

**Banco ABC Brasil S.A. Announces the Commencement of the Tender Offer for its 7.875% Subordinated Notes due 2020.**

March 8, 2017 — São Paulo, Brazil.

**BANCO ABC BRASIL S.A.**

(incorporated as a corporation (“*sociedade por ações*”) under the laws of the Federative Republic of Brazil)

**Offer to Purchase for Cash**

**Any and All of Banco ABC Brasil S.A.’s Outstanding 7.875% Subordinated Notes due 2020  
(CUSIP: 05951Y AA1 and P0763M BW0; ISIN: US05951YAA10 and USP0763MBW03)**

Banco ABC Brasil S.A. (the “Bank”) hereby announces its offer to purchase for cash any and all of its outstanding 7.875% Subordinated Notes due 2020 (CUSIP: 05951Y AA1 and P0763M BW0; ISIN: US05951YAA10 and USP0763MBW03) (the “Notes”), from holders thereof (each, a “Holder” and collectively, the “Holders”), at the price set forth below, upon the terms and subject to the conditions set forth in the Offer to Purchase dated March 8, 2017 (as it may be amended or supplemented from time to time, the “Offer to Purchase”) and in the related Letter of Transmittal dated March 8, 2017 (as it may be amended or supplemented from time to time, the “Letter of Transmittal” and, together with the Offer to Purchase, the “Offer Documents”), which together constitute the Offer (the “Offer”). As of March 8, 2017, the aggregate principal amount of Notes outstanding was U.S.\$344,418,000. Capitalized terms not defined herein shall have the meaning ascribed to them in the Offer Documents.

D. F. King & Co., Inc. is acting as the tender agent (in such capacity, the “Tender Agent”) and as the information agent (in such capacity, the “Information Agent”) for the Offer. HSBC Securities (USA) Inc., Itau BBA USA Securities, Inc. and Santander Investment Securities Inc. are acting as Dealer Managers for the Offer (the “Dealer Managers”).

The Bank’s obligation to purchase Notes in the Offer is conditioned on the satisfaction or waiver of certain conditions described in the Offer to Purchase. The Offer is not conditioned upon the tender of any minimum principal amount of Notes. The Offer is not conditioned upon any financing. The consideration for each U.S.\$1,000 principal amount of Notes validly tendered and accepted for purchase pursuant to the Offer shall be the tender offer consideration as set forth in the table below (the “Tender Offer Consideration”). In addition, Holders who validly tender and do not validly withdraw their Notes in the Offer will also be paid a cash amount equal to accrued and unpaid interest, if any, from the last interest payment date up to, but not including, the Settlement Date (as defined below) (“Accrued Interest”). In the event of a termination of the Offer with respect to the Notes, neither the Tender Offer Consideration nor any Accrued Interest will be paid or become payable to Holders of the Notes and all Notes tendered pursuant to the Offer will be promptly returned to the tendering Holders.

<u>Title of Security</u>	<u>Security Identifiers</u>	<u>Principal Outstanding Amount</u>	<u>Tender Offer Consideration</u> <sup>(1)</sup>
7.875% Subordinated Notes due 2020...	<i>Restricted Notes</i> CUSIP: 05951Y AA1 ISIN: US05951YAA10	U.S.\$344,418,000	U.S.\$1,100
	<i>Regulation S Notes</i> CUSIP: P0763M BW0 ISIN: USP0763MBW03		

\*Per U.S.\$1,000 principal amount of Notes and excluding Accrued Interest accepted for purchase.

Subject to the terms and conditions of the Offer, the Bank expects to accept for purchase promptly following the Expiration Time all of the Notes validly tendered and not validly withdrawn (the date of such acceptance, the “Acceptance Date”). With respect to Notes accepted for purchase on the Acceptance Date and delivered on or prior to the Expiration Time, if any, the Holders thereof will receive payment of the Tender Offer Consideration for such accepted Notes on or promptly after the Acceptance Date, with the date on which we deposit with the Depository Trust Company (“DTC”) the aggregate Tender Offer Consideration for such Notes, together with an amount equal to Accrued Interest thereon, being referred to as the “Settlement Date.” With respect to accepted Notes delivered pursuant to the guaranteed delivery procedures described in the Offer to Purchase, the Holders thereof will receive payment of the Tender Offer Consideration for such Notes one business day after the Notice of Guaranteed Delivery Date (as defined below), together with an amount equal to the Accrued Interest to but not including the Settlement Date, such date being referred to as the “Guaranteed Delivery Settlement Date.” For the avoidance of doubt, Accrued Interest will cease to accrue on the Settlement Date for all Notes accepted in the Offer.

