

**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”), pursuant to article 157, paragraph 4<sup>th</sup>, of Law No. 6,404, of December 15, 1976, and CVM Instruction No. 358, of January 3, 2002, as amended, hereby inform its shareholders and the market in general that on the date hereof, it has been concluded the sale of 100% of the equity interest of its controlled company INGRESSO.COM LTDA. (“Ingresso.com”), as informed to the market by means of the material fact dated September 24, 2015, upon the transfer to FANDANGO MEDIA, LLC and FANDANGO MARKETING, INC. of the totality of the quotas of Ingresso.com held by the Company and its controlled company 8M Participações Ltda., for the total amount of R\$ 280,000,000.00 (two hundred and eighty million reais).

Rio de Janeiro, November 16, 2015.

Fábio da Silva Abrate  
Investor Relations Officer