

*This Notice of Announcement is a free translation of the Edital published on December 23, 2013 in the papers Jornal Diário, Comércio, Indústria & Serviços and O Valor Econômico and on December 27, 2013 in Diário Oficial do Estado de São Paulo. You should not construe the contents of this notice as legal, tax, accounting or investment advice or a recommendation. You should consult your own counsel, tax and financial advisors as to legal and related matters concerning any transaction described herein. This notice does not intend to provide securities valuation standards to third parties and should not be considered as a recommendation for selling or buying any securities. No divestment, investment or other financial decisions or actions should be based solely on the information in this notice. This notice should not serve as a basis to any contract, agreement or engagement letters in any form. Neither Cromossomo Participações II Ltda., nor BTG Pactual Corretora de Títulos e Valores Mobiliários, nor any of their affiliates make any recommendation as to whether you should accept the terms and conditions of the proposed transaction.*

**NOTICE OF ANNOUNCEMENT OF A VOLUNTARY PUBLIC OFFERING  
FOR THE ACQUISITION OF COMMON SHARES ISSUED BY**

**Diagnósticos da América S.A.**

A Publicly-Held Corporation – CVM Code nº 19623

CNPJ/MF nº 61.486.650/0001-83

NIRE 35.300.172.507

BM&FBOVESPA Trading Code: DASA3

ON BEHALF AND FOR THE ACCOUNT OF

**CROMOSSOMO PARTICIPAÇÕES II S.A.**

CNPJ/MF nº 14.167.188/0001-71

NIRE 35.300.411.714

**The offering contemplated by this notice of announcement (“Notice of Announcement”) is directed to all of the shareholders of Diagnósticos da América S.A.**

**BTG PACTUAL CORRETORA DE TÍTULOS E VALORES MOBILIÁRIOS S.A.**, a financial institution with registered offices in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, nº 3.477, 14<sup>th</sup> floor - part, enrolled with the CNPJ/MF under nº 43.815.158/0001-22, in its capacity as intermediary financial institution (“**Intermediary Institution**”), on behalf and for the account of **Cromossomo Participações II S.A.**, a corporation with registered offices at Rua Joaquim Floriano, nº 413, suite 112, Part, Itaim Bibi, in the City of São Paulo, State of São Paulo, ZIP Code 04534-011, enrolled with the CNPJ/MF under nº 14.167.188/0001-71 (“**Offeror**”) hereby submits to the shareholders of **Diagnósticos da América S.A.**, a publicly-held corporation with registered offices at Avenida Juruá, nº 434, Alphaville, in the City of Barueri, State of São Paulo, ZIP Code 06455-010, enrolled with the CNPJ/MF under nº 61.486.650/0001-83 (“**Company**” or “**DASA**”), a voluntary tender offering for takeover control, for purposes of acquiring, at least, 82,362,124 (eighty-two million, three hundred sixty-two thousand, one hundred and twenty-four) shares, corresponding to 26.41% (twenty-six point forty one percent) plus 1 (one) share of the capital stock of DASA, up to the entirety of the common shares issued by DASA (“**Shares**”), pursuant to the rules contained in Law nº 6.404, dated December 15, 1976, as amended (“**Brazilian Corporations Law**”) and in the Instruction issued by the Brazilian Securities Commission (“**CVM**”) nº 361, dated March 05, 2002, as amended by Instructions CVM nº 436, dated July 05, 2006, nº 480, dated December 07, 2009, nº 487, dated November 25, 2010 and nº 492, dated February 23, 2011 (“**CVM Instruction 361**”), for the purposes and subject to the conditions set forth herein below (the “**Offering**”).

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## **1 THE OFFERING**

- 1.1 Legal basis.** The Offering is being conducted pursuant to article 257 of the Brazilian Corporations Law, as well as article 2<sup>nd</sup>, item V, of CVM Instruction 361.
- 1.2 Corporate approvals.** The conduction of the Offering has been approved in a meeting of the Board of Directors of the Offeror held on December 9, 2013, the Minutes of which were duly filed with the Board of Trade of the State of São Paulo (“**JUCESP**”) and published in the Official Bulletin of the State of São Paulo (“*Diário Oficial do Estado de São Paulo*”) and on the “Valor Econômico” newspaper.
- 1.3 Form.** This Offering shall be completed by means of an auction (“**Auction**”) to be conducted in the Bovespa Segment of the BM&FBOVESPA S.A. - Bolsa de Valores Mercadorias e Futuros (“**BM&FBOVESPA**”). This Offering is conditioned upon a minimum number of shareholders assuring the Offeror shares issued by DASA in a number sufficient to grant to it the control of DASA.
- 1.4 Inexistence of Registration of the Offering.** Pursuant to article 257 *et seq.*, of the Brazilian Corporations Law and paragraph 1<sup>st</sup> of article 2<sup>nd</sup> of CVM Instruction 361, the Offering contemplated in this Notice of Announcement shall not be subject to registration with the CVM. The Offering shall observe, as applicable, the general proceeding provided for in articles 4<sup>th</sup> to 8<sup>th</sup>-A, 10 to 12 and 14 to 15-B of CVM Instruction 361, as determined by paragraph 2<sup>nd</sup> of article 2<sup>nd</sup> of CVM Instruction 361.
- 1.5 Term of Validity.** This Offering shall remain valid for a period of thirty-one (31) days from the publication of the present Notice of Announcement, that is, it begins on and includes December 23, 2013 and expires on and includes January 22, 2014, date on which the Auction shall take place (“**Auction Date**”).
- 1.6 Offeror.** As of the date of publication of the present Notice of Announcement, the Offeror is controlled by Mr. Edson de Godoy Bueno and by Mrs. Dulce Pugliese de Godoy Bueno, who jointly hold, approximately, 23.59% (twenty-three point fifty-nine per cent) of the aggregate of the common shares issued by DASA. For more information on the Offeror, see item 7 of this Notice of Announcement.
- 1.7 Shares contemplated by this Offering.** The Offeror agrees to acquire, through the Intermediary Institution, an aggregate number of 311,803,015 (three hundred eleven million, eight hundred and three thousand and fifteen) Shares, corresponding to the entirety of the common shares issued by DASA, subject to the minimum number of 82,362,124 (eighty-two million, three hundred sixty-two thousand, one hundred and twenty-four) Shares, corresponding to 26.41% (twenty-six point forty one percent) plus 1 (one) share of the capital stock of DASA, listed in the *Novo Mercado* segment of the BM&FBOVESPA (“*Novo Mercado*”), under code DASA3.

