

BANCO INDUSTRIAL E COMERCIAL S.A.

Publicly-held Company

CNPJ/MF 07.450.604/0001-89

PRESS RELEASE

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 inform 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 and September 29, 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\$287.766 million ("Price Adjustment"), which translates to a downward adjustment of R\$1.58 per each ordinary share or preferred share of the Bank.

Pursuant to the terms of the Agreement, for a period of 20 days following October 29, 2014, the Sellers will be entitled to challenge the Price Adjustment by means of a notice to the Purchaser ("Notice of Disagreement"). In case a Notice of Disagreement is effectively delivered: (i) the parties will have a 10-day period to discuss in good faith and negotiate any disputed matters in connection with the Price Adjustment; (ii) if, at the end of such 10-day period, the parties have not resolved such disputes, the Parties will submit to a mutually acceptable, independent, "big four" accounting firm for review and resolution of any and all matters that remain in dispute; and (iii) the parties will use their respective good faith efforts to cause such accounting firm to render a decision resolving the matters in dispute within 30 days following the submission of such matters to such accounting firm ("Review Procedure").

To the extent the Sellers agree to the Price Adjustment or fail to timely deliver a Notice of Disagreement, the Price Adjustment will be final, and the revised and adjusted purchase price for each ordinary share or preferred share of the Bank held by the Sellers will be approximately R\$7.32 ("Adjusted Purchase Price"). In case a Notice of Disagreement is delivered, each stage of the Review Procedure described above will be adopted to the extent necessary.

For the purposes of the tender offer for the acquisition of the shares of the Bank held by its minority shareholders, CCB Holding expects to disclose all information in connection with the price per share to be paid to tendering shareholders upon completion of the Review Procedure, as such price ultimately depends on the definition of the Adjusted Purchase Price.

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, October 30, 2014

BANCO INDUSTRIAL E COMERCIAL S.A.

Milto Bardini
Investor Relations Officer