

**BANCO INDUSTRIAL E COMERCIAL S.A.**

Publicly-Held Corporation

CNPJ/MF No. 07.450.604/0001-89

**PRESS RELEASE**

**Approval of the Integrated Mandatory Tender Offer for the Acquisition of Ordinary and Preferred Shares of the Company**

**BANCO INDUSTRIAL E COMERCIAL S.A.** (BM&FBOVESPA: BICB3 and BICB4), a publicly-held corporation with head offices in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima 4.440, 1st to 5th floors, Itaim Bibi, Postcode 04538-132 ("Company"), pursuant to the provisions of the Securities Exchange Commission ("CVM") Instruction n.º 358 dated January 3<sup>rd</sup>, 2002, as amended, in addition to the press released disclosed on October 31, 2013, August 29, 2014, September 1<sup>st</sup>, 2014, September 29, 2014, October 30, 2014, November 17, 2014, December 15, 2014, March 27, 2015, June 19, 2015 and July 14, 2015, hereby informs to its shareholders and to the market in general that, yesterday, August 25, 2015, the Department of Securities Registration of CVM, in accordance with Official Letter n.º CVM/SRE/OPA/CAN/2015/005, granted registration for the conduction of an integrated mandatory tender offer for the acquisition of up to the entirety of ordinary and preferred shares issued by the Company, to be conducted (i) in view of the transfer of control of the Company; (ii) for purposes of cancellation of registration of the Company as a publicly-held corporation in the capacity as issuer of category "A" securities; and (iii) due to the discontinuity of the differentiated corporate governance practices under the special listing segment of the BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA") known as Level 1 of Corporate Governance, as required by the Bylaws of the Company (items (i), (ii) and (iii) hereinafter collectively referred to as "Offering"), according to the terms and conditions provided in the Notice of the Integrated Mandatory Tender Offer for Acquisition of Ordinary and Preferred Shares Issued by Banco Industrial e Comercial S.A. ("Notice").

The Notice will be published on August 27, 2015 in the *Diário do Comércio, Indústria & Serviços* newspaper and in the *Valor Econômico* newspaper. The auction of the Offering will be held on September 28, 2015 at 16:00 (Brasília

time) at the electronic trading system of the BOVESPA segment of BM&FBOVESPA.

In compliance with the provisions of CVM Instruction n.º 361 dated March 5, 2002, as amended, the Notice and other documents related to the Offering will be made available: (i) in the websites of the Company (<http://www5.bicbanco.com.br/port/home/>), of the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), of the BM&FBOVESPA ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and of Morgan Stanley Corretora de Títulos e Valores Mobiliários S.A., the intermediary institution of the Offering ("Morgan Stanley") ([www.morganstanley.com.br](http://www.morganstanley.com.br)); (ii) at the head offices of the Company; (iii) at the head offices of the offeror, CCB Brazil Financial Holding – Investimentos e Participações Ltda., located in the City of São Paulo, State of São Paulo, at Rua Boa Vista 254, 13<sup>th</sup> floor, Centro, Postcode 01014-907; (iv) at the head offices of Morgan Stanley, located in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima 3.600, 6<sup>th</sup> floor, Itaim Bibi, Postcode 04538-132; and (v) at the head offices of BM&FBOVESPA, located in the City of São Paulo, State of São Paulo, at Praça Antonio Prado 48, 7<sup>th</sup> floor, Centro, Postcode 01010-901.

The Company will keep its shareholders and the market duly informed of any material fact regarding the Offering, pursuant to the provisions of the applicable legislation.

São Paulo, August 26, 2015.

**BANCO INDUSTRIAL E COMERCIAL S.A.**

Milto Bardini  
**Investors Relations Officer**