



**ARTERIS S.A.**

Publicly-Held Company

Corporate Taxpayer's ID (CNPJ/MF): 02.919.555/0001-67

Company Registry (NIRE): 35.300.322.746

**NOTICE TO THE MARKET – Autovias' Debentures**

**Arteris S.A.** ("Company") hereby informs the market that, on November 21, 2013, the Board of Directors' Meeting and the Extraordinary Shareholders' Meeting of Autovias S.A. ("Autovias"), a Company subsidiary, approved the third issue of up to thirty thousand (30,000) simple, unsecured debentures, not convertible into shares, in a single series, on a firm commitment basis, with a nominal unit value of ten thousand reais (R\$10,000.00), totaling up to three hundred million reais (R\$300,000,000.00) ("Debentures"), which will be the object of public distribution with restricted placement efforts, pursuant to Law 6,385 of December 7, 1976, as amended, and CVM Instruction 476 of January 16, 2009, as amended ("Issue" and "Restricted Offering").

The Debentures will mature on August 20, 2017, with amortization in six semiannual installments, due in February and August of each year, with the first installment due on February 20, 2015. The nominal unit value or balance of the nominal unit value of the Debentures will yield the accumulated variation of one hundred percent (100%) of the daily average one-day over extra grupo interbank deposit rate (DI), expressed as an annual percentage, based on a year of two hundred and fifty-two (252) business days, calculated and disclosed by the CETIP in its daily bulletin on its website (<http://www.cetip.com.br>), plus a spread to be determined by bookbuilding process, but which may not exceed: (i) zero point ninety-five percent (0.95%) per year, in the event that the Issue is assigned AA+ rating (or equivalent), on a national scale, by Standard & Poor's, Fitch Ratings or Moody's Latin America; or (ii) one point zero five percent (1.05%) per year, in the event that the Issue is assigned AA rating (or equivalent), on a national scale, by Standard & Poor's, Fitch Ratings or Moody's Latin America, provided that the rating mentioned in the "i" and "ii" items above is assigned to the Issue until the date of conclusion of the bookbuilding procedure, and in either event calculated based on a year of two hundred and fifty-two (252) business days ("Increase over the DI rate"), to be applied *pro rata temporis* as of the issue date or the immediately prior remuneration date (inclusive), whichever the case, until the effective payment date (exclusive), which shall occur at the end of each capitalization period ("Debentures' Remuneration").

Autovias will use the net proceeds of the Restricted Offering to refinance existing debt, strengthen the working capital, and to invest in highway infrastructure.

This Notice is purely informative in nature and should not be interpreted or considered, for all legal purposes, as an attempt to sell and/or disclose the Restricted Offering.

São Paulo, November 22, 2013.

**Alessandro Scotoni Levy**  
Investor Relations Officer