Holders should take note of the following dates in connection with the Offer:

<b>Date</b>	<b>Calendar Date</b>	<b>Event</b>
Launch Date.....	March 8, 2017	Commencement of the Offer
Withdrawal Deadline .....	5:00 p.m., New York City time, on March 16, 2017, unless extended by us in our sole discretion.	The last date and time for Holders to validly withdraw tenders of the Notes.
Expiration Time.....	5:00 p.m., New York City time, on March 16, 2017, unless extended or earlier terminated by us in our sole discretion.	The last date and time for Holders to tender Notes to qualify for the payment of the Tender Offer Consideration.
Acceptance Date .....	We expect that the Acceptance Date will be one business day following the Expiration Time. The Acceptance Date is currently expected to be March 17, 2017.	Acceptance of all Notes validly tendered and not validly withdrawn prior to the Expiration Time.
Notice of Guaranteed Delivery Date.....	5:00 p.m., New York City time, of March 20, 2017, which is two business days after the Expiration Time.	The date on which guaranteed deliveries will be required to be provided.
Settlement Date .....	In respect of Notes that are accepted for purchase on the Acceptance Date and delivered on or prior to the Expiration Time, we expect the Settlement Date to occur on March 21, 2017, such date being three business days following the Expiration Time.	The date on which we deposit with DTC the aggregate Tender Offer Consideration for Notes tendered and accepted for purchase on the Acceptance Date, together with an amount equal to Accrued Interest thereon. Accrued Interest will cease to accrue on the Settlement Date for all Notes accepted in the Offer.
Guaranteed Delivery Settlement Date .....	In respect of accepted Notes that are delivered pursuant to the guaranteed delivery procedures described in the Offer to Purchase, we expect the Guaranteed Delivery Settlement Date to occur on March 21, 2017, such date being one business day after the Notice of Guaranteed Delivery Date and three business days following the Expiration Time.	The date on which we deposit with DTC the aggregate Tender Offer Consideration for accepted Notes tendered and delivered through the guaranteed delivery procedures described in the Offer to Purchase, together with an amount equal to Accrued Interest to but not including the Settlement Date. For the avoidance of doubt, Accrued Interest will cease to accrue on the Settlement Date for all Notes accepted in the Offer.

Notes may be tendered and accepted for payment only in principal amounts equal to minimum denominations of U.S.\$100,000 and integral multiples of U.S.\$1,000 in excess thereof. No alternative, conditional or contingent tenders will be accepted. Holders who tender less than all of their Notes must continue to hold Notes in the minimum authorized denomination of U.S.\$100,000 principal amount. All references in the Offer to Purchase to “U.S.\$” are to U.S. dollars.

If there is any change in the consideration to be paid in the Offer with respect to the Notes, the Offer will remain open at least five business days from the date we first give notice of such change in the consideration to Holders, by public announcement or otherwise prior to 10:00 a.m. New York City time on such day. If the Bank makes any other material change in the terms of the Offer or waive a material condition of the Offer, the Offer will remain open at least three business days from the date the Bank first gives notice of such material change or waiver of a material condition to Holders, by public announcement or otherwise prior to 10:00 a.m. New York City time on such day.

Without limiting the manner in which any public announcement may be made in relation to the Offer, the Bank shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by issuing a press release through a widely disseminated news or wire service or such other means of announcement as we deem appropriate.

Any Notes that are tendered may be withdrawn at any time prior to the Expiration Time (such time and date, as it may be extended, the “Withdrawal Deadline”). See “Terms of the Offer—Withdrawal of Tenders” in the Offer to Purchase.

**THE OFFER TO PURCHASE AND THE LETTER OF TRANSMITTAL SHOULD BE READ CAREFULLY BEFORE A DECISION IS MADE WITH RESPECT TO THE OFFER.**

**NEITHER THE OFFER TO PURCHASE NOR ANY OF THE OTHER DOCUMENTS RELATING TO THE OFFER HAVE BEEN FILED WITH OR REVIEWED BY THE FEDERAL OR ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY OF ANY COUNTRY, NOR HAS ANY SUCH COMMISSION OR AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFER TO PURCHASE OR ANY OF THE OTHER DOCUMENTS RELATING TO THE OFFER. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL AND MAY BE A CRIMINAL OFFENSE.**

**In the event that the Offer with respect to the Notes is withdrawn or otherwise not completed, the Tender Offer Consideration will not be paid or become payable to Holders of Notes who have validly tendered their Notes in connection with the Offer. In any such event, Notes previously tendered pursuant to the Offer will be promptly returned to the tendering Holder.**

**Subject to applicable laws and the terms set forth in the Offer, the Bank reserves the right, with respect to the Notes, (i) to waive or modify in whole or in part any and all conditions to the Offer, (ii) to extend the Expiration Time, (iii) to modify or terminate the Offer or (iv) to otherwise amend the Offer in any respect.**

Subject to the terms and conditions set forth in the Offer to Purchase and the Letter of Transmittal, the aggregate Tender Offer Consideration and the Accrued Interest to which a tendering Holder is entitled to pursuant to the Offer will be paid on the Settlement Date or in the case of accepted Notes delivered pursuant to the guaranteed delivery procedures described in the Offer to Purchase, on the Guaranteed Delivery Settlement Date. Under no circumstances will any interest on the Tender Offer Consideration be payable because of any delay in the transmission of funds to Holders by the Tender Agent or DTC.