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**1.7.1 No Restriction on the Shares.** Upon agreeing to dispose of the Shares held by them under the present Offering, the shareholders represent that such Shares are free and clear from any security interest, lien, charge, usufruct, encumbrance or any other form of restriction on the free circulation or transfer capable of preventing the full and prompt exercise, by the Offeror, of any pecuniary, political or other rights of whatsoever nature arising out of the ownership of the Shares or the full meeting of the requirements for the trading of the Shares set forth in the Rules of Operation of the Clearing and Settlement Chamber of the BOVESPA Segment and of the Depositary Facility of the BM&FBOVESPA.

**1.7.2 Dividends.** In the event that DASA shall declare dividends and/or interests on shareholders' equity until the Auction Settlement Date, as defined below, the relevant payments shall be effected in the manner prescribed in article 205 of the Brazilian Corporations Law to the owner of the Shares on each date of declaration of dividends and/or interests on shareholders' equity.

**1.8 Conditions of effectiveness of the Offering.** The present Offering is conditioned upon:

**1.8.1** The acceptance of the Offering by shareholders holding and Shares representing, at least, 82,362,124 (eighty-two million, three hundred sixty-two thousand, one hundred and twenty-four) Shares, corresponding to 26.41% (twenty-six point forty one percent) plus 1 (one) share of the capital stock of DASA, and the actual acquisition, by the Offeror, of such Shares ("**Minimum Number of Shares**"). Pursuant to article 32-B, paragraph 3<sup>rd</sup> of CVM Instruction 361, if the Minimum Number of Shares is not reached, the Offering shall not be successful according to paragraph 1<sup>st</sup> of the same article and the Offeror will not be allowed to acquire shares under the present Offering.

**1.8.2** The Offering is also conditioned upon non-occurrence of any of the events listed herein below up until 9:00 a.m. (Brasilia time), on the business day immediately preceding the Auction Date, except upon express waiver of such condition by the Offeror, stated in the manner provided for in item 1.8.3 below:

- (i) Any change in the business, situation, revenues, operations or shareholding of the Company and/or its directly or indirectly controlled entities causing or expected to cause a material adverse change affecting the Company or as its directly or indirectly controlled entities, or the knowledge by the Offeror of any circumstance causing or expected to cause a material adverse change in the value of the Company or of its directly or indirectly controlled entities, or in the value of the Shares, as a result of any of the following events: **(a)** the issuance, by any federal, state or local governmental authority of Brazil (including, without limitation, Executive, Legislative and Judiciary authorities), of any decree, order, judgment or act: (i) challenging, restricting or limiting the ability of the Offeror to conduct the Offering, to hold shares of the Company, to acquire additional shares of the Company, to exercise all

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rights appurtenant thereto or to receive distributions thereon; (ii) determining the termination or amendment of the terms and conditions of any granted licenses, authorizations or concessions required for purposes of the businesses of the Company or of any of its directly or indirectly controlled entities; (iii) determining any expropriation, seizure or limitation on the free disposal of assets of the Company or of its directly or indirectly controlled entities; iv. imposing additional obligations of investment, rendering of services or implementation of measures excessively burdensome for the Company or for any of its directly or indirectly controlled entities; (v) suspending, restricting or limiting the conduction of transactions in the foreign exchange markets, or the inflow or outflow of funds into or out of Brazil; **(b)** any war or serious civilian or political disturbance, either in Brazil or abroad; **(c)** the occurrence of any natural disaster, such as, for instance, earthquakes, floods or similar events, or any other external factor causing significant damages to the Company and affecting the ordinary course of their respective businesses.

- (ii) General suspension or, or limitation to, the trading in securities in general, including any shares issued by Company, at the BM&FBOVESPA, for more than 24 hours;
- (iii) A decrease of 20% or more at the closing of the trading session of the BM&FBOVESPA, on any date, of the trading price of the common shares issued by the Company, as compared to the amount verified on the last day of trading of shares until December 20, 2013, which was of R\$13.34 (thirteen reais and thirty-three cents) per common share; and
- (iv) The enactment of any act by any government authority preventing the Offeror from conducting the Offering or imposing onto the Offeror an obligation to acquire or dispose of any shares issued by the Company.

**1.8.3 Verification of Condition.** If, at any time between the date of publication of this Notice of Announcement and 9:00 a.m. (Brasilia time) of the business day immediately preceding the Auction Date, the occurrence of any of the events listed under item 1.8.2 above shall be verified, the Offeror shall disclose, until 10:00 a.m. of the business day immediately preceding the Auction Date, a notice to the market and a letter to the Director of Transactions of the BM&FBOVESPA, clarifying whether he will maintain the Offering (upon a waiver of such condition by the Offeror) or if the Offering shall be cancelled, thus, losing its effectiveness;

**1.8.4 Waiver of Condition.** The Offeror may, at its exclusive discretion, waive any of the conditions listed under item 1.8.2 above, in which case the Offering shall uphold its validity and effectiveness, even when the relevant waived condition(s) shall not have occurred. Any waiver to any of the conditions provided for in item

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1.8.2 above shall be expressly disclosed by the Offeror, by means of a notice to the market and a letter to the Director of Transactions of the BM&FBOVESPA.

**1.9 Change or Revocation of the Offering:** Any change in the terms and conditions of the Offering or the revocation thereof shall be widely disclosed by means of the publication of a notice to the market.

**1.9.1 Amendment the Notice of Announcement.** Any modification of the Offering shall entail the publication of an addendum to this Notice of Announcement (“**Amendment**”), highlighting the modifications introduced with an indication of a new date for the conduction of the Auction, which shall observe the following terms:

- (i) A minimum term of ten (10) days, in case of increase in the Price per Share (as defined below) or waiver of any condition of effectiveness of the Offering, or twenty (20) days, in other cases, counted from the date of publication of the Amendment; and
- (ii) A maximum term of thirty (30) days counted from the publications of the Amendment or forty-five (45) days counted from the publication of this Notice of Announcement, whichever is longer.

