



DIAGNÓSTICOS DA AMÉRICA S.A.

Publicly-Held Company

Corporate Taxpayer's ID (CNPJ/MF): 61.486.650/0001-83

Company Registry (NIRE): 35.300.172.507

MATERIAL FACT

Diagnósticos da América S.A. ("DASA"), in compliance with the article 157, paragraph 4th, of the Law No. 6.404 of December 15th, 1976, as amended, and in the Ruling issued by the Brazilian Securities and Exchange Commission ("**CVM**") No. 361 of March 5th, 2002, as amended, hereby informs that it has received on this date the attached communication from Cromossomo Participações II S.A. ("**Offeror**"), its controlling shareholder, regarding the Offerer's intention to launch a voluntary tender offer to acquire up to the total ordinary shares issued by DASA, and held by DASA's non-controlling shareholders, to delist the DASA's shares from the special listing segment of securities market, known as Novo Mercado, operated by BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros, without the cancellation of DASA's registry with the CVM as securities issuer category "A", in the terms of the CVM's Ruling No. 480 of December 7th, 2009, as amended ("**Offer**").

The Offer is subject to the conditions described in the attached communication.

DASA will keep the market in general and its shareholders informed about the matter addressed herein.

This material fact is for information only and does not constitute a securities tender offer.

Barueri, April 27, 2015.

Paulo Bokel Catta-Preta
Investor Relations Officer

Annex with Material Fact of April 27, 2015

The content of this Annex is not a Diagnóstico da América S.A. manifestation.

To

Diagnósticos da América S.A.
Avenida Juruá, nº 434, Alphaville
CEP 06455-010, Barueri, SP

Attn.: Mr. Paulo Bokel Catta-Preta – Investor Relations Officer

C/C:

Members of the Board of Directors of Diagnósticos da América S.A.

April 27, 2015

Dear all,

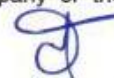
CROMOSSOMO PARTICIPAÇÕES II S.A., a publicly-held company headquartered at Rua Joaquim Floriano, nº 413, conjunto 112, parte, Itaim Bibi, in the city of São Paulo, State of São Paulo, CEP 04534-011, enrolled with the Taxpayer's Registry (CNPJ/MF) under No. 14.167.188/0001-71, herein represented in accordance with its By-laws ("**Offeror**"), controlling shareholder of **DIAGNÓSTICOS DA AMÉRICA S.A.** ("**DASA**" or "**Company**") hereby announces its intention to launch a voluntary tender offer for the acquisition of ordinary shares issued by the Company ("**Shares**"), held by the Company's non-controlling shareholders, in order to delist the Company's Shares from the special listing segment of securities market known as Novo Mercado, operated by BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros ("**Novo Mercado**", "**BM&FBOVESPA**", "**Novo Mercado Delisting**" and "**Offer**", respectively).

The Offeror agrees to acquire up to 78,885,787 (seventy-eight million, eight hundred and eighty-five thousand and seven hundred and eighty-seven) Shares, representing the totality of Shares held by the Company's non-controlling shareholders ("**Free Float Shares**"). The Free Float Shares do not comprehend the Shares: (i) held by the direct or indirect controlling shareholders of the Company, as well as its related persons; (ii) held by the Company's management; and (iii) those kept in treasury.

The Offer will be performed in accordance with the announcement of the Offer (*edital*) to be timely published ("**Announcement**") and pursuant to the rules provided for in Law No. 6,404 of December 15, 1976, as amended ("**Brazilian Corporate Law**"), in the Company's By-laws, in the Brazilian Securities and Exchange Commission ("**CVM**") Ruling No. 361, of March 5, 2002, as amended ("**CVM Ruling 361**") and the Novo Mercado Listing Rules ("**Novo Mercado Regulation**").

Pursuant to applicable regulation, the Offer is not subject to registration within the CVM and shall not result, in any circumstances, in the deregistration of the Company as a publicly-held company registered in category "A", pursuant to CVM Ruling No. 480, of December 7, 2009, as amended.

The Offeror attributes for each Free Float Share the amount of R\$10.50 (ten reais and fifty cents) ("**Price per Share**"). The Price per Share may be adjusted, in the terms to be provided for in the Announcement, in the occurrence of the following events, between the Announcement's disclosure and the auction date: (i) payment of dividends or interest on equity by the Company or the



Company's Shares become to be traded *ex-dividends or ex-interests*, as the case may be; or (ii) change in the Company's capital stock, due to a split or reverse split of the Shares.

