



BANCO BTG PACTUAL S.A.

Publicly-held Company

Corporate Taxpayer's ID

(CNPJ/MF): 30.306.294/0001-45

Company Registry (NIRE):

33.300.000.402

Praia de Botafogo, nº 501, 6º andar

Rio de Janeiro, RJ

**CALL NOTICE OF THE
ANNUAL AND EXTRAORDINARY SHAREHOLDERS MEETING**

The shareholders of Banco BTG Pactual S.A. ("Company"), pursuant to Article 124 of Law 6,404/76, to attend the Annual and Extraordinary Shareholders' Meeting ("AESM"), to be held on April 28, 2020, at 11:00 a.m., at the Company's headquarters located at Praia de Botafogo, nº 501, 6º andar, Torre Corcovado, Auditório, in the City and State of Rio de Janeiro, CEP: 22.250-040, in order to resolve on the matters set forth below.

✓ **At the Annual Shareholders Meeting:**

1. To examine the Management Report, the Independent Auditors' Report and the Summaries of the Audit Committee Reports and to examine, for resolution, the Financial Statements for the fiscal year ended December 31, 2019.
2. To resolve on the allocation of net income for the year ended December 31, 2019.
3. To resolve on the election of members of the Company's Board of Directors.
 - 3.1. As set forth in CVM Instruction 165/91, as amended by CVM Instruction 282/98, the minimum percentage of participation in the voting capital required for the application of the multiple vote process for election of members of the Board of Directors is five percent (5%).
4. Resolve on the establishment of the overall remuneration of directors.

✓ **At the Extraordinary Shareholders Meeting:**

1. To approve the modification of the drafting of the Company's Bylaws, Article 24, with the purpose of extending the term of office of the members of the Audit Committee from one (1) year to five (5) years in accordance with the provisions of Article 12 of

BTG Pactual

Praia de Botafogo, 501 - 6º Andar - Torre Corcovado - Botafogo - 22250-040 - Rio de Janeiro - RJ - Brasil - Tel. +55 21 3262 9600
www.btgpactual.com



Resolution 3,198 of the Central Bank of Brazil of May 27, 2004.

2. To approve the amendment and consolidation of the Company's Bylaws to reflect the modification listed in item 1 above.

General terms:

1. The documents required by CVM Instruction 481/09 (“ICVM 481”) are available to shareholders at the Company's headquarters, as well as on the websites of the Brazilian Securities and Exchange Commission (www.cvm.gov.br) and of B3 S.A. – Brasil, Bolsa e Balcão (www.b3.com.br), in accordance with the provisions of Brazilian Corporate Law and ICVM 481.

- (i) Shareholders or their legal representatives shall attend the AESM with their valid identification papers.
- (ii) Pursuant to article 21, sole paragraph of the Company's Bylaws, as well as in order to accelerate the AESM procedures, we request the shareholders who wish to participate in the AESM to deposit at the Company's headquarters located at Praia de Botafogo, nº 501, 6º andar, Torre Corcovado, Auditório, in the City and State of Rio de Janeiro, CEP: 22.250-040, in the Legal Department custody, up to twenty-four (24) hours before the date of the AESM:
 - a. Instrument of mandate granting special powers, with duly recognized firms;
 - b. Certified copy of the corporate documentation evidencing the powers of representation then granted, as well as identification document with photo of the legal representatives, for legal entities;
 - c. Certified copy of the fund's last consolidated regulation and bylaws or social contract of its director, in addition to the corporate documentation granting powers of representation, as well as identification document with photo of the legal representatives, for the investment funds;
 - d. It should be noted that powers of attorney drawn up in a foreign language must be translated into Portuguese and recorded in the Registry of Titles and Documents before being forwarded to the Company;

BTG Pactual

Praia de Botafogo, 501 - 6º Andar - Torre Corcovado - Botafogo - 22250-040 - Rio de Janeiro - RJ - Brasil – Tel. +55 21 3262 9600
www.btgpactual.com

- e. Proof of ownership of the shares duly accompanied by the power of attorney, and eventual voting guidance.
2. The Company shall adopt for this AESM the remote voting system established by article 21-A of ICVM 481. In this sense, the shareholders may send, as of this date, their voting instructions regarding the matters of this AESM:
 - (i) By filling instructions transmitted to their custody agents providing this service, in the case of shareholders holding shares deposited in a central depository; or
 - (ii) By filling instructions transmitted to the shares' bookkeeper issued by the Company, Banco Bradesco S.A., in the case of shareholders holding shares deposited with the bookkeeper; and
 - (iii) By remote voting bulletin for participation in the AESM sent directly to the Company.
3. In the case of divergence between any remote bulletin received directly by the Company and the bulletin instruction contained in the consolidated voting statement sent by the registrar with respect to the same CPF or CNPJ number, the bulletin instruction contained in the registrar's voting statement shall prevail, and the remote bulletin received directly by the Company shall be disregarded.
4. During the voting period, the shareholder may change his/her voting instructions as many times as he/she deems necessary, so that the last voting instruction presented shall be considered in the Company's voting map.
5. Once the voting deadline has ended, the shareholder may not amend the voting instructions that have already been sent. Should the shareholder believe that the amendment is necessary, he/she shall personally participate in the Shareholders Meeting, carrying the required documents in accordance with the table above, and request that the voting instructions sent via bulletin paper be disregarded.
6. A shareholder who attends the AESM and submits the required documentation shall not be prevented from attending the AESM.
7. Likewise, the right to participate in the AESM and to exercise all the prerogatives granted to the shares represented by the Units shall be exercised through the depository institution, in compliance with the procedures and limitations set forth in the corresponding issuance contract in force, as determined in article 46 of the Company's Bylaws.



The Company's shareholders interested in accessing the information or clarifying any doubts related to the above proposals should contact the Company's Investor Relations area, either by telephone (11) 3383-9697 or by e-mail ol-juridico-societario@btgpactual.com.

Rio de Janeiro, March 27, 2020.

Board of Directors