**1.10 Opinion of the Board of Directors of DASA:** Pursuant to the provisions of item 4.8 of the *Novo Mercado* Rules, the Board of Directors of DASA shall prepare and make available, within up to fifteen (15) days after the date of publication of this Notice of Announcement, an informed opinion on the terms and conditions proposed in the Offering. Any person interested in the present Offering may obtain a copy of the opinion of the Board of Directors from the website of DASA and of the CVM, according to item 10 below. Any person interested in the present Offering may obtain a copy of the opinion of the Board of Directors from the website of the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

**1.11 Consequences of the Acceptance of the Offering.** Upon accepting this Offering, each shareholder of DASA agrees to dispose of ownership of the Shares held by him/her, including all rights appurtenant to such Shares, in accordance with the terms and conditions provided for in this Notice of Announcement.

## **2 PRICE**

**2.1 Price of the Offering.** The Offeror attributes to each Share covered by the present Offering the value of R\$15.00 (fifteen reais) (“**Price per Share**”). The Price per Share is approximately 12.44% higher than the closing price on December 20, 2013, and a premium of approximately 22.9% for the 90 day volume weighted average price before December 20, 2013, at the BM&FBOVESPA, according to Economática.

**2.1.1 Adjustments for dividends:** any dividends or interest on shareholders’ equity declared by the Company until the Auction Date, shall be deducted from the

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Price per Share if the Shares remain *ex-dividends* or *ex-interest on shareholders' equity* until the Auction Date.

**2.1.2 Adjustments for grouping or split:** In the event that the capital stock of DASA is altered from the data of this Notice of Announcement until the Auction Date by virtue of any share groupings or share splits, the Price per Share shall be adjusted in accordance with the number of Shares resulting after such alteration of the capital stock and shall be widely disclosed by means of a material fact (“*fato relevante*”).

**2.1.3 Adjustments of price:** The Offeror shall disclose a notice to the market and shall send a letter to the Director of Transactions of the BM&FBOVESPA on any adjustment of the Price per Share in the event of occurrence of any of the situations provided for in this item 2.1, informing the new Price per Share.

**2.1.4 Form of Payment.** Payment of the Price per Share within the scope of the Offering shall be made on demand, in Brazilian official currency, on the Auction Settlement Date (as defined below).

### **3 THE AUCTION**

**3.1 Auction Date.** The Auction shall occur on the Auction Date, that is, on January 22, 2014, at 4:00 p.m. São Paulo time, through the Trading System of the BM&FBOVESPA – Bovespa Segment.

**3.2 Regulations of the BM&FBOVESPA:** The Auction shall observe the rules established by the BM&FBOVESPA, and the Shareholders willing to accept the Offering shall meet the requirements for the trading of shares contained in such regulation. The Shareholders may accept the Offering through any participant of securities authorized to operate in the Bovespa segment of the BM&FBOVESPA (each of them hereinafter individually called “**Brokerage Firm**”, and collectively, “**Brokerage Firms**”).

**3.3 Competing Offering.** Any third party may affect a buyer interference for acquisition of the Shares, by means of a competing offering to be conducted in accordance with the provisions of article 12, paragraph 2<sup>nd</sup>, item II and article 13 of CVM Instruction 361, respectively (“**Competing Offering**”). In view of the fact that the present Offering is a voluntary public offering for the acquisition of the control of DASA, a Competing Offering should cover the entirety of the Shares.

**3.3.1 Proceeding for the Competing Offering.** The Competing Offering shall be launched ten (10) days prior to the Auction Date, for a price corresponding to, at least, five per cent (5%) over and above the price of the Offering launched by the Offeror.

**3.4 Price Variation.** If no Notice of Announcement of the Competing Offering has been published, the Auction shall adopt proceedings aiming at assuring the right of the Offeror to increase the Price per Share during the Auction, and such new price shall extend to all

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shareholders accepting previous bids, pursuant to article 12, paragraph 2<sup>nd</sup>, item I of CVM Instruction 361.

- 3.5 Costs and Brokerage Commissions.** All costs, brokerage commissions and fees pertaining to the sale of the Shares shall be borne by the respective selling shareholders and the costs, c brokerage commissions and fees pertaining to the purchase of the Shares shall be borne by the Offeror. Expenses associated with the conduction of the Auction, such as fees and emoluments charged by the BM&FBOVESPA shall abide by the prevailing price schedules and the applicable legal provisions in force.
- 3.6 Brokerage Firm Representing the Offeror.** The Intermediary Institution shall be the representative of the Offeror in the Auction.
- 3.7 Acceptance Procedure through Brokerage Firms:** Until 1:00 p.m. on the Auction Date, the Brokerage Firms representing the Eligible Shareholders (as defined below) shall record the sale orders in the electronic trading system of the Bovespa segment of the BM&FBOVESPA.
- 3.8** Regarding the registration of sale orders in the electronic trading system of the Bovespa segment of the BM&FBOVESPA, the Brokerage Firms shall record directly in such system the number of Shares held by the Shareholders as indicated by each Eligible Shareholder; sale orders may be placed with more than one Brokerage Firm.
- 3.9 Confirmation of Orders:** Through the electronic trading system of the Bovespa segment, until 1:00 p.m. on the Auction Date, the Brokerage Firms representing the Eligible Shareholders may record, cancel or reduce the offers to sell. After 1:00 p.m. on the Auction Date and until the beginning of the Auction, at 4:00 p.m., only the cancellation, reduction of the quantity or reduction of the price of the offerings to sell shall be permitted. From the beginning of the Auction ahead, the offers to sell shall be considered, for all purposes and effects, as irrevocable and irreversible, but reductions of price shall be permitted.
- 3.10 Outstanding Shares remaining.** The Offeror represents, by means of this Notice of Announcement, that he shall acquire in the market any outstanding shares remaining, upon the same conditions of the Offering, for the Price per Share, for a period of up to thirty (30) days counted from the Auction Date, pursuant to article 32-A, of CVM Instruction 361.
- 3.10.1** The Price per Share applied to the acquisition outstanding shares remaining by the Offeror shall be updated by reference to the *Índice de Preço ao Consumidor Amplo - IPCA, pro rata temporis* from the date of financial settlement of the Auction until the date of actual payment of the due and payable amount, and adjusted on account of the changes in the number of shares resulting from any share bonus, share splits, share grouping and conversions occurred and dividends, pursuant to the provisions of item 2.1.1 above.

