



**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**

**Acquisition of Interest**

**Arteris S.A.** ("Company"), hereby informs its Shareholders and the market in general that, pursuant to Article 12 of CVM Instruction 358/2002, received a mail, on February 4, 2014, from the **British Columbia Investment Management Corporation** ("bcIMC"), informing that its joint direct and indirect interest in the Company's capital totaled **32,236,694 common shares** issued by the Company, equivalent to **9.35904031% of its capital stock**. The full mail is attached to this notice.

São Paulo, February 5, 2014.

**Alessandro Scotoni Levy**

Chief Investor Relations Officer



**ARTERIS S.A.**

Joaquim Floriano Street, No. 913, 6th floor, Itaim Bibi

City of São Paulo, State of São Paulo

**Attn: Alessandro Scotoni Levy**

**Investor Relations Officer**

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January 31, 2014

**ARTERIS S.A. - disclosure of relevant equity holding**

Dear Sirs,

1. The undersigned British Columbia Investment Management Corporation ("**bcIMC**"), hereby informs that it has through its subsidiaries bcIMC SIIF 101 2006 Investment Corporation and bcIMC WCBAF SIIF 101 2006 Investment Corporation ("**Subsidiaries**") indirectly acquired common shares issued by ARTERIS S.A. ("**Company**") so that, on the date hereof its aggregated indirect holdings through the Subsidiaries added up to approximately 31,649,669 common shares, representing approximately 9.18861369% of the total common shares issued by Company.
2. In addition, as of the date hereof, bcIMC directly held 587,025 common shares issued by the Company, representing approximately 0.17042661% of the total common shares issued by Company.
3. As a result, as of the date hereof, bcIMC's aggregated direct and indirect holdings in the Company added up to approximately 32,236,694 common shares issued by the Company, representing approximately 9.35904031% of the total common shares issued by Company.
4. For the purposes of Article 12 of the Brazilian Securities Commission ("**CVM**") Instruction 358 dated January 3, 2002, as amended, bcIMC hereby requests Company's Investors Relations Officer to disclose the following information to CVM and to other applicable entities:
  - (i) bcIMC registered office is headquartered at 301, 2940 Jutland Road, Victoria, British Columbia, Canada and is enrolled with the Brazilian Taxpayers' Registry (*Cadastro Nacional de Pessoas Jurídicas – CNPJ*) under number 13.926.203/0001-55;

- (ii) bclMC's aggregated indirect holdings through the Subsidiaries added up to approximately 31,649,669 common shares issued by the Company, as specified on item 1 above, and on the date hereof bclMC directly held 587,025 common shares issued by the Company, representing approximately 0.17042661% of the total common shares issued by Company, as specified on item 2;
  - (iii) the equity interest held by bclMC is of a purely investment/financial nature and does not have the purpose to either change the Company's control composition or the Company's management structure;
  - (iv) no convertible debentures nor any other securities convertible into shares issued by the Company are held by bclMC; and
  - (v) the Subsidiaries are parties to a shareholder agreement with respect to another indirect shareholder of the Company called Brookfield Motorways Holdings spl.
5. Additionally, for the purpose of updating the Company's Reference Form (*Formulário de Referência*), please note that: (i) the bclMC Subsidiaries jointly hold 18.8146% of the shares issued by Brookfield Motorways Holdings spl ("**Subsidiaries' Holdings**"), adding up to approximately 249,149,052 common shares issued by Brookfield Motorways Holdings spl; (ii) bclMC SIIF 101 2006 Investment Corporation holds 85% of the Subsidiaries' Holdings, adding up to approximately 211,776,694 common shares issued by Brookfield Motorways Holdings spl, representing approximately 15.99245044% of its issued and outstanding capital; (iii) bclMC WCBAF SIIF 101 2006 Investment Corporation holds 15% of the Subsidiaries' Holdings, adding up to approximately 37,372,358 common shares issued by Brookfield Motorways Holdings spl, representing approximately 2.82211971% of its issued and outstanding capital; (iv) bclMC SIIF 101 2006 Investment Corporation's issued and outstanding capital is 1,556,167 common shares, all of which are controlled by bclMC; (v) bclMC WCBAF SIIF 101 2006 Investment Corporation's issued and outstanding capital is 1 voting share and 1,674,190 non-voting participating shares, all of which are controlled by bclMC; (vi) Brookfield Motorways Holdings spl holds 51,322,221 common shares issued by Brookfield Aylesbury S.à.r.l., representing 100% of its issued and outstanding capital; and (vii) Brookfield Aylesbury S.à.r.l. holds 51,322,221 common shares issued by the Company, representing 14.9% of its issued and outstanding capital.

6. Finally, please note that our calculation of bcIMC's indirect holdings in the Company is based on information made available by other direct and indirect shareholders of the Company. bcIMC therefore shall bear no responsibility over any inaccuracy in the information contained in this letter resulting from inaccurate information provided by them.

\* \* \* \* \*

Please do not hesitate to contact us with any further question or comment on the above.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'S Barnett', is written over a horizontal line.

**British Columbia Investment Management Corporation**  
**(on behalf of the Subsidiaries)**  
by Steve Barnett, Chief Operating Officer