

# Material Fact - Premium Bonds sales in BB's branches formerly owned by BNC

Pursuant to § 4 of Article 157 of Law 6,404, dated December 15th, 1976 and according to CVM (Brazilian Securities and Exchange Commission) 358 Regulation, dated January 3rd, 2002, BB Seguridade Participações S.A. (“BB Seguridade”) hereby informs that, in order to allow the beginning of premium bonds’ sales in the branches of Banco do Brasil S.A. (“BB”) formerly owned by Banco Nossa Caixa (“BNC”), BB Corretora de Seguros e Administradora de Bens S.A. (“BB Corretora”), BB, Icatu Capitalização S.A. (“Icatu Cap”) and Brasilcap Capitalização S.A. (“Brasilcap”) agreed on “Instrumento Particular de Cessão de Direitos e Obrigações e Outras Avenças” (“Agreement”), which formalizes:

(i) the transfer from Icatu Cap to Brasilcap of its rights and liabilities provided as a partner in the “Acordo Operacional para Comercialização de Títulos de Capitalização” (Operational Agreement for Selling Premium Bonds) signed on December 13th, 2007 by Icatu Cap and BNC;

(ii) the transfer from BB to BB Corretora of the rights to sell premium bonds in BB’s branches formerly owned by BNC, allowing BB Corretora to start selling Brasilcap’s premium bonds in those branches; and

(iii) the Brasilcap’s obligation of paying to Icatu Cap an amount of R\$ 61,663,685.84 (sixty-one million, six hundred sixty-three thousand, six hundred eighty-five reais and eighty-four cents), which will be accrued by the CDI rate from February, 13th, 2014 until the debt settlement. The payment will be done through four annual installments according to the net income generated by the former BNC’s branches.

Brasilia (DF), May 2nd, 2014.

BB Seguridade Participações S.A.

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CFO