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#### **4 ELIGIBILITY FOR THE AUCTION**

- 4.1 Application for Eligibility.** The shareholder of DASA willing to participate in the Auction shall make an application in this respect to the Intermediary Institution or to any other Brokerage Firm, from the date of publication of this Notice of Announcement until 6:00 p.m. on January 21, 2014, the business day immediately preceding the Auction Date (“**Application Period**”). Participation in the Auction shall comply with the requirements provided for in the Rules of Operation of the Clearing and Settlement Chamber of the BOVESPA Segment and of the Depositary Facility of the BM&FBOVESPA, in addition to other requirements listed in this Notice of Announcement.
- 4.2 Registration with the Brokerage Firm.** The shareholder willing to make an application of eligibility for the Auction shall have a previously opened account with a Brokerage Firm of his/her free choice, with a view to observing the term provided for in item 4.1. If he/she does not yet have an account opened with a Brokerage Firm, the shareholder shall proceed with such opening prior to the term provided for in item 4.1 above, in person or through a duly constituted attorney, and shall present a certified copy of the following documents, without prejudice to additional requirements made by the Brokerage Firms:
- 4.2.1 Natural Person:** Identity Card (RG), evidence of enrollment as a Taxpayer with the CPF and evidence of residence address. Legal representatives of estates, minors and interdicts, as well as attorneys for shareholders of DASA shall also present originals or certified copies of the documentation granting the required representation powers and certified copies of the ID Card and of the CPF. Representatives of estates, minors and interdicts shall also present the relevant court authorization.
- 4.2.2 Legal persons:** restated articles of incorporation or bylaws, evidence of enrollment as a Taxpayer with the *Cadastro Nacional de Pessoas Jurídicas* (CNPJ), corporate documentation granting the required representation powers, and Identity Card (RG), evidence of enrollment as a Taxpayer with the CPF and evidence of residence address of their representatives. Investors residing abroad may be compelled to present other representation documents.
- 4.2.3 Resolution 2,689 Investor:** Any shareholder investing in the Shares in reliance upon the mechanism provided for in Resolution 2,689, dated January 26, 2000, issued by the Central Bank of Brazil (“**2,689 Investor**”) shall provide, in addition to the documents listed above, a document attesting to his/her number of registration at the CVM and at the Central Bank of Brazil (in this latter case, the number of the *Registro Declaratório Eletrônico – RDE*), as well as a statement of the custodied position, showing the number of Shares held by him/her to be disposed of in the Auction. If the 2,689 Investor is a foreign natural person, he/she shall also present, in addition to the aforementioned documents, a certified copy of its evidence of enrolment with the CPF/MF.



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#### **4.3 Term for deposit of shares of shareholders recorded in the share register book.**

Shareholders recorded in the share register book of DASA willing to participate in the Auction by selling such Shares shall apply for eligibility for the Auction by accrediting any Brokerage Firm, pursuant to items 4.1 and 4.2 above, at least five (5) business days prior to the Auction Date, so as to allow the deposit of such Shares for custody of the BM&FBOVESPA Depository Facility.

**4.3.1 Instruction for transfer of ownership of the Shares.** The act of deposit of the Shares aforementioned implies an instruction to the BM&FBOVESPA Depository Facility to the effect that, as of the Auction Settlement Date (as defined below), the ownership of the Shares be transferred to the Offeror, on the date of receipt of the Price per Share by the shareholders.

**4.3.2 Shares covered by the Offering deposited with the BM&FBOVESPA Depository Facility.** For purposes of participating of the Auction, the eligible shareholder (“**Eligible Shareholder**”) willing to sell his/her Shares shall, through his/her Brokerage Firm (which shall be a custody agent at the BM&FBOVESPA Depository Facility), transfer the Shares to portfolio 7105-6, kept by the Asset Depository Facility of the BM&FBOVESPA (“**Depository Facility**”) exclusively for such purpose until 1:00 p.m. (Brasilia time) of the Auction Date.

**4.3.3 Cancellation of Orders.** Registered selling orders, the corresponding Shares of which are not deposited with the portfolio referred to in item 4.3.2 above until 1:00 p.m. (Brasilia time) of the Auction Date, shall be cancelled by the BM&FBOVESPA, prior to the beginning of the Auction.

**4.3.4 Observance of Terms.** It is incumbent upon each owner of Shares to take the appropriate action to cause the deposit of the Shares with the BM&FBOVESPA Depository Facility to be made in due time to allow the respective eligibility for the Auction, subject to the procedures of each Brokerage Firm and to the provisions of items 4.3.2 and 4.3.3 above. Owners of Shares shall comply with all requirements for the trading of shares set forth in CVM Instruction n° 505, dated September 27, 2011.

**4.3.5 Loan / Lease of Assets.** Shareholders with lender positions in asset loan agreements willing to apply for eligibility as selling shareholders in the Auction of the Offering shall observe the following proceedings:

(a) agreements containing an early settlement clause: the lender shall request the settlement, through the BTC system, with due observance of the term provided for the return of the shares covered by the Offering by the borrower, that is, until 8:00 p.m. (Brasilia time) on the fourth business day (D+4) from the date of the request;

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(b) agreements without an early settlement clause: the lender shall request the amendment of the agreement, through the BTC system, so that the space reserved to “Lender Early Settlement” is changed from “NO” to “YES”. The amendment to provide for the early settlement of the loan agreement is conditioned upon acceptance by the borrower. In case of amendment of the agreement, the same procedure provided for agreements containing an early settlement clause shall be observed.

**4.3.6** In these cases, the lender shall receive the shares covered by the Offering in its custody account in due time to enable their transfer to the 7105-6 portfolio and to take all other actions provided for in the Notice of Announcement of the Offering for Eligibility purposes. In the event of failure by the borrower in the return of the shares covered by the Offering within the agreed term, the procedures described in Chapter IV of the Operational Procedures of the Clearing, Settlement and Operation Risk Management Chamber of the Bovespa Segment and of the Asset Depository Facility (CBLC).

