

DIAGNÓSTICOS DA AMÉRICA S.A.

Publicly-Traded Company

NIRE 35.300.172.507
CNPJ/MF n.º 61.486.650/0001-83

MATERIAL FACT

DIAGNÓSTICOS DA AMÉRICA S.A. ("Company" or "DASA"), in addition to the material facts disclosed in the past days, informs that it has received, on the date hereof, the notice delivered by Cromossomo Participações II S.A. ("Offeror"), in connection with the ongoing tender offer, which is attached as an exhibit hereto.

DASA will keep its shareholders and the market informed of the developments in connection with the matters addressed in this material fact.

Barueri, March 7, 2014.

Paulo Bokel Catta-Preta

Chief Investors Relations Officer

To

Confidential

DIAGNÓSTICOS DA AMÉRICA S.A.

Avenida Juruá, nº 434, Alphaville
CEP 06455-010 - Barueri, SP

Att.: Mrs. Lillian Cristina Pacheco Lira

6 March 2014

Dear Mrs. Lillian,

Reference is made to the Voluntary Tender Offering for acquisition of common shares issued by **Diagnósticos da América S.A.**, a publicly held company headquartered at Avenida Juruá No. 434 , Alphaville , City of Barueri, State of São Paulo , CEP 06455-010 company, duly registered in the Brazilian Legal Entity National Taxpayer's Registry (*Cadastro Nacional da Pessoa Jurídica do Ministério da Fazenda*) under No. 61.486.650/0001-83 ("**Company**" or "**DASA**"), held by **Cromossomo Participações II S.A.**, a publicly held Company headquartered at Rua Joaquim Floriano, nº 413, conj. 112, Parte, Itaim Bibi, City of São Paulo, State of São Paulo, CEP 04534-011, duly registered in the CNPJ/MF under No. 14.167.188/0001-71, as the offeror ("**Offeror**"), by **BTG PACTUAL CORRETORA DE TÍTULOS E VALORES MOBILIÁRIOS S.A.**, a financial institution headquartered at the city of São Paulo, State of São Paulo, Avenida Brigadeiro Faria Lima, nº 3.477, 14th floor - parte, duly registered in the CNPJ/MF under No. 43.815.158/0001-22, acting as financial intermediary pursuant to Article 257 of Law No. 6.404 , of December 15, 1976 , as amended ("**Brazilian Corporate Law**") and Article 2, sections IV and V of r of Ruling No. 361, enacted by the Brazilian Securities and Exchange Commission – *Comissão de Valores Mobiliários* ("**CVM**") of March 05, 2002, as amended ("**CVM Ruling 361**") to the acquisition of up to the totality of common shares of DASA ("**Offer**"), in the terms of the Offer Announcement published in 23 December 2013 and amended on 30 January 2014 ("**Announcement**").

As per the discussion regarding the applicability of terms of Article 45 of the bylaws of DASA upon the completion of the Offer, the Offeror hereby informs that has requested, in the present date, the arbitration against the Company before the Market Arbitration Panel - *Câmara de Arbitragem do Mercado* ("**CAM**") of BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros, in order to obtain a formal statement of the unapplicability of terms of Article 45 of the bylaws of DASA.

It shall be clarified herein that the Offeror has prior and repeatedly expressed its considerations in this regard, including formal correspondence addressed to Company's board of directors, in which the Offeror states that has no intentions to launch a subsequent tender offer for the acquisition of shares pursuant to Article 45 of the bylaws of DASA ("**Bylaws Offer**") and also has submitted for the appreciation of the board legal opinions of renowned jurists from the Brazilian capital markets, endowed with extensive experience in this type of deal, meeting the understandings of the Offeror and thoroughly providing legal grounds for its arguments.

In Offeror's view, Company's board of directors goes in the opposite direction -- presented in formal correspondence addressed to the Offeror on 31 January 2014, in which registrates the obligation to launch a Bylaws Offer, subject to the sanction of suspending Offeror's rights as a shareholder -- aiming to obtain legal assurance of its understandings and to seek protection against any further inquiries, the Offeror has decided to resort to an entity with the power to establish a final decision on this matter.

Finally, the Offeror states that it will keep you informed on the subject. We take this opportunity to renew our assurances of esteem and consideration and we remain at your disposal for any further clarification you may require.

Regards,

Cromossomo Participações II S.A.