**NONE OF THE BANK, ITS BOARD OF DIRECTORS, THE INDENTURE TRUSTEE, THE INFORMATION AGENT, THE TENDER AGENT, THE DEALER MANAGERS OR ANY OF THEIR RESPECTIVE AFFILIATES MAKES ANY RECOMMENDATION AS TO WHETHER HOLDERS SHOULD TENDER, OR REFRAIN FROM TENDERING AS TO ALL OR ANY PORTION OF THE PRINCIPAL AMOUNT OF THEIR NOTES PURSUANT TO THE OFFER, NOR SHOULD THE OFFER**

**TO PURCHASE BE CONSTRUED AS INVESTMENT, ACCOUNTING, LEGAL OR TAX ADVICE BY SUCH PARTIES OR THEIR RESPECTIVE DIRECTORS, OFFICERS, AGENTS, ATTORNEYS OR EMPLOYEES. HOLDERS MUST MAKE THEIR OWN DECISIONS AND SHOULD CONSULT THEIR OWN ATTORNEYS, ACCOUNTANTS AND OTHER ADVISORS WITH REGARD TO TENDERING NOTES.**

**The Offer to Purchase does not constitute an offer to purchase the Notes in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such offer under applicable securities or “blue sky” laws. If the Bank becomes aware of any jurisdiction in which the making of the Offer would not be in compliance with applicable laws, the Bank will make a good faith effort to comply with any such laws. If, after such good faith effort, the Bank cannot comply with any such laws, the Offer will not be made to (nor will tenders of Notes be accepted from or on behalf of) the owners of Notes residing in such jurisdiction. Neither the delivery of the Offer to Purchase nor any purchase hereunder shall under any circumstances create any implication that the information contained herein is correct as of any time subsequent to the date hereof or that there has been no change in the information set forth herein or in any attachments hereto or in the Bank’s affairs since the date hereof. The Dealer Managers may be tendering Notes in connection with the Offer.**

**The Offer to Purchase does not constitute an offer to sell any securities or the solicitation of an offer to buy any securities (other than the Notes). Any offering of securities will only be made by an offering document and any such offering may not be registered with the U.S. Securities and Exchange Commission.**

*The Tender Agent and Information Agent for the Offer is:*

**D.F. King & Co., Inc.**

48 Wall Street, 22nd Floor  
New York, New York 10005  
United States

Banks and Brokers call: +1 (212) 269-5550  
All others call toll free (U.S. only): +1 (877) 536-1561  
Email: [bancoabc@dfking.com](mailto:bancoabc@dfking.com)

By Facsimile Transmission:  
(for Eligible Institutions only)  
+1 (212) 709-3328

For Confirmation: +1 (212) 269-5552  
Attention: Andrew Beck

**Any questions or requests for assistance or for additional copies of the Offer to Purchase may be directed to the Information Agent at one of its telephone numbers above. A Holder (or a beneficial owner that is not a Holder) may also contact the Dealer Managers at their respective telephone numbers set forth below or its broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Offer.**

*The Dealer Managers for the Offer are:*

**HSBC Securities (USA) Inc.**  
452 Fifth Avenue  
New York, New York 10018  
Attn: Global Liability  
Management Group  
Toll Free: +1 (888) HSBC-4LM  
Collect: +1 (212) 525-5552

**Itau BBA USA Securities, Inc.**  
767 Fifth Avenue, 50<sup>th</sup> floor  
New York, New York 10153  
Attn: Syndicate Desk  
Toll-Free: +1 (888) 770-4828

**Santander Investment Securities Inc.**  
45 E 53<sup>rd</sup> Street  
New York, New York 10022  
Attn: Liability Management Group  
E-Mail: [liabilitymanagement@santander.us](mailto:liabilitymanagement@santander.us)  
Toll Free: +1 (855) 404-3636  
Collect: +1 (212) 940-1442

The Offer to Purchase and the Letter of Transmittal shall be available online at [www.dfking.com/bancoabc](http://www.dfking.com/bancoabc) until the consummation or termination of the Offer.