- 4.4 Shareholders failing to present the documents required for eligibility purposes.** Any shareholder failing to timely present all documents required by the Brokerage Firm for purposes of eligibility for the Auction or to cause the transfer of the Shares to the custody of the BM&FBOVESPA Depository Facility, as provided for in this Notice of Announcement, shall not be eligible to participate in the Auction.
- 4.5 Verification of Documents and Transfer of the Shares.** The Offeror hereby warns the shareholders of the Company that the procedures for verification of the documents, as well as for the transfer of the Shares, detailed in this Notice of Announcement, are subject to the rules and internal procedures of the Brokerage Firms, depository institutions and of the BM&FBOVESPA Depository Facility, so that the shareholders shall take necessary action reasonably in advance with a view to being eligible to participate in the Auction. The Offeror shall not be liable for any problem or issue resulting from the verification of such documents and from the transfer of the shares preventing or not allowing the eligibility of the shareholder to participate in the Auction.
- 4.6 Acceptance of the Offering.** The final acceptance of the Offering by each shareholder shall occur until the beginning of the Auction, through the Brokerage Firm by means of which such shareholder shall have applied for eligibility, upon registration of the selling order in the Auction. Any discontinuance of the Offering shall be notified by the shareholder to the Brokerage Firm by means of which such shareholder shall have applied for eligibility, in due time to allow such Brokerage Firm to cancel or reduce the selling orders (as applicable) registered in the name of such shareholder eligible to participate in the Auction, pursuant to the provisions of item 3.9 above. Acceptance of the respective Offering and the offer to sell the Shares shall be irrevocable and irreversible from that time onwards.

## **5 SETTLEMENT**

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**5.1 Form of Settlement of the Price of the Offering.** The financial settlement of the Auction shall be made in accordance with the rules adopted by the BM&FBOVESPA Settlement Facility, under the gross settlement mode, as defined in Chapter VII of the Operational Procedures of the BM&FBOVESPA Settlement Facility. The BM&FBOVESPA Settlement Facility shall not act as a central counterparty guaranteeing the settlement of the Auction. The BM&FBOVESPA Settlement Facility shall act as a facilitator of the settlement of the Auction in accordance with this Offering.

The financial settlement of the Offering shall be made in a single installment, in three (3) business days after the Auction Date (“**Auction Settlement Date**”), by means of the payment to the Shareholders of R\$15.00 (fifteen reais) per Share of DASA owned by him/her, as consideration for the transfer of the Shares to the Offeror, provided, however, that in any event, all of the Shares sold within the scope of the Offering shall remain blocked at the Depository Facility until the completion of the settlement.

**5.2 Authorization by the Custody Agent.** The shareholder accepting the Offering shall be exclusively responsible for taking the required action to ensure that his/her custody agent at the BM&FBOVESPA Depository Facility authorizes the transfer of the Shares for the settlement of the Offering until the second day after the Auction Date. Non-authorization by the custody agent of the delivery of the Shares to BM&FBOVESPA within such term shall imply non-settlement of the portion sold by this Shareholder, provided that any costs or burden resulting from such failure shall be fully borne by the Shareholder.

**5.3 Obligation of the Offeror.** Pursuant to the agreement entered into by and between the Intermediary Institution and the Offeror (“**Intermediation Agreement**”), the settlement obligations of the Offeror provided for in this Notice of Announcement shall be performed directly by the Offeror and, in any event, the Offeror shall remain fully liable for compliance with all obligations incumbent upon him in connection with the Offering and set forth in this Notice of Announcement.

**5.4 Guaranty.** In accordance with paragraph 4<sup>th</sup> of article 7<sup>th</sup> of CVM Instruction 361 and with the Finder’s Agreement, the Intermediary Institution shall guarantee the financial settlement of the Offering.

**5.5 Taxes.** The Offeror, together with the Intermediary Institution, acknowledge that special regard must be given to the tax consequences related to any public offerings launched in Brazil, including, but not limited to, the rules and regulations issued by the Brazilian Tax Authorities, for which reason each Shareholder willing to participate in the Offering is hereby prompted to consult his/her own tax advisor for a better understanding of the matter.

**5.5.1** Any and all taxes incident upon the sale of the Shares in the Offering and resulting from the Offering, including the Tax over Credit, Foreign Exchange and Insurance or Securities-Related Transactions - IOF, shall be exclusively borne by the Shareholders selling Shares in the Offering or resulting from the Offering, including residents and non-residents in Brazil. The Offeror shall not

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be liable for any tax incident upon the sale of the Shares in the Offering or resulting from the Offering.

## **6 INFORMATION ON DASA**

**6.1** Corporate Seat and Purpose. DASA is a publicly-held corporation (*sociedade por ações*) with its corporate seat located at Avenida Juruá, 434, Alphaville, in the City of Barueri, State of São Paulo, ZIP Code 06455-01, and its corporate purposes are:

**6.1.1** The rendering of supporting ancillary diagnostic services (SAD) to self-paid patients or through healthcare companies, insurance companies, hospital and medic assistance companies, other modes of health funding, including clinical analyses and administration of vaccines, directly or on a supplemental basis, by means of laboratories engaged for such purpose; as well as supporting ancillary diagnostic services (SAD), exclusively through specialized medic companies such as, for example, in the areas of: (a) cytology and pathology anatomy; b) imaging and graphic method; and c) nuclear medicine;

**6.1.2** The exploitation of activities related to: (i) examination of food products and substances to evaluate risks for human beings; (ii) importation, for own use, of medical and hospital equipment, diagnosis kits and related items in general, (iii) preparation, edition, publication and distribution of newspapers, books, magazines, periodical publications and other communication vehicles intended for scientific dissemination or dissemination of activities embraced by the field of activities of the Company, (iv) grant and management of business franchises, including advertising and promotion fund, training and selection of personnel, designation of equipment and research material suppliers, among others; and

**6.1.3** The holding of equity interests in other company, whether or not of a business nature, in the capacity of partner, quota holder or shareholder.

**6.2** History of DASA and Development of its Activities. DASA's history dates back to 1961, when Dr. Humberto Delboni and Dr. Raul Dias dos Santos founded Laboratório de Análises Clínicas MAP, in São Paulo. In 1974 Dr. Caio Auriemo, who would lately become the Chairman of the Board of Directors, and office he left on April 28, 2009, joined the company as a partner of the Laboratório de Análises Clínicas MAP, whose corporate name was changed to Laboratório Clínico Delboni Auriemo S/C Ltda. Subsequently, in 1985 the corporate name of the Company was changed to "Delboni Auriemo". From 1982 ahead, DASA began to offer imaging diagnoses exams together with the already offered clinical analysis exams (multi-product) and, in 1996, it built the central laboratory in the City of Barueri, State of São Paulo. In July, 1999 several investment funds led by Pátria – Banco de Negócios, Assessoria, Gestão e Participação Ltda. acquired equity interests in the Company and, together with Dr. Caio Auriemo, such funds started to control the Company indirectly through Platypus S.A. and DASA Participações S.A., this latter being the principal shareholder of the Company until

