



BANCO DO ESTADO DO RIO GRANDE DO SUL S/A
Corporate Taxpayers' ID (CNPJ/MF): 92.702.067/0001-96
Publicly Held Company
Company Registry (NIRE): 43300001083

**CALL NOTICE FOR
ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING**

We hereby invite the Bank's shareholders to the Annual Shareholders' Meeting and Extraordinary Shareholders' Meeting to be held on April 30, 2011, at 02:00 pm, at the Company's headquarters located at Rua Capitão Montanha, nº 177, 4th floor, Porto Alegre, RS, Brazil, to decide on the following AGENDAS:

I – Annual Shareholders' Meeting

1. To acknowledge the management accounts, examine, discuss and vote on the Financial Statements and Management's Report, the Reports of the Independent Auditors and the Fiscal Council for the fiscal year ended December 31, 2012;
2. To:
 - 2.1. decide on the allocation of net income of the year ended December 31, 2012;
 - 2.2. ratify the payment of interest on capital and its imputation to dividends;
 - 2.3. ratify the payment of interim dividends;
 - 2.4. decide on payment of additional dividends;
3. To decide on the proposed capital budget prepared for the purposes of Article 196 of Law no. 6404/76 and on the proposed total dividend payout of 40% for the year 2012;
4. To elect the members of the Board of Administration;
5. To elect the members of Fiscal Council and their respective alternate members;
6. To fix the compensation of the members of the Board of Administration, Fiscal Council and Board of Executive Officers.

II – Extraordinary Shareholders' Meeting

1. To decide on the increase of the Capital Stock from R\$3,500,000,000.00 to R\$3,750,000,000.00 using the profit reserve in the amount of R\$250,000,000.00, without the issuance of new shares;
2. To decide on the following amendments to the Company's Bylaws:
 - 2.1. Article 4, to reflect the proposed capital increase of R\$250,000,000.00, and
 - 2.2. *caput* of article 5, to adequate the number of shares due to share conversions;
 - 2.3. inclusion of paragraph 4 in Article 20, related to the mandate of the members of the Board of Administration.

Pursuant to the first paragraph of Article 126 of Law no. 6,404/76, shareholders may be represented by proxies. Aiming at organizing the work of the Shareholders' Meeting, the power of attorney and other corporate documents that prove the correctness of the representation may, at the discretion of the shareholder, be delivered to the Company's headquarters, at Rua Capitão Montanha, nº 177, 4º andar, Porto Alegre, RS, Brazil, attention of Secretaria Geral, preferably within 48 (forty-eight) hours prior to the scheduled date of the Meetings.

The documents relating to the items of the Agendas are available to shareholders at the headquarters of Banrisul, at the Company's Investor Relation website (www.banrisul.com.br/ir - Corporate Governance - ASM, Management Proposal - click [here](#) to access the complete document) and also at BM&FBOVESPA (www.bmfbovespa.com.br) and CVM (www.cvm.gov.br) websites.

Porto Alegre, March 28, 2013.

Odir Alberto Pinheiro Tonollier
Chairman of the Board of Administration