

BANCO DAYCOVAL S.A.
Publicly-held Company
CNPJ/MF n.º 62.232.889/0001-90
NIRE 35.300.524.110

MATERIAL FACT

São Paulo, July 05, 2016 - Banco Daycoval S.A. (BM&FBOVESPA: DAYC4), a financial institution headquartered at Avenida Paulista, No. 1793 in the city of São Paulo, State of São Paulo, enrolled with the CNPJ/MF under No. 62.232.889/0001-90 and NIRE 35300524110 ("**Banco Daycoval**" or "**Company**"), pursuant to Article 157, paragraph 4, of Law 6.404 of December 15, 1976, as amended, and Securities and Exchange Commission Instruction ("**CVM**") 358, of January 3, 2002, as amended, hereby informs its shareholders and the market in general, as part of the unified public offer to acquire up to all of the preferred shares issued by the Company and held by its minority shareholders (i) for the purpose of cancelling the registration of Company for trading of shares on the market as an issuer of category "A" securities and conversion to category "B", pursuant to CVM Instruction 480, of December 7, 2009, as amended and (ii) for purposes of delisting from the special segment of the BM&FBOVESPA S.A. - Securities, Commodities and Futures Exchange ("**BM&FBOVESPA** ") denominated Corporate Governance Level 2 ("**Offer**"), and pursuant to Offer instrument published on July 01, 2016, ("**Notice**"), the Board of Directors, in compliance with provisions on item 5.8 of Level 2 Listing Rules of BM&FBOVESPA, as well as item "s", of Article 15 of the Company's Bylaws, was favorable to the Offer, as prior opinion adopted at a meeting held on this date.

The Board of Directors recommends to all the shareholders reading that opinion and all the publicly available documents, and warns that it is responsibility of each shareholder the final decision on the acceptance or rejection of the Offer.

The minutes of the meeting of the Board of Directors and the full text of prior opinion mentioned above are available for inspection at the Company's headquarters and its website (www.daycoval.com.br/ri), as well as on the Securities and Exchange Commission – CVM – website (www.cvm.gov.br)

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