



ARTERIS S.A.
Publicly-Held Company
Corporate Taxpayer's ID (CNPJ/MF): 02.919.555/0001-67
Company Registry (NIRE): 35.300.322.746

MATERIAL FACT

Arteris S.A. ("Company"), pursuant to Article 157, paragraph 4, of Law no. 6.404, of December 15, 1976, as amended ("Brazilian Corporation Law"), and Brazilian Securities and Exchange Commission ("CVM") Instruction 358, of January 3, 2002, as amended, hereby informs its shareholders and the market in general that:

In a meeting of the Company's Board of Directors ("RCA") held on September 11, 2014, approval was granted for the second (2nd) issue, by the Company, of simple debentures, not convertible into shares, with collateral, in a single series ("Debentures" and "Issue"), which will be part of a public offering with restricted placement, under the terms of CVM Instruction 476, of January 16, 2009, as amended, and other applicable legal and regulatory provisions ("Offering"). The Issue will be composed of thirty thousand (30,000) Debentures, with a unit value of ten thousand reais (R\$10,000.00), amounting to a total of three hundred million reais (R\$300,000,000.00), on the Issue date, which will be September 30, 2014. The Debentures will mature in three (3) years from the Issue Date, on September 30, 2017, and will entitle debenture holders to a maximum compensation corresponding to the accumulated variation of one hundred percent (100%) of the average daily Interbank Deposit rates for a day, plus an exponential spread for the year, limited to one point seven-zero percent (1.70%), pro rata, from the Issue Date until the date of effective payment.

In addition, the Company's Board of Directors also approved, as a guarantee for the faithful, full and timely compliance with all of the principal and accessory obligations assumed or to be assumed by the Company in relation to the Debentures and other obligations assumed under the Issue, the granting of collateral made up assignment of (i) forty-nine percent (49%) of the flow of dividends and interest on equity under its ownership, arising from its stakes in Autovias S.A., Centrovias Sistemas Rodoviários S.A. and Vianorte S.A. (collectively, the "Subsidiaries"); (ii) fifty-one percent (51%) of the flow of dividends and interest on equity under its ownership, arising from its stakes in the Subsidiaries, after the release of the liens currently existing on this flow of dividends and interest on equity; and (iii) one hundred percent (100%) of the funds deposited in a specific account linked to the Company's ownership, into which shall be deposited all of the dividends and interest on equity paid by the Subsidiaries to the Company, under terms to be set out in the Private Instrument for the Constitution of the Credit Rights Assignment Guarantee and Other Covenants, to be entered into between the Company and the Fiduciary Agent, with the consent of the Subsidiaries.



The net proceeds obtained by the Company through the payment for the Debentures will be used to finance the investments, through capital contributions and loans, of the companies Autopista Fernão Dias S.A., Autopista Fluminense S.A., Autopista Litoral Sul S.A., Autopista Planalto Sul S.A. e Autopista Régis Bittencourt S.A., all of which are federal highway concessionaires controlled by the Company.

São Paulo, September 11, 2014.

Alessandro Scotoni Levy
Chief Investor Relations Officer