiscal Council; c) prepare the agenda and schedule of the meetings; d) comply with and

enforce the Internal Charter; and e) represent the Fiscal Council before the other bodies of the Company.

3.4. In the absence of the Chairman, the meetings of the Fiscal Council shall be conducted by another member of the Fiscal Council, who shall be appointed at the time by the other members of the Fiscal Council.

3.5. In the event of vacancy in the office of Chairman of the Fiscal Council, a meeting of the Fiscal Council shall be called for the appointment of the new Chairman, whose duties shall be exercised until the end of the term of office of the former Chairman.

3.6. The term of office of the members of the Fiscal Council will be unified and will end at the first ordinary general meeting after its establishment.

3.7. The position of member of the Fiscal Council may not be delegated.

INVESTITURE

4. The members of the Fiscal Council will take office in the respective positions, after the homologation of its appointment by the Brazilian Central Bank, by means of the execution by the of the respective instrument of investiture drawn up in the applicable corporate book.

RESPONSIBILITIES OF THE FISCAL COUNCIL

5. Pursuant to article 163 of the Corporate Law, the Fiscal Council shall:

- i) Supervise the acts of any officer, the acts of any director, and ensure that they comply with their legal and statutory duties;
- ii) Give an opinion on the annual report of the management, including the supplementary information deemed necessary or useful for deliberation at a general meeting;
- iii) Give an opinion on any proposals of the administrative bodies to be submitted to a general meeting, regarding an alteration of the corporate capital, the issuance of debentures or subscription bonuses, investment plans or capital budgets, dividend distribution or others proceeds, transformation, merger or stock splits, consolidation or division;
- iv) Report any error, fraud, and criminal act which may be discovered to any officer or to members of the manage bodies, and if such officer or members of the manage bodies fail to take any necessary steps to protect the Companies interest, report to the general meeting;
- v) Call the annual general meeting if the administrative bodies delay doing so for more than one month, and an extraordinary general meeting whenever a material or urgent matters occur, including in the agenda of the meeting such matters as it may deem necessary;

- vi) At least every three months examine the trial balance sheet and other financial statements periodically prepared by the Company;
- vii) Examine the accounts and financial statements for the fiscal year and give an opinion on them; and
- viii) exercise such responsibilities during a liquidation, bearing in mind the special provisions which regulate liquidations.

MEETINGS OF THE FISCAL COUNCIL

6. The Fiscal Council shall meet, ordinarily, once every quarter and, extraordinarily, whenever called.

6.1. A calendar with the dates and times of the Fiscal Council meetings will be prepared annually. Such calendar shall be prepared and proposed by the Chairman of the Fiscal Council and shall be approved by the Fiscal Council.

6.2. The Chairman of the Fiscal Council may, at his(her) discretion or at the prior and reasoned request of any other member of the Fiscal Council, call extraordinary meetings to resolve on urgent matters.

6.3. The meetings shall be called by means of a written communication delivered to each member of the Fiscal Council at least five (5) business days in advance. The resolutions taken in the meetings of the Fiscal Council shall be limited to the matters set forth in the notice sent to the members of the Fiscal Council, which shall contain the place, date and time of the meeting, as well as the agenda and information materials needed to the proper decision-making process.

6.3.1. In case of manifest urgency, the meetings of the Fiscal Council may be called within a term shorter than that mentioned in item 6.3 above.

6.4. The call formalities shall be dismissed in the meetings attended by all members of the Fiscal Council.

6.5. The resolutions of the Fiscal Council shall be taken by the majority of votes from those attending the meeting, and in the event of a tie the Chairman shall have the casting vote.

6.6. The Fiscal Council, by its Chairman, may call Officers or other collaborators to clarify matters related to the areas they are responsible, as well as request technical and administrative support of the Company's executive structure, as well as of external professionals that can offer technical contributions or advise the resolutions of the Fiscal Council.

6.6.1. In case of call of Directors or other collaborators under the terms of item 6.6 above, they shall remain in the meetings only during the discussion of the matter that originated their call, except as otherwise determined by the majority of the members of the Fiscal Council.

6.7. Whenever necessary or due to urgency, the discussions and meetings of the Fiscal Council may be made through conference call, videoconference or by any other means of communication that allows the member identification and simultaneous communication with all other persons that have attended the meeting.

6.8. The meetings of the Fiscal Council will be chaired by the Chairman of the Fiscal Council and will be assisted by a person indicated by the Chairman. All resolutions will be included in minutes drawn up in the applicable corporate book as a summary complying with legal provisions and signed by the attending members of the Fiscal Council and by the secretary.

6.9. The meetings of the Fiscal Council will be opened with the attendance of the majority of the Sitting Member. The members of the Fiscal Council who express their vote by written vote in advance and by any other means of express communication, as well as those attending by conference call or video conference, shall be considered as attending members.

6.10. In the absence of the minimum quorum established in item 6.10 above, the attending members shall wait for half an hour and, if the minimum number of members of the Fiscal Council is not reached at the end of such period, the meeting shall be closed and the respective minutes shall be drawn up stating the occurrence and indicating the names of the attending members of the Fiscal Council. In such case, a new meeting shall be called, which will be opened with any number of members of the Fiscal Council.

