

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*) ("CVM"), 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 ("Corporations Law"), 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 and October 30, 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,

Reference is made to the Share Purchase Agreement, entered into on October 31, 2013 among José Bezerra de Menezes, José Aduino Bezerra Junior, Francisco Humberto Bezerra, José Aduino Bezerra, Sergio da Silva Bezerra de Menezes, Moema Bezerra de Menezes Mota, Angela Bezerra de Menezes Machado, Mônica Bezerra Araripe, Regina de Fátima Almeida Bezerra (hereinafter referred to jointly as the "Sellers") and China Construction Bank Corporation (the "Purchaser") and, as intervening parties, Banco Industrial e Comercial S.A. (the "Bank"), Gemini Holding S.A., Primus Holding S.A., BIC Corretora de Câmbio e Valores S.A., Norma da Silva Bezerra, Luciana Passos Bezerra de Menezes and Francisco Suetonio Bastos Mota, as amended by the Ancillary Agreement executed on October 31, 2013, pursuant to which the parties thereto have agreed on the purchase and sale of the controlling stake of the Bank, subject to the conditions set forth therein (the "Agreement").

On October 29, 2014, CCB Brazil Financial Holding – Investimentos e Participações Ltda. ("CCB Holding") and the Purchaser have delivered to the Sellers a notice indicating that,

pursuant to the mechanics defined in the Agreement, 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"), which translates to a downward adjustment of R\$1.58 per each ordinary share or preferred share of the Bank.

On November 14, the Sellers have challenged the Price Adjustment by means of a notice to the Purchaser ("Notice of Disagreement"). Pursuant to the Agreement, the parties will have until November 24, 2014 to discuss in good faith and negotiate any disputed matters in connection with the Price Adjustment, otherwise any disputed matters will be submitted to a mutually acceptable, independent, "big four" accounting firm for review and resolution of any and all matters that remain in dispute.

The procedures in connection with the Price Adjustment, including any of the foregoing, may be changed by mutual agreement among the Sellers and the Purchaser.

Please disclose the content of this notice to the shareholders of the Bank, 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, November 17, 2014

BANCO INDUSTRIAL E COMERCIAL S.A.

Milto Bardini

Investor Relations Officer