

BANCO INDUSTRIAL E COMERCIAL S.A.
Publicly-Held Company
CNPJ/MF No. 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 Av. Brigadeiro Faria Lima, No. 4,440, 1st to 5th floors, Itaim Bibi, CEP 04538-132, (“Company”), inform its shareholders and the market, in attention to the Ofício SAE/GAE 2825-14, dated as of August 29, 2014, sent by the Department of Company Supervision (*Superintendência de Acompanhamento de Empresas*) of the BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros (“BM&FBOVESPA”), that it has received, on September 1st, 2014, the following communication from CCB BRAZIL FINANCIAL HOLDING – Investimentos e Participações Ltda. (“CCB Holding”), direct controlling shareholders of the Company and a subsidiary of CHINA CONSTRUCTION BANK CORPORATION (“CCB”):

"We hereby make reference to the Ofício SAE/GAE 2825-14, dated as of August 29, 2014, and the Press Releases (Fatos Relevantes) disclosed by the Company on October 31, 2013 and August 29, 2014, regarding the execution and closing, respectively, of the sale of control of the Company to CCB Holding ("Transaction"), as per the Share Purchase and Sale Agreement by and among the former direct and indirect controlling shareholders of the Company ("Selling Shareholders") and CCB ("Agreement").

As disclosed through the Press Release (Fato Relevante) dated as of August 29, 2014, within thirty (30) days of the closing of the Transaction, CCB Holding shall submit to CVM a request for the registration of a mandatory tender offer for acquisition of all shares issued by the Company held by the minority shareholders.

Such mandatory tender offer will be performed as a result of the transfer of control of the Company, according to article 254-A of the Corporations Law, the CVM Ruling No. 361, dated as of March 5, 2002, as amended, and in accordance with articles 6th and 51st of the By-laws of the Company ("Tag Along TO"). CVM's authorization will be requested in order to integrate such mandatory tender offer with a voluntary tender offer for cancellation of registration of the Company as a issuer of securities ("Going-Private TO"), in accordance with paragraph 4th of article 4th of the Corporations Law and with articles 6th and 51st of the By-laws of the Company, as well as a voluntary tender offer for leaving the Level 1 of Corporate Governance Practices of BM&FBOVESPA ("Delisting TO" and, jointly with the Tag Along TO and the Going-Private TO, the "Integrated MTO").

We inform that the price to be paid in the Integrated MTO, if authorized by CVM, must comply with the requirements of the Tag Along TO, which states that the price to be paid to the minority shareholders must comply with the same terms and conditions offered to the Selling Shareholders as per the Agreement, and also the requirements imposed for the Going-Private TO and the Delisting TO, pursuant to which the price to be paid to the minority shareholders must be, at least, the economic value of the Company's shares.

The price paid to the Selling Shareholders in the Transaction was 8.9017 Brazilian Reais for each common or preferred share issued by the Company, out of which (i) 6.6763 Brazilian Reais per share were paid in cash at Closing and (ii) 2.2254 per share were deposited in an escrow account pursuant to the terms and conditions set forth in the Agreement. Such price is subject to upward or downward adjustments after the closing of the Transaction, by the difference between (i) the shareholder's equity of the Company of 7.8429 Brazilian Reais per ordinary or preferred share (excluding treasury shares), calculated based on the financial statements of the Company as of March 31, 2013; and (ii) the shareholder's equity of the Company per ordinary or preferred share at of the Closing Date. For purposes of the purchase price adjustment, (i) any reversion of reserves in connection with certain tax lawsuits specified in the Agreement discussing the calculation of PIS (Social Integration Program - Programa de Integração Social) and COFINS (Contribution to Social Security – Contribuição para Financiamento da Seguridade Social) on financial revenues of the Company and one of its subsidiaries ("PIS and COFINS Lawsuits") is subject to a final non-appealable decision on the PIS and COFINS Lawsuits; and (ii) net profit received by the Company as a result of the settlement under the swap transaction entered into with Goldman Sachs and disclosed to the market through the Press Release (Comunicado ao Mercado) dated as of May 11, 2012, will be computed in the proportion of 50%. In addition, under the Agreement, the Selling Shareholders are entitled to receive, in the proportion that the Controlling Shares represent in the Company's total outstanding shares (excluding treasury shares) on the Closing Date, reimbursement of the amount equivalent to any restitutions or tax credits actually received and utilized by the Company after the Closing Date, if any, in connection with the PIS and COFINS Lawsuits.

The price that CCB Holding shall pay due to the obligations arising from the Tag Along TO will correspond to the price paid to the Selling Shareholders of the Company, including an upfront payment and a value deposited in an escrow account, as well as the above-mentioned price adjustments ("Tag Along TO Price"). CCB Holding considers proposing an alternative offer to the minority shareholders, consisting on a single upfront payment ("Alternative Offering"), which will be subject to the analysis and approval from CVM. CCB Holding will disclose additional details about the Alternative Offering, including price and the other conditions, as soon as it reaches a decision about these topics.

Due to CCB Holding's intention to integrate the Tag Along TO with the Going-Private TO and with the Delisting TO, an Extraordinary Shareholder's Meeting of the Company will take place today, whereby the holders of outstanding shares shall deliberate over the

choice of the appraiser to produce the appraisal report on the economic value of the shares of the Company within the list of three pre-selected entities presented by the Board of Directors of the Company in the meeting of the Board of Directors held on August 14, 2014 ("Economic Value"). If CVM authorizes the Integrated MTO, the price per share that will be offered to the minority shareholders shall be the greater between the Tag Along TO Price and the Economic Value per share of the Company."

The Company will keep its shareholders and the market duly informed on any material fact related to the Integrate MTO, in accordance with applicable laws.

São Paulo, September 1st, 2014.

BANCO INDUSTRIAL E COMERCIAL S.A.

Milto Bardini

Investor Relations Officer