



ARTERIS S.A.

Authorized Capital 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

MINIMUM PERCENTAGE OF OUTSTANDING SHARES

Arteris S.A. ("Company"), complementing the Notice to the Market released on February 26 and April 14, 2014, hereby informs that on this date was concluded a corporate restructuring involving the shareholder Brookfield Aylesbury S.A.R.L. ("Corporate Restructuring") in which the participation of Brookfield Aylesbury S.A.R.L. on the Company qualifies as an integral part of its free float, complying with the Company's Minimum Percentage of Outstanding Shares, in view of the definitions of the Novo Mercado Listing Rules.

The Corporate Restructuring involved the segregation of the participation of Brookfield Aylesbury S.A.R.L. by substantially (i) the formation of a new holding company, Aylesbury Motorways Brazil Holdings SRL, being 41% (forty- one percent) of its share capital held by BIP Bermuda Holdings I Limited, a vehicle of Brookfield Infrastructure Group, and 59% (fifty-nine percent) of that capital held by two subsidiaries of British Columbia Investment Management Corporation , an independent Canadian institutional investor; and (ii) the transfer to Aylesbury Motorways Brazil Holdings SRL of all shares issued by Brookfield Aylesbury S.A.R.L.

As a result of the Corporate Restructuring, the Company's free float is at this date, approximately 30.739685% of its share capital, equivalent to 105,881,135 common shares outstanding.

Finally, the Company informs that its Reference Form will be duly updated so as to reflect its new indirect ownership structure.

São Paulo, May 14, 2014.

Alessandro Scotoni Levy

Chief Investor Relations Officer