



Seu Caminho, nossa história

**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**

**Tariff Increase and Contractual Rebalancing  
Autopista Régis Bittencourt**

**Arteris S.A.** ("Company"), pursuant to Article 157, paragraph four of Law 6,404, 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 the National Land Transport Agency ("ANTT") through resolution no. 4,510 included in the concession agreement of its controlled concessionaire **Autopista Régis Bittencourt ("Concessionaire")** an additional **R\$395 million** in the budget for the duplication works of Serra do Cafezal. The project, located on BR-116/SP, between the municipalities of Juquitiba and Miracatu, includes the duplication of a 30.5-kilometer stretch between kilometer 336.7 and kilometer 367.2 of the highway, including the construction of 34 overpasses and four tunnels.

The regulating agency's resolution authorizes the Concessionaire to adjust its toll as of December 29, 2014, 12:00 a.m., including (i) the contractual annual inflation adjustment measured by the **IPCA variation of 6.64%**; and (ii) 30% of the tariff increase arising from the 6<sup>th</sup> Ordinary Revision and the 7<sup>th</sup> Extraordinary Revision due to the duplication works of Serra do Cafezal.

The economic rebalancing of this addition to the budget of the duplication works of Serra do Cafezal, as well as the other items approved in the 6<sup>th</sup> Ordinary Revision and the 7<sup>th</sup> Extraordinary Revision, was calculated using the **Marginal Cash Flow** methodology and will be carried out through the addition of R\$0.20929 to the **Basic Toll ("TBP")**, at the amounts of June 2007, which will be gradually added to TBP in three years, the first increase will correspond to 30% of this amount, on December 29, 2014, the second, to 35%, on December 29, 2015, and the remainder, on December 29, 2016.

As a result, the Concessionaire's updated TBP will increase by **11.70%**, from R\$1.81957 to R\$2.03239,

Due to rounding off criteria, as specified in the concession agreement, the Concessionaire's toll will be as follows:

Highway	Concessionaire	Current basic toll (R\$)	Adjusted basic toll (R\$)
BR-116/SP/PR São Paulo – Curitiba	Autopista Régis Bittencourt	1.80	2.00

The Company will maintain the market and the public in general informed about this matter.

São Paulo, December 22, 2014.

**Alessandro Scotoni Levy**  
Investor Relations Officer