

Relevant Fact

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COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

In compliance with article 82 of the Spanish Securities Markets Law, ABERTIS INFRAESTRUCTURAS, S.A. ("**Abertis**"), hereby notifies the Spanish National Securities Market Commission of the following

RELEVANT FACT

Participes en Brasil S.A. ("Participes" or "Offeror"), a Spanish company controlled by **Abertis** (51%) and Brookfield Brazil Motorways Holdings SRL (49%), which holds shares representing 69.26% of the total and voting share capital of Arteris S.A. ("Arteris" or "Company"), hereby informs that it intends to launch a public tender offer for the acquisition of common shares issued by the Company representing up to the totality of its share capital for the purposes of (i) cancelling its registration as a publicly-held company Class A Issuer and converting it into a Class B registered issuer, and (ii) delisting from BM&FBovespa S.A. – Bolsa de Valores, Mercadorias e Futuros' Novo Mercado listing segment ("Novo Mercado"), pursuant to paragraph 4 of section 4 of Law No. 6,404, of December 15, 1976 ("Brazilian Corporations Law"), CVM Rule No. 361, of March 5, 2002, Sections X and XI of the Novo Mercado Listing Rules and to section 29 of the Company's Bylaws ("Offer").

The price per share to be offered shall be R\$10.15, representing a premium of 30.13% relative to the volume-weighted average price of the Arteris shares over the 30 trading days immediately preceding the date hereof, to be paid in local currency on the date of the financial settlement of the Offer and adjusted to take into account any dividends, interests on net equity, bonuses, share splits, reverse share splits, conversions, and similar corporate transactions declared or incurred during the same period.

The launch of the Offer is subject to registration before the competent regulatory authorities. In case the price determined in the appraisal report (described in the last paragraph below) is greater than the offered price, the Offeror may decide not to launch the Offer. Furthermore, the Offeror may decide to withdraw the Offer in case the Offer would result in the Company's or its subsidiaries' debt repayment obligations being accelerated in whole or in part.

The Offer shall meet the requirements set forth in the Novo Mercado Listing Rules and shall be settled even if the requirements for the cancellation of its registration as a publicly-held company Class A Issuer pursuant to CVM Rule No. 361 are not met, such that, therefore, after the Offer the shares issued by the Company shall no longer be admitted to trading in the Novo Mercado, but rather on the traditional segment of BM&FBovespa S.A. – Bolsa de Valores, Mercadorias e Futuros.

As informed by the Notice to the Market released on May 14, 2014, as a result of a corporate restructuring, all of the 51,322,221 shares held indirectly by Aylesbury Motorways Holdings SRL (the "Aylesbury Shares") are considered as free float shares for the purposes of the Novo Mercado Listing Rules. For purposes of applicable tender offer rules, however, and irrespective of any investment decision by Aylesbury Motorways Holdings SRL in connection with the exercise of its rights under the Offer, the Offeror desires to assure minority shareholders greater participation in the decision relating to the cancellation of the Company's registration as a publicly-held company Class A issuer. Accordingly, the effectiveness of the cancellation of the Company's registration will be conditioned upon the acceptance of the Offer and/or the express agreement of minority shareholders holding more than 2/3 (two thirds) of the shares whose holders either expressly agree with the cancellation of the registration or register for the Offer's auction, in accordance with CVM Rule No. 361, excluding the Aylesbury Shares.

The further terms and conditions of the Offer shall be disclosed to the market pursuant to the applicable rules.

In view of the foregoing, and subject to satisfaction of the conditions to launch the Offer as described above, a General Shareholders Meeting of the Company shall be convened promptly after the Company's Board of Directors has decided upon the three-name list of valuers to prepare the appraisal report, in which (i) the shareholders representing the free float shall resolve on the engagement of a specialized firm for the preparation of an appraisal report of the economic value of the shares issued by the Company, based on the three-name list to be submitted by the Board of Directors, pursuant to item 10.1.1 of the Novo Mercado Listing Rules, paragraph 4 of section 4 of the Brazilian Corporations Law, section 8 of CVM Rule No. 361 and section 29 of the Bylaws; and (ii) the shareholders shall resolve on the Company's delisting from Novo Mercado pursuant to section 11.1 of the Novo Mercado Listing Rules and section 30 of the Company's bylaws, and on the conversion of its registration to Class B Issuer, as per CVM Rule No. 480.

Barcelona, 1 May 2015