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then. After completion of several mergers by the Company, it started to use in its service units, together with *Delboni Auriemo*<sup>TM</sup>, the following trademarks: Lavoisier, Lâmina, Bronstein and Curitiba Santa Casa. In November, 2004, the CVM granted to the Company its registration as a publicly-held corporation, and its shares were admitted to trading at the BM&FBOVESPA. The shares began trading in the BM&FBOVESPA on November 19, 2004 under code DASA3. After several major acquisitions, such as the acquisition of Laboratório Pasteur Patologia Clínica S/S Ltda.; Laboratório Alvaro S.A., MD1 Diagnósticos S.A. and Laboratório Louis Pasteur Patologia Clínica S/C Ltda., among others, the Company consolidated its demographic expansion strategy and strengthened its presence in several States of Brazil. With the merger of Platypus S.A., DASA Participações S.A. and Balu 460 Participações S.A., the Company started to have pulverized capital and experienced a significant increase in its share dispersion and liquidity increment.

- 6.3** Capital Stock. The capital stock of DASA, fully subscribed for and paid-in as of the date of this Notice of Announcement, is of R\$2,234,134,819.75 (two billion, two hundred thirty-four million, one hundred thirty-four thousand, eight hundred and ninety Reais and seventy-five cents), represented by 311,803,015 (three hundred eleven million, eight hundred and three thousand and fifteen) common shares, all registered, in book-entry form and without par value.
- 6.4** Shareholdings. The shareholdings in DASA as of the date of this Notice of Announcement was the following:

Shareholder	Shares	% Total
Edson de Godoy Bueno	37,505,119	12.03
Dulce Pugliese de Godoy Bueno	36,034,265	11.56
Fundação Petrobras de Seguridade Social	31,180,302	10.00
Oppenheimer Funds, Inc.	31,492,800	10.10
Tarpon Gestora de Recursos S.A.	15,590,200	5.00
Others	158,841,294	50.94
Treasury shares	1,159,035	0.37
<b>Total</b>	<b>311,803,015</b>	<b>100.00%</b>

Source: CVM.

- 6.5** Selected Financial Indicators of DASA. The table below contains certain financial indicators of DASA, based upon the consolidated financial statements for the indicated periods:

(in R\$ thousands, except if otherwise indicated)

**30.09.2013    31.12.2012    31.12.2011    31.12.2010**

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Paid Capital Stock .....	2,234,135	2,234,135	2,234,135	402,091
Shareholders' Equity .....	2,702,313	2,607,192	2,542,020	614,887
Net Revenue <sup>(1)</sup> .....	1,859,091	2,264,142	2,179,874	1,501,967
Operational Profit (Loss) <sup>(1)</sup> .....	214,767	244,951	374,552	293,453
Net Profit (Loss) <sup>(1)</sup> .....	94,724	84,728	145,255	97,966
Total Liabilities .....	4,351,510	4,272,175	4,240,366	1,944,939
Current Liabilities.....	763,190	400,966	590,211	685,551
Non-Current Liabilities.....	886,007	1,264,017	1,108,135	644,501
Number of Shares (thousand) .....	311,803,015	311,803,015	311,803,015	229,611,740
Profit (Loss) per Share <sup>(1)</sup> (R\$) .....	0.30493	0.27275	0.46824	0.42751

(1) Aggregate information referring to the nine-month period ended September 30, 2013 and 12 months for the other periods.

Source: CVM.

**6.6** Financial Statements. The annual and interim financial statements of DASA are available at the following electronic addresses: [www.dasa.com.br](http://www.dasa.com.br), [www.cvm.gov.br](http://www.cvm.gov.br) and [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br).

**6.7** Historical Information on the Trading of Shares. The table below indicates the traded volumes, quantities and weighted average prices applying to trading in the spot market at the BM&FBOVESPA of shares of DASA along the past 12 months:

Month	Total Traded Volume (in R\$ million)	Number of Traded Shares (million)	Weighted Average Listing Price (R\$) of the Shares
From December 1 <sup>st</sup> to 20, 2013	343.1	26.7	12.83
November, 2013	251.7	21.5	11.69
October, 2013	375.7	30.9	12.16
September, 2013	375.7	33.2	11.30
August, 2013	492.9	43.3	11.37
July, 2013	332.6	27.7	12.01
June, 2013	435.9	39.0	11.18
May, 2013	889.5	77.8	11.43
April, 2013	423.2	36.6	11.56
March, 2013	746.2	39.1	12.19
February, 2013	433.9	31.1	13.93
January, 2013	847.0	61.9	13.68
December, 2012	433.0	34.0	12.72
November, 2012	439.8	33.7	13.06

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Source: Economática, on December 20, 2013

According to the figures presented in the table above, the weighted average listing price (the monthly average price weighted by the respective monthly volume) of the Shares of DASA at the BM&FBOVESPA along the past twelve (12) months is equivalent to R\$12.17 (twelve Reais and seventeen cents) per share.

- 6.8** Historical Information on Dividends. In connection with the fiscal years ended December 31, 2012, 2011 and 2010, respectively, DASA distributed dividends to its shareholders, subject to the percentage referring to mandatory dividend provided for in the By-Laws of the Company corresponding to twenty-five per cent (25%) of the adjusted net income.
- 6.9** Listing in the Novo Mercado: As from November 19, 2004 the shares issued by DASA were listed in the *Novo Mercado* segment of the BM&FBOVESPA.
- 6.10** Rights conferred by the shares of DASA. Each common share of DASA confers upon the respective holder the right to one vote in general meetings. Pursuant to the By-Laws of DASA and the Brazilian Corporations Law, owners of shares are afforded a right to receive minimum mandatory dividends of at least twenty-five per cent (25%) of the net income of the fiscal year, subject to the deduction of the sum intended to constitute the legal reserve of the year, according to the provisions of article 202 of the Brazilian Corporations Law or interim dividends charged to the profit reserve account existing on the last annual or half-annual balance sheet. Holders of shares are entitled, except under certain circumstances provided for on the Brazilian Corporations Law and in the By-Laws of DASA, to participate in future capital increases of DASA, *pro rata* to their respective interests held in the capital stock of DASA. Furthermore, in accordance with the listing rules of the *Novo Mercado* segment of the BM&FBOVESPA, common shares issued by DASA have a “*tag-along*” right attached to them, meaning that their holders shall be entitled, upon the sale of a controlling interest in the Company, to receive 100% of the amount paid for the shares of the selling controlling shareholder.
- 6.11** Registration of the Issuer. To the best of the Offeror’s knowledge and after due inquiry, the registration of DASA as Issuer is duly updated in accordance with the provisions of article 21 of Law n° 6.385, dated December 7, 1976, as amended.
- 6.12** Risk Factors of DASA. For further information on risk factors associated with DASA, please see the Reference Form of DASA, particularly items 4 and 5, available at the following websites: [www.dasa.com.br](http://www.dasa.com.br), [www.cvm.gov.br](http://www.cvm.gov.br) and [www.bmfbovespa.com.br](http://www.bmfbovespa.com.br).
- 6.13** Additional Information on DASA: Further information on DASA, including its Reference Form, Financial Statements, Standardized Financial Statements, and Quarterly Information, please see the electronic addresses indicated in item 10 below.