6.11. The Sitting Members must inform in advance whenever they are unable to attend the ordinary and / or extraordinary meetings of the Fiscal Council and request, in advance, the call of their respective Alternate Members.

6.12. The members of the Fiscal Council may submit suggestions for matters to be included in the agenda of the meetings, at least five (5) days prior to the date of issuance of the call notice, and subsequent additions are allowed only on an exceptional basis. Such suggestions shall be addressed to the Chairman of the Fiscal Council and the Board Secretary.

6.13. Any member of the Fiscal Council who has an actual or potential conflict of interest or who is related to the related party whose preponderant activities imply the actual or potential existence of a conflict of interests, with a matter to be examined by the Fiscal Council, shall timely and formally express its conflict of interest and will not be allowed to deliberate on it, and shall refrain from participating in the part of the meeting of the Fiscal Council in which such matter is analyzed. Notwithstanding, if requested by the Fiscal Council, the member in a situation of conflict of interest may be summoned to provide specific information.

6.13.1. The manifestation of the conflict of interest and subsequent abstention shall be included in the minutes of the meeting of the Fiscal Council.

MATERIALS

7. The materials of the Fiscal Council and any information for reading prior to the meeting shall be distributed along with the call notice of the meeting, or at least four business days before the meeting for which they were prepared, allowing the members of the Fiscal Council to revise it properly and timely in order to request additional information or clarifications or conduct independent analyses, when necessary. All materials shall be distributed through safe channels that guarantee the confidentiality of the contained information.

RIGHTS AND OBLIGATIONS

8. The members of the Fiscal Council, in addition to observing the legal duties inherent to the position, shall guide their conduct by high ethical standards and shall observe and encourage good corporate governance practices in the Company.

8.1. In the exercise of their offices, the members of the Fiscal Council shall: (i) act in accordance with the provisions of the applicable laws and regulations; (ii) keep confidential information not yet disclosed to the market, obtained due to their position; (iii) ensure that its subordinates and third parties of their confidence keep confidential information not disclosed to the market; and (iv) comply with and enforce the provisions of the Company's Code of Ethics.

8.2. The members of the Fiscal Council may request information and / or clarification on the business of the Company, provided that they justify the request, and forward to the Company's management and / or internal and external auditors, through protocol.

8.3. The members of the Fiscal Council, pursuant to Rule No. 358 issued by the Brazilian Securities and Exchange Commission on January 3, 2002, are obliged to inform the Company of the ownership and negotiations with the securities issued by the Company, by its parent companies or controlled companies, in the latter two cases, provided that such companies are publicly-held companies. The communication shall cover negotiations with derivatives or any other securities referenced in the securities issued by the Company or issued by its parent companies or subsidiaries, in the latter two cases, provided that such companies are publicly-held companies. The members of the Fiscal Council shall also indicate the securities that are owned by a spouse of which they are not separated judicially or extrajudicially, of a companion, of any dependent included in their annual income tax adjustment and of companies controlled by them directly or indirectly.

8.3.1. The communication indicated in item 8.3 above shall be made:

- i) Within 5 (five) days after the completion of each transaction;
- ii) On the first business day after the investiture in the office; and
- iii) When presenting the documentation for the Company's registration as a publicly held company.

COMPENSATION

9. The compensation of the members of the Fiscal Council shall be determined by the general meeting that appoints them, pursuant to article 162, paragraph third, of the Corporate Law.

9.1. The Alternate Members shall only receive compensation when they replace the Sitting Members, in cases of temporary vacancy, absence or impediment.

CORPORATE SECRETARY

10. The Chairman of the Fiscal Council may appoint a Corporate Secretary to assist the Fiscal Council works, who will have the following tasks:

(a) Organize the meeting agenda, based on requests from members of the Fiscal Council and submit it to the Chairman of the Fiscal Council for approval and subsequent distribution;

(b) Collaborate with the Chairman of the Fiscal Council in the preparation and maintenance of annual calendars of the meetings and thematic agenda of the Fiscal Council;

(c) Ensure the receipt by all Fiscal Council members of the meeting notices, duly instructed with the place, date, time, agenda and necessary documents, in the form and terms set forth herein;

(d) Assist the meetings and draw up corresponding minutes, providing its signature, registration, publication and filing, according to the case;

(e) Keep the members of the Fiscal Council informed of the status of the matters placed to be monitored at each meeting;

(f) Take care of the Fiscal Council documents, further compromising with the confidentiality thereof;

(g) Keep the legislation pertinent to the Fiscal Council permanently updated and available to the members of the Fiscal Council; and

(h) Monitor the performance of the Fiscal Council meetings, verifying the time spent with resolution and voting of each matter contained in the agenda and presenting the corresponding report to the Chairman of the Fiscal Council.

GENERAL PROVISIONS

11. Omitted cases will be solved by the Fiscal Council.

11.1. Any amendments to this Internal Charter may be approved by the vote of the majority of the members of the Fiscal Council.

11.2. In case of conflict between this Internal Charter and the Bylaws, the latter shall prevail.