

B2W - COMPANHIA DIGITAL

Publicly Held Company

CNPJ/MF nº 00.776.574/0006-60

NIRE 333.0029074-5

MATERIAL FACT

B2W – COMPANHIA DIGITAL (“Company” or “B2W Digital”), in continuation to the material fact disclosed on August 25, 2015 in the context of the official letter No. 299/2015/CVM/SEP/GEA-2, hereby informs its shareholders and the market in general that on the date hereof the Company executed, together with its controlled company 8M PARTICIPAÇÕES LTDA. (“8M”) a Quota Purchase Agreement and Other Covenants (“Agreement”) with FANDANGO MEDIA, LLC (“Fandango”) for the sale of 100% of the equity interest in its controlled company INGRESSO.COM LTDA. (“Ingresso.com”) (“Transaction”).

According to the terms of the Agreement, the total price to be paid by Fandango for the acquisition of 100% of the quotas of Ingresso.com will be R\$280,000,000.00 (two hundred and eighty million reais). The implementation of the Transaction is conditioned upon the fulfillment of certain conditions precedent usual in transactions of similar nature, including the approval by the Brazilian antitrust authorities.

The objective of the sale of Ingresso.com is to enable the Company to focus even more in e-commerce transactions, market place, digital services and consumer financing, in line with its strategic plan of becoming the biggest and dearest digital company in Latin America.

According to the applicable regulations, the Company will keep its shareholders and market in general informed on the development of the Transaction.

The Investors Relations Department of the Company can be reached by telephone +55(21) 2206-6000 or by e-mail ri@b2wdigital.com.

B2W Digital is the leading e-commerce company in Latin America and operates through a digital platform, with businesses that present a strong synergy and a unique model, multichannel, multibrand and multibusiness. The Company has a portfolio with the brands Americanas.com, Submarino, Shoptime, SouBarato, Digital Finance and Submarino Finance, that offer more than 40 categories of its products and services and products and services of third parties through the

internet, telesales, catalogs, TV and kiosks distribution channels. B2W Digital further operates B2W Services, Latin America's largest and best services platform for virtual stores.

Fandango offers movie ticketing services through the internet, as well as through mobile applications, in the United States of America. Fandango entertains and informs consumers with reviews, commentary, celebrity interviews and trailers, and offers the ability to quickly select a film, plan where and when to see it, and conveniently buy tickets in advance. Fandango is a subsidiary of NBCUniversal Media, LLC, which is a subsidiary of Comcast Corporation.

Ingresso.com offers ticketing services through the internet, as well as technology and online ticketing to theaters, concerts, soccer games and cultural events. With more than 6 million registered customers, Ingresso.com offers the convenience of access to tickets through its site, iPhone and Android and Facebook applications and telesales.

Rio de Janeiro, September 24, 2015.

Fábio da Silva Abrate
Investor Relations Officer