## **7 INFORMATION ON THE OFFEROR**

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- 7.1** Seat. The corporate seat of the Offeror is located in the City and State of São Paulo, at Rua Joaquim Floriano, nº 413, suite 112, Part, Itaim Bibi, ZIP Code 04534-011.
- 7.2** Corporate Purpose. The corporate purpose of the Offeror is to hold interests in the capital stock of other companies, in Brazil or abroad, in the capacity of quota holder or shareholder.
- 7.3** History of the Incorporation of the Offeror. The Offeror was incorporated on July 11, 2011, under the corporate name Caicedo Participações S.A. (“**Caicedo**”), the corporate purpose of which was to hold equity interests in other companies, whether as controlling stakeholder or through permanent holding of a relevant stake in their capital stock. Caicedo was a non-operating company until December 9, 2013, when it was acquired by Mr. Edson de Godoy Bueno and Mrs. Dulce Pugliese de Godoy Bueno. The name of the company was then changed to Cromossomo Participações II S.A.
- 7.4** Capital Stock. The capital stock of the Offeror, fully subscribed for and paid-in, as of December 23, 2013, was of R\$100.00 (one hundred Reais), represented by one hundred (100) common shares, all registered, in book-entry form and without par value.
- 7.5** Shareholdings. As of the date of this Notice of Announcement, the shareholdings in the Offeror consisted of 51% of the shares being held by Mr. Edson de Godoy Bueno and 49% by Mrs. Dulce Pugliese de Godoy Bueno. Until the settlement of the Offering, the Offeror shall be controlled by Cromossomo Participações III S.A., an investment vehicle entirely owned by Fundo de Investimentos em Participações Genoma II, currently under establishment stage, which in its turn shall be indirectly held in its entirety by Mr. Edson de Godoy Bueno and by Mrs. Dulce Pugliese de Godoy Bueno.

## **8 REPRESENTATIONS OF THE OFFEROR AND OF THE INTERMEDIARY INSTITUTION**

- 8.1 Representations of the Offeror**. The Offeror hereby represents that:
- (i) He is liable for the truthfulness, quality and sufficiency of the information furnished to the CVM and to the market, as well as for any damages caused to the Company, to its shareholders and to third parties as a result of fault or willful misconduct, on account of any misrepresentation, inaccuracy or omission of any information, pursuant to the provisions of paragraph first of article 7<sup>th</sup> of CVM Instruction 361;
  - (ii) He is unaware of the existence of any facts or circumstances not disclosed to the public that may materially affect the results of the Company or the listing price of the Shares;
  - (iii) During the past twelve (12) months, there was no relevant private negotiations with common shares issued by the Company, between unrelated parties, involving the Offeror or any persons affiliated to him;



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- (iv) As of the date of this Notice of Announcement, the Offeror, did not hold common shares issued by the Company and the Offeror was not the owner of, or had under its discretionary control, (a) any securities issued by the Company, (b) derivatives referenced in securities issued by the Company, or (c) securities of the Company borrowed or lent, subject to shares of the Company held by Mr. Edson de Godoy Bueno and by Mrs. Dulce Pugliese de Godoy Bueno, pursuant to item 1.6 above; and
- (v) As of the date of this Notice of Announcement, there is no agreement, pre-agreement, option, letter of intent, term sheet or other legal act between the Offeror or his affiliated persons and the Intermediary Institution or its affiliates providing for the acquisition or disposal of securities of the Company.

**8.2 Representations of the Intermediary Institution.** The Intermediary Institution hereby represents that:

- (i) It has taken all appropriate caution measures and acted with high standards of care and diligence to ensure that the information rendered by the Offeror is true, consistent, accurate and sufficient, and shall be liable for any failure in this particular duty; it has verified the quality of the information rendered to the market throughout the whole process of the Offering, which is required to assist the shareholders in their decision-making process, including eventual and periodic information of the Company, and those contained in this Notice of Announcement;
- (ii) It is unaware of the existence of any facts or circumstances not disclosed to the public that may materially affect the results of the Company or the listing price of the Shares;
- (iii) On December 20, 2013, the economic conglomerate of the Intermediary Institution had a selling position, by means of an index portfolio of a fund controlled by Banco BTG Pactual S.A., in 922,300 common shares issued by DASA. On the same date, the economic conglomerate of the Intermediary Institution did not hold any securities issued by the Company or derivatives referenced in securities issued by the Company; and
- (iv) As of the date of this Notice of Announcement, there is no agreement, pre-agreement, option, letter of intent, term sheet or other legal act between the Offeror or his affiliated persons and the Intermediary Institution or its affiliates providing for the acquisition or disposal of securities of the Company.

## **9 SUPERVENING OBLIGATION**

**9.1 Term of Consent of the Controlling Shareholders.** Once the present Offering has been completed and the change in the control is duly ascertained, the Offeror agrees to execute the Term of Consent of the Controlling Shareholders (“*Termo de Anuência dos*”

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You should not construe the contents of this notice as legal, tax, accounting or investment advice or a recommendation. You should consult your own counsel, tax and financial advisors as to legal and related matters concerning any transaction described herein. This notice does not intend to provide securities valuation standards to third parties and should not be considered as a recommendation for selling or buying any securities. No divestment, investment or other financial decisions or actions should be based solely on the information in this notice. This notice should not serve as a basis to any contract, agreement or engagement letters in any form.