Thus, the Offer shall only be performed in case the minimum amount set forth on the price per share range, to be verified based on the appraisal report to be drafted pursuant to articles 40 and 43 of the Company's By-laws, items 10.1 and 11.2 of the Novo Mercado Regulation and article 8 and Annex III of CVM Ruling 361 ("**Appraisal Report**"), is equivalent or below the Price per Share.

Nonetheless, the Offeror is entitled to, at any time and regardless of the Appraisal Report, evaluate whether or not to maintain its intention stated in this correspondence, due to, among others, conditions of the market or those related to the Company by the time of the Offer's launch.

In case the Offeror does not perform the Offer for any reason, neither the Company nor its shareholders and/or any third party shall be entitled to claim any loss, request indemnification and/or loss of profits and/or reimbursement of expenses or demand the performance of this Offer.

Therefore, pursuant to the applicable laws, we hereby request you to:

- (i) immediately disclose a notice of material fact informing the Company's shareholders and the public in general on the intention stated herein;
- (ii) perform all necessary actions in order to enable, pursuant to the Novo Mercado Regulation:
 - (a) the Company's Board of Directors to prepare a triple list of institutions or companies responsible for drafting the Appraisal Report ("**Appraiser**"); and
 - (b) the Company's shareholders to define the Appraiser and to resolve on the Novo Mercado Delisting, at a shareholders' meeting to be held in due course;
- (iii) perform all necessary actions in order to enable the Offer, in accordance with the applicable regulation.

Finally, for purposes of the notice of material fact disclosure and pursuant to article 4-A, 3rd paragraph, of CVM Ruling 361, the Offeror informs that:

- (i) is indirectly controlled by Mr. Edson de Godoy Bueno and Mrs. Dulce Pugliese de Godoy Bueno, and holds together with them, 224,308,396 (two hundred and twenty-four million, three hundred and eight thousand and three hundred and ninety-six) Shares representing approximately 71.94% (seventy one point ninety four percent) of the Company's capital stock, and, together with their related persons, the Company's management and the Shares that are kept in treasury, holds 232,917,228 (two hundred and thirty-two million, nine hundred and seventeen thousand and two hundred and twenty-eight) Shares representing approximately 74.7% of the Company's capital stock;
- (ii) there are no securities issued by the Company which have been borrowed or loaned by the Offeror, its direct or indirect controlling shareholders or their related persons;
- (iii) on January 19th, 2015, by means of the "*Contrato de Alienação Fiduciária de Ações em Garantia e Outras Avenças*", duly registered with the 4th Official of Deeds and Documents of Legal Entities on January 28th, 2015, the total amount of 224,308,396 (two hundred and twenty-four million, three hundred and eight thousand and three hundred and ninety-six) Shares, being 37,505,119 Shares held by Mr. Edson de Godoy Bueno, 36,034,265 (thirty-six million, thirty-four thousand and two hundred and sixty-five) Shares held by Mrs. Dulce de Godoy Bueno and 150,769,012 (one hundred and fifty million, seven hundred and sixty-nine thousand and twelve) Shares held by the Offeror, was alienated in trust as a guarantee for the full compliance with the obligations undertaken by Cromossomo

Participações III S.A. ("**Cromossomo III**") to the debenture holders under the 1st issuance of debentures of Cromossomo III, whose indenture was duly registered with the 4th Official of Deeds and Documents of Legal Entities on January 28th, 2015;

- (iv) the Offeror, its direct or indirect controlling shareholders or their related persons do not hold any derivatives linked to securities issued by the Company;
- (v) except as otherwise described herein and for the Company's stock options granted to its management under stock option plans, there are no contracts, preliminary agreements, options, letters of intent or any other legal instruments providing for the acquisition or disposal of securities issued by the Company to which the Offeror, its direct or indirect controlling shareholders or their related persons are parties; and
- (vi) except as otherwise described herein, during the last six months, there were no contracts, preliminary agreements, options, letters of intent or any other legal instruments entered into between the Offeror, its direct or indirect controlling shareholders or their related persons, on the one side, and the Company, its management or shareholders holding more than 5% of the Free Float Shares subject to the Novo Mercado Delisting or any of their related persons.

The Offeror will maintain the Company aware on the progress of the matters discussed herein.

We remain at your disposal for any further clarification that may be required.

Sincerely,


Cromossomo Participações II S.A.