



Official Letter 105/2016-CVM/SEP/GEA-1

Rio de Janeiro, March 08, 2016.

To Mr.

Alessandro Scotoni Levy

Chief Investor Relations Officer

ARTERIS S.A.

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**Subject: Request for clarification regarding news item**

Dear Sir,

1. We refer to the news item published on March 07, 2016, in the electronic media Reuters Brasil under the title: “FleetCor will assume the control of STP, owner of Sem Parar, declared Valor”, which includes the following statements:

SAO PAULO (Reuters) – The shareholders of STP, which controls Sem Parar, an electronic toll payment service on highways and parking lots, are expected to announce on Monday the company’s sale to the U.S. group FleetCor, according Valor Econômico newspaper.

According to market information, the transaction, which corresponds to 100% of the company's capital, will total approximately 4 billion reais, added Valor.

2. In view of the above, we determine that you explain the reasons why the information was not disclosed through a material fact, as well as comment on other information deemed relevant on the topic, considering that the electronic toll collection on the highways managed by the issuer is carried out by such company.

3. Such clarification must be made through the Empresa.NET System, category: Notice to the Market, type: Clarifications on CVM/BOVESPA



Queries, subject: News Published in the Media, which should include the transcription of this letter.

4. It is worth noting that, pursuant to Article 3 of CVM Instruction 358/02, the Investor Relations Officer is responsible for disclosing and informing the CVM and, if applicable, the stock exchange and entity responsible for the organized over-the-counter market in which the Company's securities are traded, of any material act or fact related to the Company's business, as well as ensuring its simultaneous wide and immediate dissemination in all markets in which said securities are traded.

5. We caution that, as determined by the Corporate Relations Department, in compliance with its legal duties and, based on clause II of Article 9 of Law 6,385/76 and CVM Instruction 452/07, a punitive fine in the amount of **R\$1,000.00 (one thousand reais)** will be applied, without prejudice to other administrative sanctions, in case of non-compliance with the requirements in this letter within **one (1) business day** from the date of knowledge of the content of this letter, also sent by fax and e-mail.

Sincerely,

**Nilza Maria Silva de Oliveira**  
**Manager**

## **FleetCor will assume the control of STP, owner of Sem Parar, declared Valor**

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Monday, March 7, 2016 07:54 BRT

SAO PAULO (Reuters) – the shareholders of STP, which controls Sem Parar, an electronic toll payment service on highways and parking lots, are expected to announce on Monday the company's sale to the U.S. group FleetCor, according Valor Econômico newspaper.

According to market information, the transaction, which corresponds to 100% of the company's capital, will total approximately 4 billion reais, added Valor. The infrastructure concession company CCR is one of the shareholders of STP, with a 34.2% interest.

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**ARTERIS S.A.**

Corporate Taxpayers' ID (CNPJ): 02.919.555/0001-67

Company Registry (NIRE): 35.300.322.746

**NOTICE TO THE MARKET**

**Clarifications on news item published by Reuters Brasil**

Arteris S.A. ("Company"), in response to Official Letter 105/2016/CVM/SEP/GEA-1, which refers to the news item published by the agency Reuters Brasil of March 7, 2016, related to the eventual sale of Serviço e Tecnologia de Pagamentos S.A. ("STP"), whose integral content is transcribed above, hereby informs its shareholders and the market in general the following:

The Company has a minority interest in STP, of 4.68%, and has no representation in the management bodies of this company.

The Company did not publish any Notice to the Market or Material Fact related to the news item published by Reuters Brasil because no contract or transaction related to the sale of its 4.68% interest in STP was signed or concluded.

It is worth noting that if any agreement or transaction involving the Company's interest in STP is executed, - which should include the preliminary approval by the Company's management bodies - Arteris will immediately inform the market, complying with the regulations and instructions of the Brazilian Securities and Exchange Commission (CVM).

São Paulo, March 08, 2016.

**Alessandro Scotoni Levy**

Investor Relations Officer