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*Controladores*”) and to file it with the BM&FBOVESPA within fifteen (15) days from the completion of the Offering, being personally liable to submit and to abide by the Agreement of Participation in the *Novo Mercado (Contrato de Participação no Novo Mercado)*, by the Listing Rules of the *Novo Mercado Listing Segment (“Regulamento de Listagem do Novo Mercado”)*, by the Arbitration Clause, by the Sanction Rules and by the Arbitration Rules.

**9.2 Possibility of Conduction of a *Novo Mercado* Delisting POS:** The Offeror hereby represents that once the present Offering has been completed and the adhesion resulting in a *free float* of less than twenty-five per cent (25%) of the shares issued by the Company has been ascertained, he shall use his best efforts to recompose the minimum percentage of shares required by the *Novo Mercado* Rules and, in the event that such percentage is not reached within a term of three (3) months from the completion of the Offering, he may conduct a new public offering for the acquisition of shares with the intention to delisting DASA from the *Novo Mercado* segment of the BM&FBOVESPA (“*Novo Mercado Delisting POS*”). According to the *Novo Mercado* rules, the *Novo Mercado Delisting POS* shall be affected, at least, for the respective economic value, to be determined by an expert institution or firm chosen by the general meeting from a triple list to be submitted by the Board of Directors of DASA.

**9.3 Event of Non-Incidence of the Additional Covenant.** Upon accepting the present Offering, the shareholder of DASA represents (i) to be aware of the possibility of conduction of new public offerings of acquisition of shares by the Offeror or occurrence of corporate events pursuant to the provisions of articles 10, §1<sup>st</sup> and 14 of CVM Instruction 361; and (ii) to acknowledge and to agree that he/she shall not be entitled to the payment of a difference between the price, payment terms, possibility of manifestation or any other differences, of whatsoever nature, between the conditions practiced in the present Offering and those to be eventually practiced within the scope of the *Novo Mercado Delisting POS*, if it shall ultimately be conducted.

**9.4 Event of Withdrawal.** As of the date of this Notice of Announcement, there is no information disclosed to the shareholders related to the possible occurrence of any corporate event within DASA that shall trigger the exercise of the right of withdrawal of the holders of Shares accepting the Offering, so that, in the event of occurrence of any such event as described in item 9.3 above, the provisions of this Notice of Announcement shall apply.

## **10 ADDITIONAL INFORMATION**

**10.1 Representation of the Offeror.** The Offeror hereby represents to be unaware of the existence of any facts or circumstances not disclosed to the public that may materially affect the results of DASA or the listing price of the Shares.

**10.2 Identification of legal counsel.**

**Lefosse Advogados**

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Rua Tabapuã, 1.227

ZIP Code 04533-014, São Paulo, SP, Brasil

Tel: (55.11) 3024-6100

Fax: (55.11) 3024-6200

At.: Dr. Carlos Barbosa Mello

**10.3 Authorization by the BM&FBOVESPA.** BM&FBOVESPA authorized the conduction of the Auction in the Trading System of the BM&FBOVESPA –Bovespa Segment / electronic trading system.

**10.4 Access to Documents related to the Offering.** This Notice of Announcement, the Form of Application for Eligibility and the List of Shareholders of DASA are available to any interested person (such latter document is only made available upon identification and receipt executed by the interested party) at the addresses listed below. Alternatively, this Notice of Announcement and the Form of Application for Eligibility may be obtained at the following addresses and pages on the internet:

**10.4.1 Diagnósticos da AMÉRICA S.A.**

Avenida Juruá, nº 434, Alphaville, Barueri, São Paulo

[www.dasa.com.br/ri](http://www.dasa.com.br/ri)

**10.4.2 CROMOSSOMO PARTICIPAÇÕES II S.A. (Offeror)**

Rua Joaquim Floriano, nº 413, conj. 112, Parte, São Paulo, SP

<http://www.mzweb.com.br/opadasa/>

**10.4.3 BTG PACTUAL BROKERAGE FIRM DE TÍTULOS and VALORES MOBILIÁRIOS S.A.**

Avenida Brigadeiro Faria Lima, nº 3.477, 14º andar, São Paulo, SP

<https://www.btgpactual.com/home/InvestmentBank.aspx/InvestmentBanking/MercadoCapitais>

(in this website, click on “2013” on the left menu and then “Notice of Announcement” or “Form for Application for Eligibility” below “Voluntary Public Offering for the Acquisition of Common Shares Issued by Diagnósticos da América S.A.”)

**10.4.4 Comissão de Valores Mobiliários**

Rua Cincinato Braga, nº 340, 2º andar, Centro, São Paulo, SP

Rua Sete de Setembro, 111, 2º andar, “Centro de Consultas”, Rio de Janeiro, RJ

[www.cvm.gov.br](http://www.cvm.gov.br)

**10.4.5 BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros**

Praça Antonio Prado, 48, 2º andar, Centro, São Paulo, SP – Diretoria de Operações

[www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)

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- 10.5 Documents of the Offering.** The shareholders holding securities of the Company should carefully read this Notice of Announcement and other relevant documents related to the Offering, among which is the Statement of Opinion of the Board of Directors of the Company, published by the Offeror or filed at the CVM since such documents contain material information.
- 10.6 Relationship between the Offeror and the Intermediary Institution.** In addition to the relationship referring to the present Offeror, Mr. Edson and Mrs. Dulce have a joint current account with Banco BTG Pactual S.A., the controlling entity of the Intermediary Institution, and both conducted transactions involving (i) investment funds, and (ii) fixed income, along the past 12 months. There has been no relationship between the Intermediary Institution (and/or companies from its economic group) and DASA in the past 12 months. In addition to the relationship referring to the present POS, there has been no relationship between the Intermediary Institution (and/or companies from its economic group) and the Offeror in the past 12 months. The Offeror engaged, and may in the future engage, the Intermediary Institution or companies within its economic conglomerate, to conduct ordinary financial transactions including, without limitation, investments, issuance of securities, rendering of services of investment bank, market maker, credit, financial advising or any other financial transactions required for the conduction of its business.
- 10.7 Shareholders Domiciled Outside Brazil.** Shareholders domiciled outside Brazil may be subject to restrictions imposed by the laws of their countries of domicile as to the acceptance of the present Offering, participation in the Auction and sale of the Shares. Observance of such applicable laws is entirely incumbent upon such non-Brazilian resident shareholders.