

BANCO INDUSTRIAL E COMERCIAL S.A.

Publicly-held Company
CNPJ/MF 07.450.604/0001-89

PRESS RELEASE (*FATO RELEVANTE*)

BANCO INDUSTRIAL E COMERCIAL S.A. (BM&FBOVESPA: BICB3 and BICB4), a publicly-held company with head offices in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, No. 4,440, 1st to 5th floors, Itaim Bibi, Zip Code 04538-132 ("Company"), in compliance with article 3 of CVM Ruling No. 358 of the Brazilian Securities Commission (*Comissão de Valores Mobiliários*), dated as of January 3, 2002, as amended, and with paragraph 4th of article 157 of Law No. 6,404 dated as of December 15, 1976, as amended, hereby informs the shareholders of the Company and the market, in addition to the Press Releases (*Fatos Relevantes*) disclosed on October 31, 2013, August 29, 2014, September 1, 2014, September 29, 2014, October 30, 2014, and November 17, 2014, that it has received a notice delivered by its controlling shareholder **CCB BRAZIL FINANCIAL HOLDING – INVESTIMENTOS E PARTICIPAÇÕES LTDA.** with the following content:

"Dear Sirs,

We hereby make reference to the Press Releases (*Fatos Relevantes*) disclosed by the Banco Industrial e Comercial S.A. ("Company") on October 31, 2013, August 29, 2014, September 1st, 2014, September 29, 2014, October 30, 2014 and November 17, 2014, regarding the transaction of transfer of control of the Company to CCB Brazil Financial Holding – Investimentos e Participações Ltda. ("CCB Holding") ("Transaction"), as per the Share Purchase and Sale Agreement ("Agreement") by and among the former direct and indirect controlling shareholders of the Company ("Sellers") and China Construction Bank Corporation ("Purchaser").

As disclosed through the Press Release (*Fato Relevante*) dated as of November 17, 2014, CCB Holding and the Purchaser have delivered to the Sellers a notice indicating that the purchase price paid to the Sellers on the closing date may be subject to an aggregate downward adjustment of approximately R\$287.8 million ("Price Adjustment"), and the Sellers have challenged the Price Adjustment by means of a notice to the Purchaser (Notice of Disagreement).

Pursuant to the mechanics defined in the Agreement, the parties are still discussing and negotiating a solution for the Price Adjustment. As of the date of this letter, the parties have not reached an agreement about the Price Adjustment and have not reached a definition about the matter in dispute.

CCB Holding and the Purchaser will inform the Company as soon as there is any material fact related to the Transaction, and kindly require the Company to disclose the content of this notice to the market, in accordance with applicable regulation."

The Company will keep its shareholders and the market duly informed on any material fact related to the tender offer to which the Company has access, according to the applicable laws.

São Paulo, December 15, 2014.

BANCO INDUSTRIAL E COMERCIAL S.A.

Milto Bardini

Investor Relations Officer