

BANCO INDUSTRIAL E COMERCIAL S.A.

CHINA CONSTRUCTION BANK CORPORATION

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") and **CHINA CONSTRUCTION BANK CORPORATION** ("CCB"), 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 and September 1st, 2014, **CCB BRAZIL FINANCIAL HOLDING – INVESTIMENTOS E PARTICIPAÇÕES LTDA.** ("CCB Holding" or "Offeror"), a company controlled by CCB and the new controlling shareholder of the Company presented to CVM as of the date hereof the request for registration of the tender offer for the acquisition of up to the totality of the Shares Subject to the Offer (as defined below).

The tender offer referred to above will be performed as a result of the transfer of control of the Company, according to article 254-A of the Corporations Law, pursuant to CVM Ruling 361, as of March 5th, 2002, as amended ("CVM Ruling 361"), and in accordance with articles 6th and 51st of the Bylaws of the Company. Authorization from CVM was requested for the said tender offer to be unified with (i) the tender offer to acquire all of the outstanding shares of the Company for cancellation of its registration for trading shares in the market as issuer of securities pursuant to §4th of article 4th of the Corporations Law; and (ii) tender offer for the acquisition to the totality of outstanding shares of the Company to discontinue the differentiated corporate governance practices provided in the special listing segment of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros denominated Level 1 of Corporate Governance, as required by the Bylaws of the Company (collectively referred to as "TO").

Pursuant to article 7 of the CVM Ruling 361, Morgan Stanley Corretora de Títulos e Valores Mobiliários S.A. was contracted to act as the intermediary institution of the TO ("Intermediary Institution").

Within the scope of the TO, CCB Holding, by the Intermediary Institution, may acquire up to (i) 100.00% of the ordinary shares issued by the Company other than ordinary shares (a) owned by the controlling shareholder and persons connected to it; (b) owned by members of the Company's management; and (c) held in treasury, representing 2,811,890 ordinary shares equivalent to, approximately, 1,76% of the ordinary shares issued by the Company and 1,11% of the total share capital of the Company ("Outstanding Ordinary Shares"); (ii) 100.00% of the preferred shares issued

by the Company, other than preferred shares (a) owned by the controlling shareholder and persons connected to it; (b) owned by members of the Company's management and (c) held in treasury, representing 61,268,660 preferred shares equivalent to, approximately, 66.10% of the preferred shares issued by the Company and 24.23% of the total share capital of the Company ("Outstanding Preferred Shares") and together with the Outstanding Ordinary Shares, the "Outstanding Shares"; and (iii) 100.00% of the ordinary shares issued by the Company held by members of the Company's management, totaling 11 ordinary shares, equivalent to approximately 0% of the total capital stock of the Company, and 326.976 preferred shares, equivalent to approximately 0.35% of the preferred shares of the Company and 0.13% of the total capital stock of the Company. Accordingly, the shares subject to the TO total 1.76% of the ordinary shares and 66.45% of the preferred shares issued by the Company, equivalent to approximately 25.47% of the total share capital of the Company ("Shares Subject to the Offering").

The request for registration of the TO was presented to CVM for the purposes of compliance with the term provided for in article 29, §2nd, of the CVM Ruling 361. As of the date hereof, CCB Holding cannot precise the price that will be offered to the holders of the Shares Subject to the Offering, as the price paid to the previous controlling shareholders is still subject to the post-closing adjustments described in the Press Release disclosed on September 1st, 2014. The Offeror intends to offer to the holders of the Shares Subject to the Offering the option to receive the payment similar to the received by the previous controlling shareholders, including an amount on demand and an amount deposited in escrow account, which shall serve as collateral for payment of contingent indemnification to CCB and CCB Holding, as well the possibility to additional payments (as described in the Press Release disclosed on September 1st, 2014). Alternatively, it will be offered to the holder of the Shares Subject to the Offering an alternative price, corresponding to a portion of the total price paid to the previous controlling shareholders, by means of one single payment on demand.

The Offeror will disclose press release to the market with the information on the two price options that will be offered to the holders of the Shares Subject to the Offering within the scope of the TO as soon as the adjustment price paid to the previous controlling shareholders is closed.

The Offeror also informs to have received as of this date the valuation report ("Valuation Report") prepared by Ernst & Young Assessoria Empresarial Ltda. ("EY" or "Appraiser"), whose choice was unanimously approved by the shareholders present to the Special Shareholders Meeting of the Company held on September 1st, 2014. According to the Valuation Report, EY valued the economic value of the shares issued by the Company in the range between R\$6.50 and R\$7.11, calculated according to the methodology of discounted cash flow, which was appointed by the Appraiser as the most adequate to the definition of the economic value of the Shares Subject to the Offering. The Valuation Report will be available for consultation as of the date hereof, at the locations indicated according to article 8th, paragraph 5th, of the CVM Instruction 361.

The Company will keep its shareholders and the market duly informed on any material fact related to the TO, according to the applicable laws.

São Paulo, September 29, 2014

BANCO INDUSTRIAL E COMERCIAL S.A.

Milto Bardini

Investor Relations Officer

CHINA CONSTRUCTION BANK CORPORATION