



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 6404, of December 15, 1976, ("Brazilian Corporate Law") and CVM Instruction 358, of January 3, 2002, hereby informs its shareholders, investors and the market in general that its controlled concessionaires Autopista Regis Bittencourt S.A., Autopista Litoral Sul S.A., Autopista Fernão Dias S.A. and Autopista Fluminense S.A., jointly referred to as "Concessionaires", have entered into Conduct Adjustment Agreements ("TACs") with the National Land Transportation Agency ("ANTT") as a result of administrative sanction proceedings for possible non-compliances, filed by ANTT from the beginning of the concessions to September 22, 2014.

As a result of the signature of these agreements, the Concessionaires will invest R\$141.3 million in new works not envisaged in the concession agreement, which will bring improvements, safety and comfort to users, in the highways under concession, as follows:

Concessionaire	Amount
Autopista Fernão Dias	R\$ 28.2 million
Autopista Fluminense	R\$ 31.2 million
Autopista Régis Bitencourt	R\$ 29.0 million
Autopista Litoral Sul	R\$ 52.9 million
Total	R\$ 141.3 million

Regarding the controlled concessionaire Autopista Planalto Sul, the Company hereby states that it is negotiating a similar Conduct Adjustment Agreement with ANTT, but that it is still presenting its justifications and administrative defenses in non-compliance procedures.

The Company announces that it has invested R\$ 5.4 billion in the five federal concessions in expansion, duplication, conservation and maintenance works since it began operating the highways.

The Company will keep its shareholders, investors and the market in general informed of developments on this matter.

São Paulo, October 28, 2014.

Alessandro Scotoni Levy
Investor Relations Officer