

BANCO INDUSTRIAL E COMERCIAL S.A.

Publicly-Held Corporation

CNPJ/MF No. 07.450.604/0001-89

PRESS RELEASE

BANCO INDUSTRIAL E COMERCIAL S.A. (BM&FBOVESPA: BICB3 and BICB4), a publicly-held corporation with registered offices in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima 4.440, 1st to 5th floors, Itaim Bibi, 04538-132 ("Company"), in compliance with the provisions of article 3rd of Instruction No. 358 dated January 3rd, 2002, as amended, issued by the Brazilian Securities Commission ("CVM"), and of paragraph 4th of article 157 of Law No. 6,404 dated December 15, 1976, as amended ("Brazilian Corporations Law"), hereby informs the shareholders of the Company and the market in general the successful conduction of the auction under the integrated mandatory tender offer for up to the entirety of the ordinary and preferred shares of the Company (i) in compliance with the obligation to launch a mandatory tender offer by virtue 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 ("Level 1"), as required by the Bylaws of the Company (items (i), (ii) and (iii) are collectively referred to as the "Offer"), according to the terms and conditions of the notice of the Offer ("Notice") ("Auction").

As a result of the Auction, CCB Brazil Financial Holding – Investimentos e Participações Ltda. ("Offeror") acquired 2,150,605 ordinary shares issued by the Company, corresponding to approximately 1.3% of the ordinary shares issued by the Company and to 0.9% of the total share capital of the Company; and 52,704,417 preferred shares issued by the Company, corresponding to 56.9% of the preferred shares issued by the Company and to 20.8% of the total share capital of the Company.

Accordingly, after settlement of the acquisitions made in the Auction, which shall occur on October 1st, 2015 ("Settlement Date"), the Offeror shall hold 159,545,537 ordinary shares issued by the Company, corresponding to 99.6% of

the ordinary shares issued by the Company and 77,406,999 preferred shares issued by the Company, corresponding to 83.5% of the preferred shares issued by the Company and corresponding, in the aggregate, to 93.7% of the capital stock of the Company, or to 96.1% of the capital stock of the Company excluding treasury shares.

Of the 54,855,022 shares tendered in the Auction, 15,589,190 shares will be purchased for the price of R\$7.59, corresponding to 75.0% of the price per share paid to sellers of the controlling shares, and adjusted until the Settlement Date ("Initial Installment"), and 39,265,832 shares will be purchased for the price of R\$8.29, adjusted until the Settlement Date ("Option II Price"), totaling the amount of R\$443,835,699.38 at the Settlement Date. Shareholders electing to receive the Initial Installment shall be entitled to certain additional payments, to be made outside the BM&FBOVESPA, under the terms and conditions set out in the Notice ("Option I Price").

As the number of shares acquired by the Offeror in the Auction exceeds the minimum amount of 2/3 of the ordinary and preferred shares whose holders expressly agreed with the cancellation of registration or applied for eligibility to the Auction, the Company may proceed with the required actions for cancellation of the registration as a publicly-held corporation at the CVM.

In compliance with the provisions of Level 1 listing rules, and as approved by the annual shareholders meeting of the Company held on March 23, 2015, the Company's shares shall cease to trade in Level 1 at the present date, trading solely in the basic listing segment of the BM&FBOVESPA until the actual cancellation of registration by the CVM.

Pursuant to the applicable laws and regulations and to the provisions of item 6.4 of the Notice, any shareholder willing to sell its shares to the Offeror as of today and for a period of up to three (3) months following the Auction, that is, until December 28, 2015 ("Put Period"), may submit to the Company a request in this sense, in accordance with the procedure provided for in the website of the Company. The Offeror shall then be compelled to acquire such remaining shares for the Option I Price or for the Option II Price, at the sole and exclusive discretion of the shareholders, plus interests in accordance with the daily average variation of the SELIC Rate calculated *pro rata temporis* from the Settlement Date until the payment date, and adjusted for any dividends and interests on shareholders' equity, share grouping or split possibly declared or occurred, to be processed within fifteen days after the request presented to the Company by the Shareholder.

Furthermore, in view of the fact that from the Settlement Date ahead, less than 5% of the aggregate shares issued by the Company shall remain outstanding, and in accordance with the provisions of article 4th, paragraph 5th, of the Brazilian Corporations Law, a special shareholders meeting of the Company will be called to approve the redemption of the outstanding shares that were not acquired by the

Offeror at the Auction or during the Put Period ("Redemption Meeting"). The redemption price shall be equivalent to the final value for Option I Price or Option II price, as resolved by the Redemption Meeting, including interest accrued in accordance with the variation of the daily average of the SELIC Rate calculated *pro rata temporis* from the Settlement Date until the date of payment, and adjusted for any dividends, interests on shareholders' equity, share grouping or splits declared or occurred.

Once the redemption of shares is approved by the Redemption Meeting, the Company shall inform the shareholders and the market in general all other details and the proceedings applicable to the acquisition and payment of the outstanding shares.

São Paulo, September 29, 2015.

BANCO INDUSTRIAL E COMERCIAL S.A.

Milto Bardini
Investors Relations Officer