

ENGLISH VERSION FOR REFERENCE ONLY. PORTUGUESE VERSION REGISTERED WITH THE AUTHORITIES SHALL PREVAIL.

INTEGRATED MANDATORY TENDER OFFER FOR THE ACQUISITION OF ORDINARY AND PREFERRED SHARES ISSUED BY BANCO INDUSTRIAL E COMERCIAL S.A.

STATEMENT OF AGREEMENT FORM RELATED TO THE CANCELLATION OF REGISTRATION AS PUBLICLY-HELD CORPORATION OF BANCO INDUSTRIAL E COMERCIAL S.A. AND ACCEPTANCE OF THE OFFERING

This form of statement of agreement with the Offering (“Statement of Agreement Form”) is related to the integrated public offering for the acquisition of up to the entirety of the Shares Subject to the Offering (i) in compliance with the obligation to conduct a public tender offer in view of the transfer of control of the Company; (ii) for cancellation of the Company’s registration for purposes of trading of shares in the market as a category “A” securities issuer (“Cancellation of Registration”); and (iii) as a result of the discontinuation of differentiated corporate governance practices provided for the special listing segment of the BM&FBOVESPA - Bolsa de Valores, Mercadorias e Futuros de São Paulo (“BM&FBOVESPA”) known as Level 1 of Corporate Governance, as required by the Company’s Articles of Incorporation (items (i), (ii) and (iii) are collectively referred to as the “Offering”), to be conducted in accordance with the terms and conditions outlined in the Notice of Integrated Public Offering of Acquisition of Ordinary and Preferred Shares Issued by Banco Industrial e Comercial S.A. (“Notice”), published in newspapers “Diário Comércio, Indústria & Serviços” and “Valor Econômico on August 27, 2015.

Except as otherwise specifically defined in this Statement of Agreement Form, capitalized terms used herein, both in the singular and in the plural number, shall have the meanings ascribed to them in the Notice.

“Registration of the Offering does not imply, on the part of the CVM, any assurance of truthfulness of information rendered or judgment on the quality of the Company or of the shares issued by it.”

1. Stockholder

Full name / Corporate Name:

Description of the core business:

Code and description of the legal status:

Address:

Nº

Complement:

Borough:

CEP:

City:

State:

CPF/CNPJ:

Nationality /
Jurisdiction of
Incorporation:

Telephone:

Marital Status (if
applicable):

Profession/Activity:

E-mail:

Identity Card:

Issuing Authority:

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CETIP Account		SELIC Account	
2. Legal Representative(s)			
1. Full Name:			
Address:		Nº	Complement
Borough:	CEP:	City:	State:
CPF/CNPJ:	Nationality:	Telephone:	Marital Status:
2. Full Name:			
Address:		Nº	Complement
Borough:	CEP:	City:	State:
CPF/CNPJ:	Nationality:	Telephone:	Marital Status:
3. Current Account Held in the Name of the Shareholder			
Bank (Code):	Bank (Name):		
Branch:	Current Account Number (with digit):	Branch:	
Remarks:			
4. Issuing Company: Banco Industrial e Comercial S.A.			
Type and kind:	Quantity (number)	Quantity (printed)	
Ordinary Shares			
Preferred Shares			
5. Accredited Broker			
Corporate Name::			
Address:		Nº	Complement
Borough:	CEP:	City:	State:
6. The shareholder designated in item 1 represents that:			
a) he/she/it agrees with the Cancellation of Registration; and			
(b) but is not willing to sell to the Offeror the Outstanding Shares owned by him/her/it, also representing to be aware that:			
(i) His/her/its Outstanding Shares shall not be available for disposition until the Settlement Date; and			
(ii) After the Cancellation of Registration, it will no longer be possible to dispose of his/her/its Outstanding Shares in the BM&FBOVESPA.			

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7. This Statement of Agreement Form is irrevocable and irreversible, subject to the terms and conditions provided for herein and in the Notice.

8. The jurisdiction of the Judicial District of São Paulo, State of São Paulo, is hereby elected to settle any controversies arising out of this Statement Form.

9. I HEREBY REPRESENT FOR ALL PURPOSES THAT (I) I AGREE WITH THE CONTRACTUAL CLAUSES AND OTHER CONDITIONS LAID DOWN IN THIS STATEMENT OF AGREEMENT FORM; (II) I HAVE BEEN PROVIDED WITH A COPY OF THE NOTICE AND OF THE APPRAISAL REPORT AND HAVE TAKEN KNOWLEDGE OF THEIR FULL CONTENTS DESCRIBING THE TERMS AND CONDITIONS OF THE OFFERING; AND (III) I AM LIABLE FOR THE TRUTHFULNESS, CONSISTENCY, ACCURACY AND SUFFICIENCY OF ALL INFORMATION PROVIDED HEREIN AND THE RELATED DOCUMENTATION.

Place:

Date:

Shareholder

ID (if applicable):

CPF/CNPJ:

This Statement of Agreement Form must be fully filled in and signed, and the signatures of the shareholder or its authorized attorney must be certified by a notary public. After being duly filled in, the Form shall be delivered until 6 p.m. (Brasilia time) on the business day preceding the Auction Date, in two (2) counterparts, to the Broker representing the Shareholder in the Auction, which, in its turn, shall deliver such form to the Director of Transactions of the BM&FBOVESPA until 1 p.m. on the Auction Date.