

BANCO BBM S.A.
Closely-held Company

CNPJ/MF nº 15.114.366/0001-69
NIRE: 29.3.000.1103-7

Banco BBM S.A. (“**BBM**”), in compliance with CVM Ruling No. 476 of the Brazilian Securities Exchange Commission (*Comissão de Valores Mobiliários*), dated as of January 16th, 2009 and CVM Ruling No. 358, dated as of January 3rd, 2002, as amended, hereby notifies CETIP S.A. - Organized Markets and the investor community in general, in relation to the issuance of 1,000 (Thousand) Banknotes (*Letras Financeiras*), with a nominal unit value of R\$200,000.00 (two hundred thousand Brazilian reais), held on February 27th, 2014, according to Banco BBM S.A. Banknotes’ Public Offering with Restricted Placement Efforts, dated February 20th, 2014, the following:

On May 19th, 2015, the shareholders of BBM’s controlling group (“**Seller**”) and the Bank of Communications Co., Ltd. (“**BoCom**”) celebrated the Purchase and Sale of Shares Agreement and Other Covenants (the “**Purchase and Sale’s Agreement**”).

The Purchase and Sale’s Agreement establishes the terms and conditions under which BoCom shall acquire, and the Sellers shall sell, 80% of the total common outstanding shares and 80% of the preferred outstanding shares representing, therefore, 80% of the outstanding BBM’s share capital, subject to the conditions precedent set forth in the Purchase and Sale’s Agreement (the “**Transaction**”).

The conclusion of the Transaction is subject to the conditions precedent set out on the Purchase and Sale’s Agreement, which includes (i) the publication of the applicable Presidential Decree, pursuant article 5 of Central Bank of Brazil’s Resolution No. 3,317/2006, approving the acquisition of up to 100% of BBM’s shares by the foreign shareholder, with the subsequent approval by the Central Bank of Brazil for the transfer of share control from BBM to BoCom, pursuant to the National Monetary Council (*CMN*) Resolution No. 4,122/2012 and the Central Bank of Brazil’s Resolution No. 3,649/2013; and (ii) the applicable regulatory approvals in China.

The Transaction, after the Central Bank of Brazil approval and subject to the conditions precedent, will result in the transfer of the share control from BBM to BoCom. After the Transaction, certain Sellers will remain as shareholders of representing shares of (i) 18,73% of the total BBM’s outstanding common shares and 15,04% of the total BBM’s outstanding preferred shares; and (ii) 17,97% of the total BBM’s outstanding share capital.

Finally, BBM reports that, as soon as concluded the Transaction, a new material fact will be released.

Rio de Janeiro, May 19th, 2015.

Pedro Henrique Mariani Bittencourt
Director

Cassio Fernando von Gal
Director